RAM™
REAL ASSETS REAL RETURNS

Product Disclosure Statement

Replacement Product Disclosure Statement in relation to the distribution and Offer of Securities in RAM Essential Services Property Fund

Issued by RAM Property Funds Management Ltd
(ABN 28 629 968 163; AFSL 514484)

REP:ASX

Joint Lead Managers and Underwriters of the Offer

UBS   CREDIT SUISSE

Joint Lead Managers of the Offer

ORD MINNETT   E&P

Co-Managers of the Offer

JBWere Limited
Crestone Wealth Management Limited

Important information

THIS INFORMATION IS IMPORTANT AND REQUIRES YOUR ATTENTION

It is important that you read this document carefully and in its entirety prior to making your investment decision with respect to the Offer. In particular you should pay careful consideration to the risk factors outlined in Section 7 and the tax implications in Section 11 of this document as they relate to your personal investment objectives, financial circumstances and needs. The potential tax effects of the Offer will vary between investors. Other risk factors may exist in addition to those identified in this document which should also be considered in light of your personal circumstances.

THE ISSUER

This document is a replacement product disclosure statement ("**PDS**") for the purposes of Part 7.9 of the Corporations Act and has been issued by RAM Property Funds Management Ltd (ABN 28 629 968 163; AFSL 514484) ("**Responsible Entity**") as Responsible Entity of RAM Australia Retail Property Fund (ARSN 634 136 682) ("**RARPF**") and RAM Australia Medical Property Fund (ARSN 645 964 601) ("**RAMPF**") (each a Stapled Entity and together the Fund). The offer contained in this PDS is an initial public offering of new stapled securities in RAM Essential Services Property Fund, each comprising one fully paid ordinary Unit in RARPF stapled to one fully paid ordinary Unit in RAMPF ("**Securities**") ("**Offer**").

LODGEMENT AND LISTING

This is a replacement product disclosure document dated 13 October 2021 ("**PDS Date**") and a copy was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date. It replaces the product disclosure statement ("**Original PDS**") issued by the Responsible Entity dated 30 September 2021 ("**Original PDS Date**") and was lodged with ASIC in accordance with Section 1013B of the Corporations Act on that date. For the purpose of this document, this replacement product disclosure statement will be referred to as the PDS.

The replacement product disclosure statement differs from the Original PDS in the following key areas:

- all references to 'Monash IVF' are replaced with 'Life Fertility Clinic'; and
- the conditions precedent of the property acquisition agreement of Bowen Hills Day Surgery are removed and the settlement date of this acquisition is amended to 3 November 2021.

The lodgement of a replacement product disclosure statement has also required certain references to the 'PDS' and 'PDS Date' to be amended to refer to the 'Original PDS and 'Original PDS Date' respectively, and to reflect the fact the Responsible Entity has now applied to the ASX for admission to the Official List and for quotation of the Securities on the ASX.

The Responsible Entity has applied for the admission of the Fund to the official list of ASX and the quotation of the Securities on ASX. Neither ASIC nor ASX takes any responsibility for the contents of this PDS or the merits of the investment to which this PDS relates. ASX reserves the right (but without limiting its absolute discretion) to remove one or more entities with Securities from the ASX Official List if any of their securities cease to be stapled together, or any equity securities are issued by one entity which are not stapled to equivalent securities in the other entity.

REFERENCES TO THE FUND AND THE RESTRUCTURE

In connection with the Offer, the Stapled Entities are undergoing a restructure as contemplated in the Implementation Deed (please refer to section 13.4 for a summary of the Implementation Deed) that is expected to complete around the time the Securities are allotted and issued pursuant to the Offer. Unless otherwise specified, this PDS has been prepared as if the restructure has been completed. References to the Fund throughout this PDS are references to the Fund that will exist from Completion of the Offer. For example, the Investment Overview in Section 1 and the Overview of RAM Essential Services Property Fund in Section 2 describe the Fund as if the restructure has completed, and the Forecast Financial Information in Section 6 represents the combined Fund for the financial year ending 30 June 2022. Securities issued under the Offer are being issued under this PDS.

NOT INVESTMENT ADVICE

The information contained in this PDS should not be taken as financial product advice and has been prepared as general information only without consideration for your particular investment objectives, financial circumstances or particular needs. In particular you should pay careful consideration to the risk factors outlined in Section 7 in light of your personal circumstances, recognising that other risk factors may exist in addition to those identified and should also be considered before deciding whether to invest. If you have any queries or uncertainties relating to aspects of this PDS or the Offer please consult your stockbroker, accountant or other independent financial adviser before deciding whether to invest. Similarly the tax implications of your investment will vary depending on your personal financial circumstances and investment objectives. You should consider the tax implications outlined in Section 11 of this PDS and obtain your own professional taxation advice prior to deciding whether to invest in this Offer.

EXPOSURE PERIOD

The Corporations Act prohibits the Responsible Entity from processing Applications in the seven day period after the date of lodgement of the Original PDS with ASIC ("Exposure Period"). This period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this PDS to be examined by market participants before the sale of the Securities. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on Applications received during the Exposure Period.

NO COOLING-OFF RIGHTS

Cooling-off rights do not apply to an investment in the Securities pursuant to the Offer.

RIGHTS AND LIABILITIES ATTACHED TO THE SECURITIES

From the date the Securities under the Offer are issued, all Securities will rank equally in all respects to the Securities on issue. Details of the rights and liabilities attached to each Security are set out in Section 13.1 and in the Constitutions of the Stapled Entities, copies of which are available for inspection at the registered office of the Responsible Entity within normal trading hours.

ELECTRONIC PDS

An electronic copy of this PDS may be viewed online by Australian investors at www.ramgroup.com/investment-offering/ram-essential-services-property-fund during the Retail Offer Period. If you access the PDS electronically please ensure that you download and read the PDS in its entirety. The Offer to which this PDS relates is available to persons receiving this PDS (electronically or otherwise) in Australia only. It is not available to persons in other jurisdictions other than under the Institutional Offer.

A paper form of this PDS can be obtained, free of charge, during the Retail Offer Period by contacting the Fund's Offer Information Line on +61 1800 134 068 (toll free within Australia) between 8:30am and 5:30pm (Sydney Time) Monday to Friday.

Applications for Securities will only be considered if applied for on an Application Form attached to or accompanied by a copy of this PDS (refer to Section 8 for further information). The Corporations Act prohibits any person from passing the Application Form on to another person unless it is accompanied by this PDS in its paper form or the complete and unaltered electronic form.

OVERSEAS INVESTORS

This PDS has been prepared to comply with the requirements of Australian law and is only being made to Australian and New Zealand resident Retail Investors and Institutional Investors in Australia, New Zealand, Hong Kong, Singapore and Switzerland and any other jurisdictions as determined by the Responsible Entity and, where it concerns the Offer, the Joint Lead Managers. This PDS does not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States or any person that is, or is acting for the account or benefit of, a "U.S. person" (as defined in Rule 902(k) under the U.S. Securities Act of 1933, as amended ("US Securities Act") ("US Person") or in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

Distribution of this PDS outside of Australia or New Zealand (whether electronically or otherwise) may be restricted by law. Persons who receive this PDS outside of Australia or New Zealand are required to observe any such restrictions. Failure to comply with such restrictions may find you in violation of applicable securities laws. No action has been taken to register or qualify the Securities or the Offer, or to otherwise permit a public offering of Securities in any jurisdiction outside Australia and New Zealand.

The Securities have not been, and will not be, registered under the US Securities Act or the under securities laws of any state or other jurisdiction of the United States. Accordingly, the Securities to be offered and sold in the Offer may not be offered or sold, directly or indirectly, to any person in the United States or any person that is, or is acting for the account or benefit of, a US Person except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

This PDS may not be distributed in the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Any person subscribing for Securities in the Offer shall by virtue of such subscription be deemed to represent that they are not in a jurisdiction which does not permit the making of an offer or invitation as detailed in this PDS, and are not acting for the account or benefit of a person within such jurisdiction.

None of the Responsible Entity, the Joint Lead Managers, nor any of their respective directors, officers, employees, consultants, agents, partners or advisers accepts any liability or responsibility to determine whether a person is able to participate in the Offer. See Section 14.2 for further details.

WARNING FOR NEW ZEALAND INVESTORS

This Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This Offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority,

New Zealand (http://www.fma.govt.nz). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand

financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

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

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

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

UPDATED INFORMATION

Information regarding the Offer may need to be updated from time to time. Any updated information about the Offer that is considered not materially adverse to investors will be made available on the Fund's website at www.ramgroup.com/investment-offering/ram-essential-services-property-fund. The Responsible Entity will provide a copy of the updated information free of charge to any eligible investor who requests a copy by contacting the Fund's Offer Information Line on +61 1800 134 068 (toll free within Australia) between 8:30am and 5:30pm Sydney Time Monday to Friday during the Retail Offer Period. In accordance with its obligations under the Corporations Act, the Responsible Entity may issue a supplementary PDS to supplement any relevant information not disclosed in this PDS. You should read any supplementary disclosures made in conjunction with this PDS prior to making any investment decision.

VARIATION OF THE OFFER

At any time prior to the allocation of the Securities contemplated in this PDS, the Responsible Entity reserves the right in its absolute discretion, without advance notice and without liability, to vary the Offer or its procedures or to postpone or cancel the Offer.

FINANCIAL INFORMATION

Section 6 of this PDS sets out in detail the financial information referred to in this PDS and the basis of preparation of that information. The Financial Information in this PDS should be read in conjunction with, and is qualified by reference to, the information contained in Section 6.

Important information

All financial amounts contained in this PDS are expressed in Australian dollars and rounded to the nearest $1,000 unless otherwise stated. Some numerical figures included in this PDS have been subject to rounding adjustments. Any discrepancies between totals and sums of components in tables contained in this PDS are due to rounding. All fees in the PDS are quoted exclusive of GST unless otherwise stated. All financial information, operational information, and Portfolio statistics contained in this PDS are believed to be current as at the date of this PDS.

The Financial Information includes the Pro Forma Financial Statement of the Fund as at the date on which allotment is expected to occur ("Allotment Date"), reflecting the structure of the Fund post Listing and the impact of the capital raised under the Offer.

The Forecast Financial Information included in this PDS comprises the Pro Forma Statutory Forecast Consolidated Statement of Profit and Loss and other comprehensive income for the financial year ending 30 June 2022 (FY22), together with the Pro Forma Statutory Forecast Consolidated Distribution Statement for FY22. The Forecast Financial Information is prepared and presented in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, except where otherwise stated.

NON-IFRS FINANCIAL INFORMATION

Investors should be aware that certain financial data included in this PDS is "non-IFRS financial information" under Regulatory Guide 230 Disclosing non-IFRS financial information, published by ASIC and also "non-GAAP financial measures" under Regulation G of the US Securities Exchange Act of 1934 ("US Exchange Act"). The Directors believe this non-IFRS financial information / non-GAAP financial measure provide useful information to users in measuring the financial performance and conditions of the Fund. The non-IFRS information / non-GAAP financial measures do not have standardised meanings prescribed by Australian Accounting Standards and therefore, may not be comparable to similarly titled measures presented by other entities, nor should they be construed as an alternative to other financial measures determined in accordance with Australian Accounting Standards. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information / non-GAAP financial measures and ratios included in this PDS. The disclosure of such non-IFRS financial information / non-GAAP financial measures in the manner included in this PDS may not be permissible in a registration statement under the US Securities Act.

Investors should also be aware that the PDS contains pro forma financial information. The pro forma financial information provided in the PDS is for illustrative purposes only and is not represented as being indicative of the Directors' views on the future financial condition and/or performance of the Fund. You should also note that the pro forma financial information does not purport to be in compliance with Article 11 of Regulation S-X of the rules and regulations of the US Securities and Exchange Commission. Unless otherwise stated or implied, all pro forma data in this PDS gives effect to the pro forma adjustments referred to in Section 6.

FORWARD-LOOKING STATEMENTS

Certain "forward-looking statements" have been provided in this PDS. These statements can be identified by the use of words such as "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "predict", "guidance", "plan" and other similar expressions. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Preparation of these forward-looking statements was undertaken with due care and attention, however, forward-looking statements remain subject to known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Responsible Entity and its officers, employees, agents and advisers. Consequently, such factors may impact the performance of the Fund such that actual performance differs materially to any performance indicated in the forward-looking statements. Some of the risk factors that impact on forward-looking statements in this PDS are set out in Section 7. No assurance can be provided that actual performance will mirror the guidance provided. Other than as required by law, none of the Responsible Entity, its Directors, officers, employees or advisers or any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this PDS will actually occur. You are cautioned not to place undue reliance on those statements. The forward-looking statements in this PDS reflect the views held only immediately before the date of this PDS, unless otherwise stated. Subject to the Corporations Act and any other applicable law, each of the Responsible Entity, its Directors, officers, employees and advisers disclaim any duty to disseminate after the date of this PDS any updates or revisions to any such statements to reflect any change in expectations in relation to such statements or any change in events, conditions or circumstances on which any such statement is based.

INDEPENDENT VALUATIONS

This PDS contains information regarding the independent valuations of the Properties by independent valuers Jones Lang LaSalle Advisory Services Pty Ltd, CBRE Valuations Pty Limited and m3property Australia Pty Ltd. Refer to Section 10 for details of the valuation dates for each Property in the Portfolio. Valuations are an opinion of the market value payable by a willing buyer at a point in time, not a guarantee of current or future market value. By necessity, valuations require the valuer to make subjective judgments that, even if logical and appropriate, may differ from those made by a purchaser or another valuer. Independent valuations are subject to a number of assumptions and conditions, which are set out in the summary of the valuations in Section 10.

Property values can change substantially, even over short periods of time, and an independent valuer's opinion of value could differ significantly if the date of valuation were to change. A high degree of volatility in the real estate market may lead to fluctuations in values over a short period of time.

UNDERWRITING AGREEMENT

Credit Suisse (Australia) Limited (ABN 94 007 016 300 and AFSL) ("Credit Suisse") and UBS AG, Australia Branch (ABN 47 088 129 613 and AFSL) ("UBS") have been appointed by the Responsible Entity as Underwriters to the Offer and, together with Ord Minnett Limited (ABN 86 002 733 048 and AFSL) ("Ord Minnett") and E&P Corporate Advisory Pty Limited (ABN 21 137 980 520 23) ("E&P Corporate Advisory"), as Joint Lead Managers to the Offer. The Underwriting Agreement sets out a number of circumstances where the Underwriters may terminate the agreement and their obligations. For further information on the terms and conditions of the Underwriting Agreement you should refer to Section 13.10.

LEAD MANAGER PARTIES

The Joint Lead Managers, their respective affiliates and their respective officers, directors, employees, partners, advisers or agents (the "Lead Manager Parties"), in their capacity as principal or agent are involved in a wide range of commercial banking and investment banking activities globally in respect of which they may receive fees and other benefits and out of which conflicting interests or duties may arise. These activities may include (without limitation) securities issuing, securities trading, brokerage activities, provision of retail, business, private, commercial and investment banking, investment management, corporate finance, credit and derivative, trading and research products and services or the provision of finance, including (without limitation) in respect of securities of the Fund, or loans to the Fund or its related entities, persons directly or indirectly involved with the Offer or interests associated with such persons. In the ordinary course of these activities, each Lead Manager Party may at any time for their own account, or for the account of their clients or customers, make or hold long or short positions and investments, as well as actively trade or otherwise effect transactions in the debt, equity and hybrid securities (or related derivative securities) or other financial products (including bank loans and other obligations) of the Responsible Entity, the Fund and their respective related entities, unitholders, associates and third parties as well as those of other entities and persons and their affiliates which may or may not be involved in or affected by the transaction arising from or relating to the Offer or otherwise have relationships with the Responsible Entity, may finance the acquisition of those securities and/or financial products or take or enforce security over those securities and/or financial products.

PHOTOGRAPHS, DIAGRAMS AND ARTIST'S RENDERINGS

Photographs, diagrams and artist's renderings contained in this PDS that do not have accompanying descriptions are intended for illustrative purposes only. They should not be interpreted to mean an endorsement of this PDS or its contents by any person shown in these images. Furthermore assets not accompanied by a description should not be interpreted as being owned by the Fund.

Diagrams used in this PDS are also intended for illustrative purposes only and may not be drawn to scale.

USE OF LOGOS

Where logos and company names are used in the PDS, the logos and company names are trade marks of their respective holders, owners or registered proprietors ("Trade Mark Owners").

Except as otherwise expressed in this PDS, use of these logos and company names in the PDS does not imply any affiliation with or endorsement by the relevant Trade Mark Owner. No Trade Mark Owner has authorised or caused the issue of this PDS, nor has any Trade Mark Owner made any statement in this PDS. Accordingly, no Trade Mark Owner makes any representation regarding, nor takes any responsibility for, any statements or materials in, or omissions from, this PDS.

DEFINITIONS, ABBREVIATIONS AND OTHER INFORMATION

Explanations of defined terms and abbreviations used throughout this PDS can be found in the PDS Glossary (Section 15). Unless otherwise stated or implied, references to times in this PDS are Sydney, Australia time. Similarly, references to dates or years in this PDS are financial years unless otherwise stated or implied.

PRIVACY

By filling out an Application Form to apply for Securities, you are providing personal information to the Responsible Entity through the Registry that may be personal information for the purposes of the Privacy Act 1988 (as amended). The Responsible Entity and the Registry on its behalf, collect, hold and use that personal information in order to process your Application. The Responsible Entity may also collect, hold and use that personal information in order to service your needs as a Securityholder, provide facilities and services that you request and carry out appropriate administration.

If you do not provide the information requested in the Application Form, the Responsible Entity and/or the Registry may not be able to process or accept your Application. Your personal information may also be used from time to time to inform you about other products and services offered by the Responsible Entity, or entities within the Fund which it considers may be of interest to you. Your personal information may also be provided to the Responsible Entity's agents and service providers on the basis that they deal with such information in accordance with their respective privacy policies. These agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Joint Lead Managers in order to assess your Application;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Fund's Securityholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Securities and for associated actions.

Under the Privacy Act 1988 (as amended), you may request access to your personal information held by (or on behalf of) the Responsible Entity. You may be required to pay a reasonable charge to the Registry in order to access your personal information. You can request access to your personal information by telephoning the Registry on 1300 554 474. If any of your information is not correct or has changed, you may request it to be corrected. By submitting an Application, you agree that the Responsible Entity and the Registry may communicate with you in an electronic form or contact you by telephone in relation to the Offer.

DISCLAIMER

No person is authorised to give any information, or to make any representation, in connection with the Offer that is not contained in this PDS. Any information or representation that is not in this PDS may not be relied on as having been authorised by the Responsible Entity in connection with the Offer. Except as required by law, and only to the extent so required, neither the Responsible Entity, nor any other person, warrants or guarantees the future performance of the Fund or the repayment of capital, or any return on any investment made pursuant to this information. The Joint Lead Managers have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this PDS and does not make or purport to make any statement in this PDS and there is no statement in this PDS which is based on any statement by the Joint Lead Managers. The Joint Lead Managers and their affiliates, officers and employees, to the maximum extent permitted by law, expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this PDS and make no representation or warranty as to the currency, accuracy, reliability or completeness of this PDS.

FURTHER QUESTIONS

If you have any queries relating to aspects of this PDS please call the Fund's Offer Information Line on +61 1800 134 068 (toll free within Australia) between 8:30am and 5:30pm (AEST) Monday to Friday (excluding public holidays).

Contents

Key information

KEY OFFER STATISTICS AT ALLOTMENT	
ASX ticker code	REP
Offer Price per Security	$1.00
Offer size	$356.9 million
Number of Securities to be issued under the Offer	356.9 million
Total number of Securities on issue following Allotment	521.1 million
Market capitalisation at the Offer Price[1]	$521.1 million
Forecast FY22 annualised FFO Yield per Security (based on the Offer Price)[2]	5.9%
Forecast FY22 annualised Distribution Yield per Security (based on the Offer Price)[3]	5.7%
Tax treatment of FY22 Distribution	Greater than 95% tax deferred
Net Tangible Assets ("NTA") per Security	$0.94
Offer Price premium to NTA per Security	6.1%
Gearing on Completion	30.4%

KEY PORTFOLIO STATISTICS AT ALLOTMENT	
Number of Properties	33
Independent Valuation[4]	$706.3 million
Weighted Average Capitalisation Rate ("WACR")[5]	5.85%
Gross Lettable Area ("GLA")	126,122 sqm
Occupancy[6]	99.1%
Weighted Average Lease Expiry ("WALE")[7]	7.1 years
Proportion of income subject to annual rental increases[8]	85.0%
Weighted Average Rental Review ("WARR")[9]	2.2%

1. Calculated as total number of Securities on issue following Completion multiplied by the Offer Price.
2. Based on FFO and the Offer Price. For the period from Allotment to 30 June 2022 (annualised).
3. Based on Distribution and the Offer Price. For the period from Allotment to 30 June 2022 (annualised).
4. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
5. Based on Independent Valuations on or around 31 August 2021, weighted by value.
6. As at on or around 31 August 2021, based on Gross Lettable Area (including rental guarantees and excluding vacancy held-back for immediate value-add opportunities).
7. As at on or around 31 August 2021, weighted by gross passing income.
8. As at on or around 31 August 2021, weighted by gross passing income and incorporating tenants that are currently paying or forecast to pay turnover rent over the coming 12-month period commencing 16 October 2021. Further, 45.0% of the Portfolio is subject to fixed annual rental increases.
9. WARR weighted by gross passing income as at 31 August 2021. CPI is assumed at 2.0% over the Forecast Period. In relation to the 45.0% of the Portfolio that is subject to fixed annual rental increases, the WARR is 3.4% per annum.

IMPORTANT DATES	
Original PDS Date	30 September 2021
PDS Date	13 October 2021
Broker Firm Offer open	8 October 2021
Broker Firm Offer close	15 October 2021
RAM Essential Services Property Fund commences trading on ASX on a conditional and deferred settlement basis	20 October 2021
Settlement of Securities	21 October 2021
Issue and allotment of Securities ("Allotment")	22 October 2021
Trading on a normal settlement basis	22 October 2021
Expected dispatch of holding statements	25 October 2021

The timetable above is indicative only and may change without notice. The Responsible Entity, with consent from the Joint Lead Managers, reserves the right to amend any or all of these dates and times subject to the Listing Rules, the *Corporations Act 2001 (Cth)* and other applicable laws, including closing the Offer early, extending the Offer or accepting late Applications, either generally or in particular cases, without notification.

Important dates

Applicants under the Broker Firm Offer may apply for Securities by completing and lodging a valid Application Form attached to or accompanying this PDS with the Broker who invited them to participate in the Offer.

Under the Institutional Offer, Institutional Investors have been invited to commit to acquire Securities by the Joint Lead Managers.

Further instructions on how to apply for the Securities are set out in Section 8 of this PDS and on the back of the Application Form.

If you require a replacement Application Form or have any questions relating to the Offer, please contact the Offer Information Line on +61 1800 134 068 (toll free within Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday (excluding public holidays) during the Offer Period. You should read this PDS carefully and in its entirety, and seek relevant professional advice before making a decision to invest.

To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

Chairman's letter

Dear Investor,

On behalf of the Board of Directors, I am pleased to offer you the opportunity to invest in the RAM Essential Services Property Fund ("Fund").

The Fund will be an Australian Real Estate Investment Trust listed on the ASX that will seek to own a diversified Portfolio of high quality Australian medical and essential retail real estate assets, underpinned by essential services tenants.

The Fund will initially own a portfolio ("Portfolio") of 33 properties independently valued at $706.3 million[1] with a WACR of 5.85%[2], a WALE of 7.1[3] years and 99.1%[4] occupancy. The Portfolio will be diversified by geography and is underpinned by a high-quality tenant profile including leading national supermarkets and private hospital operators and offers growth opportunities through significant value-add development potential.

The Fund's objective is to provide Securityholders with stable and secure income with the potential for both income and capital growth through an exposure to a high quality, defensive portfolio of assets with favourable sector trends. The Fund will be actively managed to grow the Portfolio through investments across medical and essential retail assets. The Fund will focus on assets that are predominantly leased to tenants with strong covenants on long-term leases.

The Fund is expected to offer Securityholders several benefits, including:

- Attractive financial metrics with a target FY22 Distribution Yield of 5.7%[5] (based on the Offer Price and are intended to be greater than 95% tax deferred) and a conservative capital structure with 30.4% Gearing at Listing;
- Exposure to a high quality, diversified Portfolio of defensive medical and essential retail assets that are supported by favourable sector trends;
- Defensive income profile supported by a high-quality tenant base, resulting in a 7.1 year WALE. Strong recent cash collections through the 2020 acute COVID-19 period of 92%, returning to 98% in the following quarter[6];
- Managed by Real Asset Management Group ("RAM Group") which has proven property expertise and a strong track record of delivering stable and growing returns through a hands-on and active management approach;
- Value-add and growth opportunities driven by identified accretive development pipeline, additional acquisition opportunities and structural lease escalations;
- Unique exposure to high quality medical real estate, an asset class that is currently difficult to access for ASX investors; and
- Experienced majority independent Board with strong corporate governance and an independent Chairman.

1. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
2. Based on Independent Valuations on or around 31 August 2021, weighted by value.
3. As at 31 August 2021, weighted by gross passing income.
4. As at 31 August 2021, based on Gross Lettable Area (including rental guarantees and excluding vacancy held-back for immediate value-add opportunities).
5. For the period from Completion to 30 June 2022 (annualised).
6. COVID-19 period defined as Q4 FY20. Metrics are based on portfolio held during relevant period.

The Fund will be managed by RAM Group, an Australian owned, Asia-Pacific based funds management firm with an Australian presence in Sydney, Melbourne and Brisbane, and a global presence in Shanghai and Hong Kong. RAM Group was founded in 2010 and has grown to a team of over 80 professionals managing in excess of A$1.9 billion. Within the asset management division, RAM Group has established a dedicated real estate asset management team of 15 real estate professionals managing in excess of A$710 million in real estate assets under management ("AUM"). The real estate asset management team has extensive experience and expertise in retail, healthcare and other specialist real estate sectors, with a track record of successfully creating value for investors through the repositioning of assets.

The Fund will also benefit from access to RAM Group's proven track record in sourcing investment opportunities for its funds, with $900 million of real estate transactions across 36 assets on an Australia-wide basis secured over the last five years, including multisector exposures but with a clear focus and capability in essential retail and healthcare.

The Fund is seeking to raise $356.9 million through the issue of approximately 356.9 million Securities at an Offer Price of $1.00 per Security ("the Offer"). The Offer to the public comprises:

- an Institutional Offer, which is open to Institutional Investors in Australia, New Zealand and certain other jurisdictions; and
- an offer open to Australian and New Zealand resident retail clients of participating Brokers through the Broker Firm Offer.

Members of the public wishing to subscribe for Securities under the Offer must do so through the Broker Firm Offer. An application will be made for the Fund to be listed, and to have Securities quoted, on the ASX, with a targeted Listing date of 20 October 2021[7].

This PDS contains important information in relation to the Fund, the Offer, and the risks associated with an investment in the Fund. You should read this PDS carefully and in its entirety and seek relevant professional advice before making a decision to invest. The risks associated with an investment in the Fund are outlined in Section 7.

Should eligible investors have any questions about how to apply for Securities, please contact the Offer information line on +61 1800 134 068 (toll free within Australia).

On behalf of the Board of Directors, I thank you for considering this opportunity to invest in the Fund and I look forward to welcoming you as a Securityholder.

Yours sincerely,

Greg Miles
Proposed Independent Non-Executive Chairman[8]

7. Refers to date the Fund commences trading on ASX on a conditional and deferred settlement basis.
8. The proposed Non-Executive Directors (including the proposed Independent Non-Executive Chairman) will be appointed as Directors of the Fund upon Listing.

1. Investment overview

1. Investment overview

1.1. Introduction

TOPIC	SUMMARY	REFERENCE
What is the RAM Essential Services Property Fund?	RAM Essential Services Property Fund will be an Australian Real Estate Investment Trust listed on the ASX and will own a Portfolio of high quality Australian medical and essential retail real estate assets, leased to essential services tenants. The Fund will seek to provide a secure and reliable income stream from a Portfolio of assets that are defensive in nature. The Fund will comprise a Portfolio of 33 Properties independently valued at $706.3[1] million with a WALE of 7.1[2] years. The Portfolio will be diversified by geography and underpinned by a high-quality tenant profile including leading national supermarkets and private hospital operators, and offers growth opportunities through significant value-add development potential.	Section 2.1
What is the Fund's investment objective and strategy?	The Fund's objective is to provide Securityholders with stable and secure income with the potential for both income and capital growth through an exposure to a high quality, defensive portfolio of assets with favourable sector trends. The Funds strategy comprises: (1) **Asset management strategy:** active asset management strategy with an ongoing assessment of leasing opportunities, repositioning potential, capital expenditure requirements and engagement with tenants; (2) **Value-add development strategy:** the Fund aims to provide investors with earnings and capital upside through delivering on a currently identified development pipeline of over $100 million of capital expenditure across 13 projects; and (3) **Acquisition strategy:** selectively acquire high quality assets in line with the Fund's essential services theme that are predominantly leased to tenants with strong covenants on long-term leases;	Section 2.2 Section 2.3
What is the Fund's policy for acquiring and divesting properties?	RAM Group will actively manage the Portfolio, including through acquiring and divesting assets in line with the Fund's investment objectives to maintain and enhance the quality of the Portfolio.	Section 2.2
Will the Fund take on material development risk?	The Fund has identified a pipeline of value-add opportunities on existing essential services based assets with the intention of delivering incremental capital growth across the Portfolio and reducing occupancy risk. The majority of development is brownfield with a focus on de-risking the Fund's exposure to development via pre-commitments and maintaining a staggered and flexible delivery profile.	Section 2.3.2
What are the Fund's current development properties?	The Fund's current development pipeline includes over $100 million of planned capital expenditure across 13 projects, scheduled for completion within the next three to four years (from PDS Date). As at PDS Date, the Fund currently has six projects underway.	Section 2.3.2
Will the Fund invest in properties overseas?	The Fund will be focused on investment opportunities in Australia and at this stage investment in properties located outside of Australia is not contemplated.	

1. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
2. As at 31 August 2021, weighted by gross passing income.

1. Investment overview

1.2. Benefits and risks

TOPIC	SUMMARY	REFERENCE
What are the benefits associated with an investment in the Fund?	The objective of the Fund is to provide Securityholders with stable and secure income and the potential for both income and capital growth through an exposure to a defensive Portfolio of medical and essential retail assets. **Attractive financial metrics with conservative capital structure** Attractive financial metrics with a target FY22 annualised FFO Yield of 5.9%[3] and target FY22 annualised Distribution Yield of 5.7%[4] (based on the Offer Price and forecast to be greater than 95% tax deferred). The Fund intends to have a conservative capital structure with 30.4% Gearing at Completion. The Fund will target a Gearing range of 25% to 40%. **High quality, geographically diversified and defensive portfolio** The Portfolio consists of 33 high quality real estate assets occupied by essential retail and medical tenants. The Portfolio will be diversified by geography, located in six Australian States, predominantly weighted to the eastern seaboard of Australia in catchments with favourable demographics and in strong economic growth corridors. The portfolio weighting of 93.7% to essential services tenants underpins the assets' defensive nature. **Defensive income profile with strong recent cash collections despite COVID-19 disruption** Secure, defensive and high-quality tenant profile underpinned by leading national supermarket and private hospital operators including Woolworths Group, Coles Group, Healthe Care, Wesfarmers and Endeavour Group (representing 35.2% of income). Strong recent cash collections through the 2020 acute COVID-19 period of 92%, returning to 98%[5] in the following quarter.	Section 2.4

3. Based on FFO and the Offer Price. For the period from Completion to 30 June 2022 (annualised).
4. Based on Distribution and ratio and the Offer Price. For the period from Completion to 30 June 2022 (annualised).
5. COVID-19 period defines as Q4 FY20. Metrics are based on portfolio held during relevant period.

TOPIC	SUMMARY	REFERENCE
What are the benefits associated with an investment in the Fund? (continued)	**Sustainable and attractive growth** With its strong fundamentals, embedded portfolio growth levers and an active value-add pipeline, the Fund believes it offers an attractive growth profile supported by: (1) **Existing portfolio optimisation:** securing and maintaining high quality essential services tenants through RAM Group's active management approach, which includes retaining and attracting tenants to protect and enhance revenues derived primarily from essential service-based tenure; (2) **Embedded income growth:** WARR across the Portfolio of 2.2%[6] per annum, with 85.0% of the Portfolio exposed to annual rental increases. Further, 45.0% of the Portfolio is exposed to fixed annual rental increases with a WARR of 3.4%[7] per annum for leases with fixed annual reviews; (3) **In-train value-add development pipeline:** over $100 million of identified value-add capital expenditure across 13 projects aims to provide investors with earnings and capital growth potential; and (4) **Acquisition opportunities:** RAM Group will seek to identify acquisition opportunities to expand its Portfolio and grow its market share where it is financially and strategically beneficial for Securityholders. RAM Group's expertise positions the Fund to acquire assets, both on and off-market, at attractive prices relative to its competitors. **Provides exposure to high quality scarce medical real estate** The Fund offers exposure to high quality, scarce medical real estate assets, an asset class that is currently difficult to access for ASX investors. All medical exposure in the Fund is to primary healthcare based tenure with a strong weighting to private hospitals. **Experienced manager** The Fund will be managed by a wholly owned subsidiary of the RAM Group which is a leading global funds management firm, with offices in Sydney, Melbourne, Brisbane, Shanghai and Hong Kong. RAM Group was founded in 2010 and has grown to a team of over 80 finance professionals managing in excess of A$1.9 billion in assets (as at PDS Date). RAM Group has proven property expertise and a strong track-record of delivering stable and growing returns through a hands-on and active management approach. RAM Group's team spans key investment management functions including property management, leasing, marketing, acquisitions and development. **Experienced Board with strong corporate governance and independent Chairperson** The Board of the Fund will comprise experienced and capable individuals with an average of over 28 years of business, industry and corporate governance experience. The Board will comprise five members, the majority of which are independent, including a proposed independent Chairman (Greg Miles). The deep industry knowledge and diverse range of skills of the Board will enable them to bring independent judgement to Board deliberations and decisions.	

6. WARR weighted by gross passing income as at 31 August 2021. CPI is assumed at 2.0% over the Forecast Period.
7. WARR for leases with fixed annual reviews weighted by gross passing income as at 31 August 2021.

1. Investment overview

TOPIC	SUMMARY	REFERENCE
What are the key risks associated with an investment in the Fund?	There are a number of risks associated with investing in the Fund which are set out in further detail in Section 7 of this PDS. Key risks specific to an investment in the Fund include: **Rental income and expenses risk** Distributions made by the Fund are largely dependent on the rents received from tenants across the Portfolio and expenses incurred during operations, which may be affected by a number of factors, including overall economic conditions and property market conditions. **Property valuation risk** The value of each Property held by the Fund may fluctuate due to a number of factors affecting both the property market generally or the Fund's Properties in particular. A reduction in the value of any Property may adversely affect the value of Securities. **Re-leasing and vacancy risk** The Portfolio's leases will come up for renewal on a periodic basis. There is a risk that the Fund may not be able to negotiate suitable lease renewals. This may result in periods of vacancy, a reduction in the Fund's profits and Distributions and a reduction in the value of the assets of the Fund. **Property illiquidity** By their nature, investments in real property assets are illiquid investments. There is a risk that should the Fund be required to realise Property assets, it may not be able to do so in a short period of time, or may not be able to realise a Property asset for the amount at which it has been valued. This may adversely affect the Fund's NTA and the value of Securities. **Competition** The Fund will face competition from other property groups active in Australia. Such competition could lead to the following adverse outcomes: • loss of tenants to competitors; • an inability to secure new tenants resulting from oversupply of commercial space; and • an inability to secure maximum rents due to increased competition.	Section 7

1.3. Portfolio

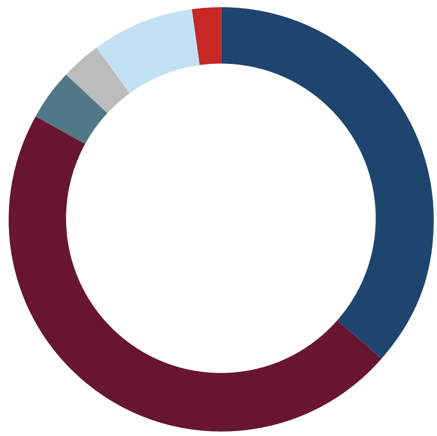
TOPIC	SUMMARY	REFERENCE
What are the key metrics of the Portfolio?	The Portfolio comprises 33 Properties, underpinned by essential services tenants, located in six Australian States.	Section 3.1

Key Portfolio statistics[8]

Number of Properties	33
Independent Valuation[9]	$706.3 million
Weighted Average Capitalisation Rate ("WACR")[10]	5.85%
Occupancy[11]	99.1%
Weighted Average Lease Expiry ("WALE")[12]	7.1 years
Proportion of income subject to annual rental increases[13]	85.0%
Weighted Average Rental Review ("WARR")[14]	2.2%

Geographic exposure (by value)

- NSW: **37%**
- QLD: **47%**
- TAS: **4%**
- VIC: **3%**
- WA: **8%**
- NT: **2%**

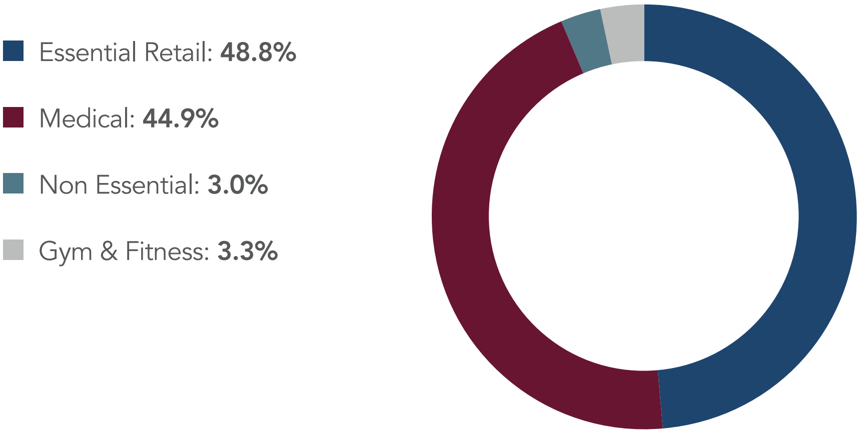


8. Includes the 11 Additional Properties that will be acquired as part of the Offer.
9. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
10. Based on Independent Valuations on or around 31 August 2021, weighted by value.
11. As at 31 August 2021, based on Gross Lettable Area (including rental guarantees and excluding vacancy held-back for immediate value-add opportunities).
12. As at 31 August 2021 , weighted by gross passing income.
13. As at on or around 31 August 2021, weighted by gross passing income and incorporating tenants that are currently paying or forecast to pay turnover rent over the coming 12-month period commencing 16 October 2021. Further, 45.0% of the Portfolio is subject to fixed annual rental increases.
14. WARR weighted by gross passing income as at 31 August 2021. CPI is assumed at 2.0% over the Forecast Period. In relation to the 45.0% of the Portfolio that is subject to fixed annual rental increases, the WARR is 3.4%.

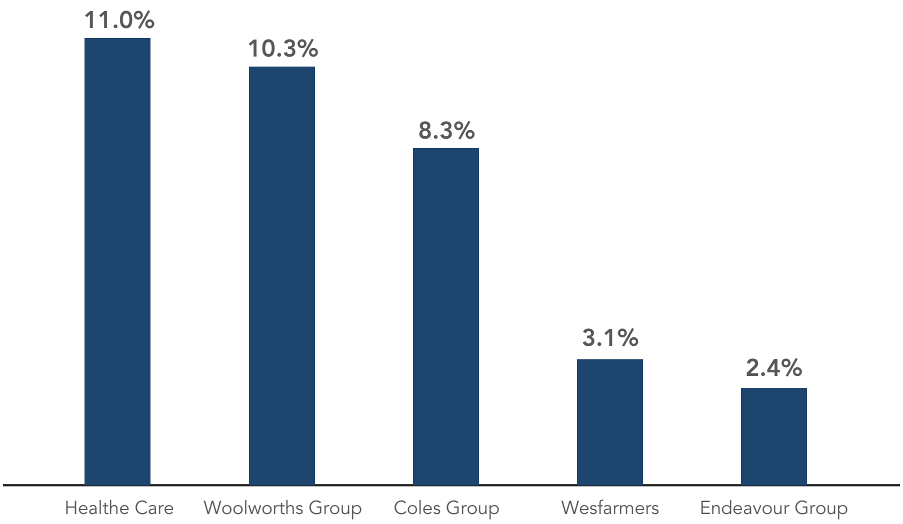
1. Investment overview

TOPIC	SUMMARY	REFERENCE
What real estate sectors will comprise the Portfolio?	The Portfolio comprises medical and essential retail properties. A summary of the assets in the Portfolio by real estate sector is below, with further detail on each Property provided in Section 3.	Section 3.1

Essential Services mix (by income, as at 31 August 2021)



TOPIC	SUMMARY	REFERENCE
Who are the top tenants of the Portfolio of the Fund by gross property income?	The top tenants of the Portfolio of the Fund are:	Section 3.1

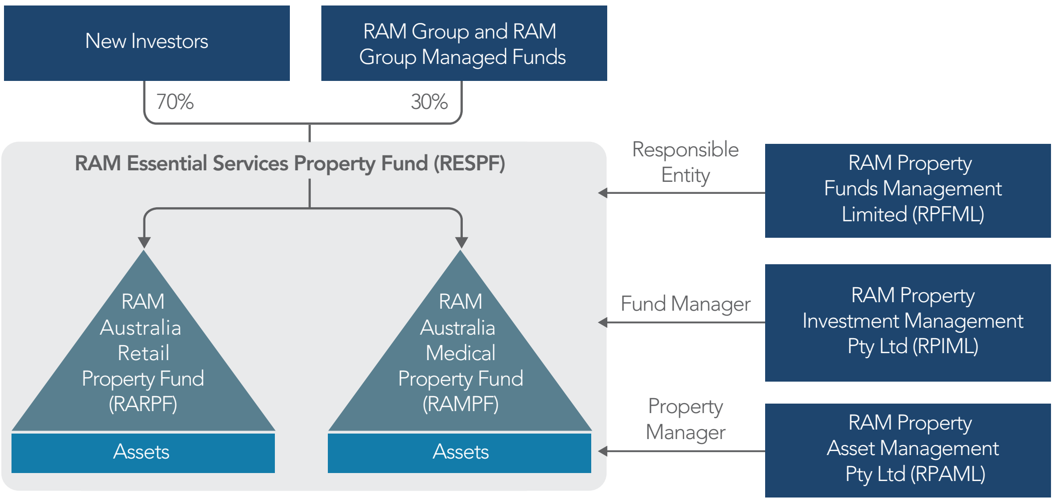


TOPIC	SUMMARY	REFERENCE
What is the Fund's valuation policy?	The Responsible Entity expects a valuation of the direct Property assets of the Fund to be conducted at least annually. Independent valuations are expected to be conducted at least every two years. All independent valuations are carried out by qualified valuers in accordance with regulation and industry standards. For direct Property assets that are not independently valued during a reporting period, a Directors' valuation is carried out to determine the appropriate carrying value of the direct Property asset when the Fund's financial reports are prepared.	Section 2.8

1.4. Governance, Responsible Entity and management

<table>
<tr><th>TOPIC</th><th>SUMMARY</th><th>REFERENCE</th></tr>
<tr><td>How will the Fund be structured?</td><td>The Fund is a stapled property group comprising the Stapled Entities and their wholly owned entities.

Structure and initial Securityholders of the Fund



The Responsible Entity of each of the Stapled Entities is RAM Property Funds Management Ltd ("Responsible Entity"), a wholly owned subsidiary of the RAM Group.</td><td>Section 2.1</td></tr>
<tr><td>Who will manage the Fund?</td><td>The Fund will be externally managed by wholly owned subsidiaries of RAM Group, RAM Property Investment Management Pty Ltd ("Investment Manager") and RAM Property Asset Management Pty Ltd ("Property Manager"), collectively referred to as the "Managers".

The Responsible Entity will appoint the Managers to manage the Fund. The Managers will have the support of and access to the resources of RAM Group in managing the Fund.

The Responsible Entity will also appoint the Managers to provide property management, leasing, marketing, and day-to-day management of the Fund's assets. The Responsible Entity may also appoint members of the RAM Group to provide other management services including but not limited to development, acquisitions, divestments and associated marketing of the Fund's assets.</td><td>Section 5.1</td></tr>
<tr><td>Who are the Directors of the Responsible Entity?</td><td>On Completion, the Board of Directors of the Responsible Entity will comprise:
Greg Miles, Proposed Independent Non-Executive Chairman
Marianne Perkovic, Proposed Independent Non-Executive Director
Bryce Mitchelson, Proposed Independent Non-Executive Director
Scott Wehl, Executive Director
Scott Kelly, Executive Director
As at the date of this PDS, Suzanne Hutchinson is also a Director of the Responsible Entity. However she will retire as a Director upon Listing.</td><td>Section 5.2</td></tr>
</table>

1. Investment overview

TOPIC	SUMMARY	REFERENCE
Who are the key members of management?	The management team has significant experience in asset and funds management. The key members of the management team are as follows: **Scott Wehl, Group CEO** **Scott Kelly, Managing Director, CEO Australia** **William Gray, Head of Real Estate** **Ben Bochow, Chief Financial Officer (Real Estate)** **Doug Rapson, Asset Management director** **Sam Wood, Asset Management associate director**	Section 5.2
What are the management arrangements of the Fund?	The Responsible Entity has responsibility for the governance and oversight of operations of the Fund. The Responsible Entity has appointed the Property Manager and Investment Manager to provide certain asset management, investment management, development management, leasing and property management services to the Fund under the Management Agreements.	Section 5.1
Who is RAM Group?	Established in 2010, RAM Group is a fully independent, Australian owned, funds management firm with a presence in Sydney, Melbourne, Brisbane, Shanghai and a fully licensed funds management operation in Hong Kong. The team has grown to a team of over 80, with 15 dedicated real estate professionals. The firm manages in excess of A$1.9 billion with a clear focus on property.	Section 2.1
What will be the relationship between the Fund and RAM Group going forward?	RAM Group will maintain an ongoing relationship with the Fund with regard to the following: • the Responsible Entity is a member of RAM Group; • the Managers are members of RAM Group; • an entity of RAM Group will provide asset management services for each of the Properties held by the Stapled Entities; • an entity of the RAM Group may provide property management services for properties held by the Fund; and • RAM Group and RAM Group managed funds intend to maintain an interest in the Fund and following Allotment may collectively have an interest of up to approximately 30% of Securities on issue. Allocation of Securities to RAM Group and RAM Group managed funds is subject to the Issuers' absolute discretion regarding the allocation of Securities to Applicants in the Offer having regard to the allocation policies set out in Section 8.11.	Section 5.4
Will Securityholders be able to appoint the Directors of the Board?	As the Responsible Entity is a member of the RAM Group, the Directors are appointed by RAM Group.	
What will be the governance arrangements for the Fund?	The Board has established governance arrangements to ensure that the Fund will be effectively managed in a manner that is properly focused on its investment objectives and the interests of the Securityholders, as well as conforming to regulatory and ethical requirements.	Section 5

TOPIC	SUMMARY	REFERENCE
What fees are payable to the Managers?	All the costs and fees payable to the Managers under the Management Agreements will be paid out of the assets of the Fund. The Investment Manager is entitled to an Investment Management Fee and Acquisition Fee and the Property Manager is entitled to a Property Management Fee, Leasing Fee and Development Management Fee. **Investment Management Fee** The Investment Manager's fee will be 0.65% per annum of Gross Asset Value ("GAV") on GAV up to and including $1.5 billion, and 0.55% per annum of GAV on GAV in excess of $1.5 billion (before GST). The Investment Management Fee is payable monthly in arrears. **Acquisition Fees** The Investment Manager is entitled to receive a 0.75% of the acquisition price of any acquisition undertaken by the Fund. **Property Management Fees** The Property Manager is entitled to 3.0% of gross income for each Property for each month. **Leasing Fees** The Property Manager is entitled to receive leasing fees for provision of leasing services in relation to the Properties (as agreed between the Responsible Entity and the Property Manager) including for new tenants and renewals of existing tenants. **Development Management Fees** The Property Manager is entitled to receive property Development Management Fees, being 5% of greater of development costs and gross valuation uplift (calculated as value of asset upon completion less value of asset at acquisition).	Section 12
Can the Responsible Entity be removed?	Yes, by an ordinary resolution of Securityholders.	Section 13
What would be the consequences of removing the Responsible Entity?	If RAM Property Funds Management Ltd is removed or retires as Responsible Entity of the Fund: • the Fund will cease to have full access to the expertise and resources of RAM Group to manage the operations of the Fund and the Directors will no longer be involved in the management of the Fund; • it will trigger an event of default under the Debt Facility Agreement; and • the Management Agreements may be terminated and in certain circumstances a compensation amount under the Management Agreements will be payable to the Managers.	Section 13

1.5. Financial information

TOPIC	SUMMARY	REFERENCE
What is the Fund's expected Funds from Operations ("FFO") and Distribution Yield?	The Fund is forecast to have an annualised FY22 FFO Yield (based on the Offer Price) of 5.9%[15] and an annualised FY22 Distribution Yield (based on the Offer Price) of 5.7%[16].	Section 6.3
What is the Fund's Distribution policy?	The Responsible Entity will target the Distribution of 90% to 100% of the Fund's FFO. The Board of the Responsible Entity retains the discretion to amend the Distribution policy. Distributions are intended to be paid quarterly with Securityholders to receive Distributions within two months following the end of each Distribution period, being the quarters ending 31 March, 30 June, 30 September and 31 December each year.	Section 2.7
Are Distributions guaranteed?	Distributions are not guaranteed.	
What portion of the Distributions will be tax deferred for Australian tax purposes?	Greater than 95% of forecast Distributions for FY22 are expected to be tax deferred.	Section 2.7
What is the pro forma NTA per Security?	The Fund is expected to have pro forma NTA of $0.94 per Security at Allotment.	Section 6.4
What will be the gearing of the Fund?	At Allotment, the Fund is expected to have Gearing of 30.4%, providing the opportunity to enhance returns to Securityholders through further acquisitions. The Fund will target a Gearing range of 25% to 40%.	Section 6.4
What is the Fund's interest rate hedging policy?	The Fund is targeting to maintain hedging contracts in respect of 50% to 75% of the Fund's borrowings ("Debt"). The Responsible Entity will review this policy on an ongoing basis in the context of any future indebtedness and the prevailing market conditions. The Responsible Entity will continue to monitor the appropriateness of this policy to ensure that it meets the ongoing objectives of the Fund and is in the best interest of Securityholders.	Section 2.6.2

15. Based on FFO and the Offer Price. For the period from Allotment to 30 June 2022 (annualised).
16. Based on Distribution and the Offer Price. For the period from Allotment to 30 June 2022 (annualised).

1.6. Overview of the Offer

TOPIC	SUMMARY	REFERENCE
What is the Offer and how is it structured?	The Offer is an initial public offering of 356.9 million Securities in the Fund at an Offer Price of $1.00 per Security, and is expected to raise $356.9 million. The Securities will be issued by the Responsible Entity. The Offer will consist of: • an Institutional Offer which is an invitation to certain Institutional Investors in Australia, New Zealand and certain other overseas jurisdictions; and • a Broker Firm Offer that is open to Retail Investors who have received a firm allocation through their Broker. Members of the public wishing to subscribe for Securities under the Offer must do so through a Broker with a firm allocation.	Section 8.1
Who is the issuer of the PDS?	RAM Property Funds Management Ltd as Responsible Entity of each of the Stapled Entities.	Important information
Is the Offer underwritten?	The Offer is fully underwritten by UBS and Credit Suisse in accordance with the terms of the Underwriting Agreement.	Section 8.9
Who are the Joint Lead Managers and underwriters?	UBS, Credit Suisse, Ord Minnett and E&P Corporate Advisory are acting as Joint Lead Managers. UBS and Credit Suisse are acting as Underwriters.	Section 8.10
How will the proceeds of the Offer be used?	The Offer proceeds will be used to: • provide existing securityholders in RARPF and RAMPF ("Existing Securityholders") with an opportunity to realise their investment; • fund the acquisition of Additional Properties to be included in the Fund at completion of the Offer ("Additional Properties"); • refinance existing bank debt facilities of the Stapled Entities; and • fund transaction costs associated with the Offer and provide the Fund with working capital on completion of the Offer.	Section 8.6

Sources of Funds	$m	Uses of Funds	$m
Proceeds from the Offer	356.9	Redemption of Units held by Existing Securityholders	150.2
		Acquisition of Additional Properties	122.0
		Transaction Costs related to the Offer[17]	24.5
		Repayment of existing bank debt	60.2
Total sources	356.9	**Total uses**	356.9

17. The $24.5 million Transaction Costs include property acquisition costs of $1.9 million and a one-off $0.6 million finance facilitation fee payable to the Investment Manager. The $1.9 million acquisition costs is based on the rate of 1.5% of the purchase price of the 11 Additional Properties that will settle within 14 days of Completion, which was the applicable rate for this fee under the previous terms of the constitution and investment management agreement of RAMPF when the contracts for the acquisition of these Additional Properties were entered into. The Acquisition Fee payable to the Investment Manager for any Property acquired directly or indirectly by the Fund after the date of the PDS will be 0.75% of the purchase price of the Property in proportion to the Fund's economic interest in the Property. The one-off $0.6 million financing facilitation fee is based on the rate of 0.25% of the Debt Facility amount of $250 million, which was the applicable rate for this fee under the previous terms of the investment management agreement of RARPF and RAMPF respectively when the Debt Facility Agreement was entered into. Please refer to Section 12.3 for further details on the Transactions Costs related to the Offer.

1. Investment overview

<table>
<tr><th>TOPIC</th><th>SUMMARY</th><th>REFERENCE</th></tr>
<tr><td>What will the Fund’s Securityholding structure be on Completion?</td><td>Details of the ownership of Securities prior to and following Completion are set out below:
<table>
<tr><th>Securityholders</th><th>Number of Securities pre Completion</th><th>Number of Securities post Completion</th></tr>
<tr><td>RAM Group and RAM Group managed funds</td><td>281.7 million</td><td>156.3 million</td></tr>
<tr><td>Directors</td><td>–</td><td>0.7 million</td></tr>
<tr><td>Existing Securityholders</td><td>10.1 million</td><td>12.8 million</td></tr>
<tr><td>New Securityholders</td><td>–</td><td>351.2 million</td></tr>
<tr><td>Total Securities</td><td>291.8 million</td><td>521.1 million</td></tr>
</table>
</td><td>Section 8.3</td></tr>
<tr><td>Can the Offer be withdrawn?</td><td>Yes, the Responsible Entity reserves the right not to proceed with the Offer or any part of it and to withdraw the Offer at any time before the Allotment of Securities.

If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded in full without interest.</td><td>Section 8.17</td></tr>
<tr><td>Who can participate in the Offer?</td><td>Institutional Investors in Australia, New Zealand and certain other jurisdictions will be invited to participate in the Institutional Offer.

The Broker Firm Offer is open to Retail Investors in Australia or New Zealand who have received a firm allocation from their Broker, provided that these investors are not located in the United States.</td><td>Section 8.12

Section 8.13</td></tr>
<tr><td>Where do I find an Application Form?</td><td>Institutional Offer Applicants
The Joint Lead Managers will separately advise Institutional Investors of the Application procedures for the Institutional Offer.

Broker Firm Offer Applicants
An Application Form accompanies this PDS or can be obtained from your Broker.

To apply under the Broker Firm Offer, you must lodge your Application Form and Application Monies in accordance with your Broker’s directions in order to receive your firm allocation.</td><td>Section 8.12

Section 8.13</td></tr>
<tr><td>When do I apply?</td><td>Applications under the Broker Firm Offer will only be accepted during the Offer Period, which is open from 8:30am. (Sydney time) on 8 October 2021 to 5:00pm (Sydney time) on 15 October 2021 (unless a later application is expressly permitted by the Responsible Entity)

All times and dates referred to in this PDS are subject to change and as such if you wish to participate in the Offer, you are encouraged to submit your Application Form as soon as possible.</td><td>Section 8.13</td></tr>
</table>

TOPIC	SUMMARY	REFERENCE
When will I know my Application has been accepted?	Holding statements confirming your allocation under the Offer are expected to be dispatched on 25 October 2021.	Section 8.7
Is there a cooling-off period?	Cooling-off rights do not apply to Applications. Once you lodge an Application, you cannot withdraw it (other than in certain limited circumstances permitted by law).	Important information
What are the minimum and maximum Application amounts?	For Applicants under the Broker Firm Offer, the minimum Application amount is $2,000 and in increments of at least $500 thereafter. Applicants under the Institutional Offer will be provided further information regarding the Institutional Offer from the Joint Lead Managers. There is no maximum Application amount; however, you may be subject to scale-back.	Section 8.7
What is the allocation policy?	The allocation of Securities between the Broker Firm Offer and the Institutional Offer will be determined by the Responsible Entity in agreement with the Joint Lead Managers having regard to the allocation policies outlined in Section 8.11. **Institutional Offer:** The allocation of Securities among Applicants in the Institutional Offer will be determined by agreement between the Underwriters and the Responsible Entity. **Broker Firm Offer:** For Broker Firm Applicants, it will be a matter for the Brokers how they allocate firm stock among their eligible clients. However, the Responsible Entity, in consultation with the Joint Lead Managers, reserves the right to reject or scale back Applications in the Broker Firm Offer.	Section 8.11
Will the Securities be quoted on ASX?	The Responsible Entity has applied for admission of the Fund to the Official List and the quotation of Securities on ASX under the code REP. It is anticipated that quotation will initially be on a conditionaland deferred settlement basis.	Section 8.7
When can I sell my Securities on the ASX?	It is expected that the Securities will commence trading on ASX on or about 20 October 2021 on a conditional and deferred settlement basis. It is expected that Securities will commence trading on ASX on a normal settlement basis on or about 22 October 2021. It is the responsibility of the Applicants to confirm their allocation of Securities prior to trading in Securities. Securityholders who sell Securities before they receive their holding statements do so at their own risk.	Section 8.7

1.7. Taxation

TOPIC	SUMMARY	REFERENCE
What are the tax implications of investing in the Securities?	There may be tax implications arising from Applications for Securities. Summaries of certain Australian tax consequences of participating in the Offer and investing in Securities are set out in Section 11. These implications will differ depending on the individual circumstances of the Applicant. Applicants should obtain their own professional taxation advice about the consequences of investing.	Section 11

1.8. Transaction costs

TOPIC	SUMMARY	REFERENCE
What are the fees and costs associated with the Offer?	Total transaction costs are expected to be approximately $24.5 million[18]. Transaction costs will be paid by the Fund from the proceeds of the Offer. Included in the transaction costs are stamp duty costs which are expected to be $6.7 million.	Section 12
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants who apply for Securities using an Application Form. Investors who buy or sell Securities on ASX may be subject to brokerage and other transaction costs. Transfers of Securities on ASX should not attract any Australian stamp duty. Securityholders should confirm the stamp duty consequences of dealing with their Securities with their taxation adviser.	Section 8.7

1.9. Further information

TOPIC	SUMMARY	REFERENCE
Where can I find out further information about the Offer?	If you have further enquiries or questions relating to aspects of this PDS or about the Offer, please contact the Offer Information Line on +61 1800 134 068 (toll free within Australia) between 8:30am and 5:30pm (Sydney time) Monday to Friday (excluding public holidays) during the Offer Period. If you are unclear in relation to any matter or are uncertain as to whether the Fund is a suitable investment, you should seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding to invest.	Section 8.7

18. The $24.5 million Transaction Costs include property acquisition costs of $1.9 million and a one-off $0.6 million finance facilitation fee payable to the Investment Manager. The $1.9 million acquisition costs is based on the rate of 1.5% of the purchase price of the 11 Additional Properties that will settle within 14 days of Completion, which was the applicable rate for this fee under the previous terms of the constitution and investment management agreement of RAMPF when the contracts for the acquisition of these Additional Properties were entered into. The Acquisition Fee payable to the Investment Manager for any Property acquired directly or indirectly by the Fund after the date of the PDS will be 0.75% of the purchase price of the Property in proportion to the Fund's economic interest in the Property. The one-off $0.6 million financing facilitation fee is based on the rate of 0.25% of the Debt Facility amount of $250 million, which was the applicable rate for this fee under the previous terms of the investment management agreement of RARPF and RAMPF respectively when the Debt Facility Agreement was entered into. Please refer to Section 12.3 for further details on the Transactions Costs related to the Offer.

2. Overview of RAM Essential Services Property Fund

2. Overview of RAM Essential Services Property Fund

2.1. Overview of RAM Essential Services Property Fund

RAM Essential Services Property Fund will be an Australian Real Estate Investment Trust listed on the ASX and will seek to invest in Australian real estate assets to maintain a portfolio of high quality and geographically diversified assets providing essential services exposure through a unique investment proposition blending essential retail and medical assets.

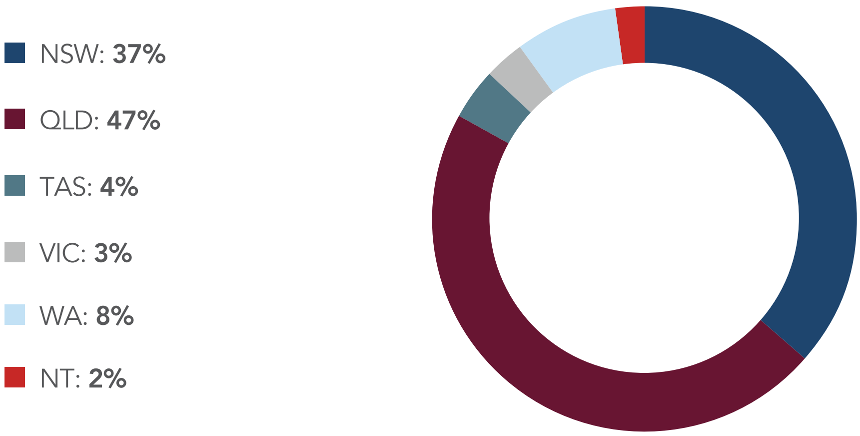
The construction of the Portfolio and the high-quality essential services based tenant profile, underpinned by leading national supermarket and private hospital operators, is designed to provide a secure and reliable income stream with opportunities for income and capital growth through structured rent escalations and an identified pipeline of value-add development projects.

The Fund comprises a Portfolio of 33 Properties independently valued at $706.3 million with a WALE of 7.1 years, 99.1% occupancy[1] and 85.0% exposure to annual rent escalations. The Portfolio has demonstrated strong resilience during COVID-19 disruptions with no tenant failures, no centre closures and 41 completed lease deals during the 2020 acute COVID-19 period[2].

A summary of the Portfolio key statistics is below, with further detail of each Property provided in Section 3.

Key Portfolio statistics[3]	
Number of Properties	33
Independent Valuation[4]	$706.3 million
Weighted Average Capitalisation Rate[5]	5.85%
Occupancy[6]	99.1%
Weighted Average Lease Expiry[7]	7.1 years
Essential Services Income Weighting[8]	93.7%
Medical / Essential Retail Weighting (% of Portfolio)[9]	44.9% / 48.8%
Proportion of income subject to annual rental increases[10]	85.0%
Weighted Average Rental Review[11]	2.2%
Portfolio geographic exposure	

1. As at 31 August 2021, based on Gross Lettable Area (including rental guarantees and excluding vacancy held-back for immediate value-add opportunities).
2. COVID-19 period defined as Q4 FY20. Metrics are based on portfolio held during relevant period.
3. Includes the 11 Additional Properties that will be acquired as part of the Offer.
4. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
5. Based on Independent Valuations on or around 31 August 2021, weighted by value.
6. As at 31 August 2021, based on Gross Lettable Area (including rental guarantees and excluding vacancy held-back for immediate value-add opportunities).
7. As at on or around 31 August 2021, weighted by gross passing income.
8. As at 31 August 2021, weighted by income.
9. As at 31 August 2021, weighted by income.
10. As at on or around 31 August 2021, weighted by gross passing income and incorporating tenants that are currently paying or forecast to pay turnover rent over the coming 12-month period commencing 16 October 2021. Further, 45.0% of the Portfolio is subject to fixed annual rental increases.
11. WARR weighted by gross passing income as at 31 August 2021. CPI is assumed at 2.0% over the Forecast Period. In relation to the 45.0% of the Portfolio that is subject to fixed annual rental increases, the WARR is 3.4%.



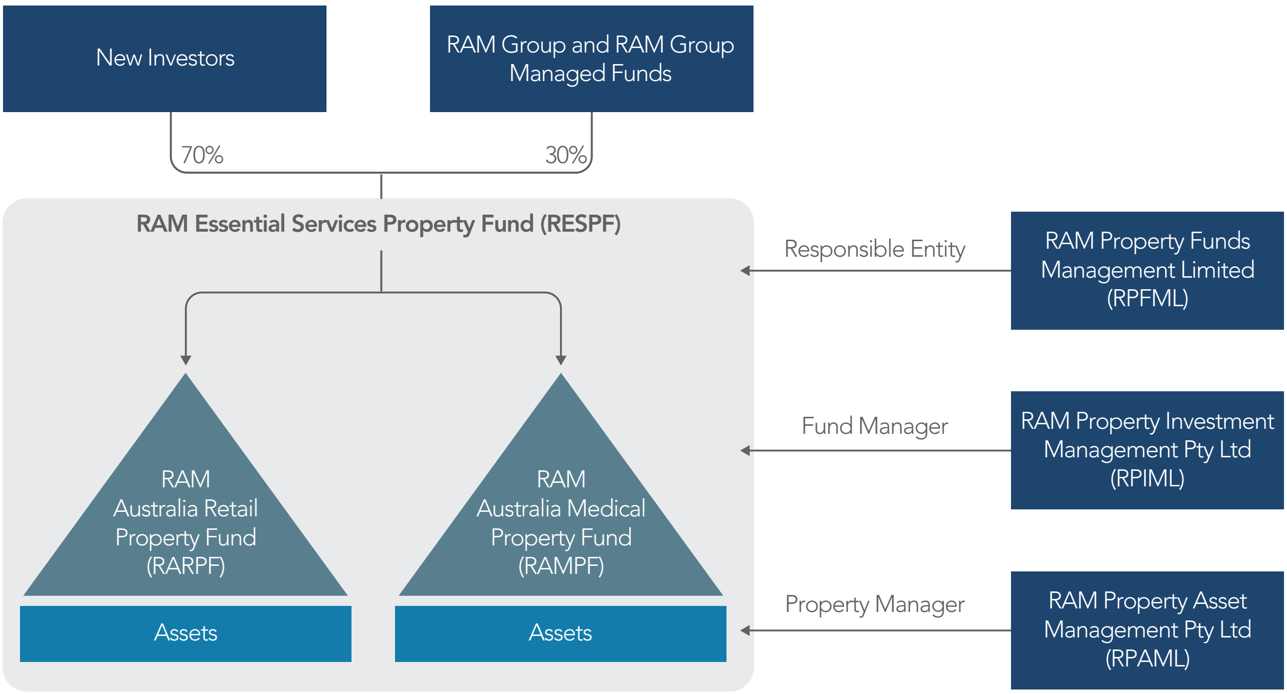
In addition, the Fund has an in-train brownfield development pipeline of over $100 million of expected capital expenditure across 13 projects, offering the opportunity for capital and income appreciation.

The Fund will be managed by a wholly owned subsidiary of the RAM Group which is a leading global funds management firm, with offices in Sydney, Melbourne, Brisbane, Shanghai and Hong Kong. RAM Group was founded in 2010 and has since grown to a team of over 80 finance professionals managing in excess of A$1.9 billion in assets and demonstrated a strong track record of successfully delivering value-add projects.

Upon Completion, the stapling of Units in RAM Australia Retail Property Fund ("RARPF") and RAM Australia Medical Property Fund ("RAMPF") will become effective, forming a stapled group, being the Fund. The essential services portfolio is held by RARPF and the medical portfolio is held by RAMPF indirectly through their respective wholly owned sub-trusts.

The structure of the Fund at Completion is set out below:

Figure 1: Fund structure at Completion of the Offer



2. Overview of RAM Essential Services Property Fund

2.2. Objective and strategy of the Fund

The objective of the Fund is to provide Securityholders with stable and secure income and the potential for both income and capital growth through an exposure to a defensive Portfolio of essential services real estate assets.

The Fund intends to achieve its objective by:

- maintaining high-quality and defensive exposure across essential retail and medical real estate assets that are predominantly leased to tenants with strong covenants on long-term leases;
- ensuring geographic diversification in markets with strong underlying economic fundamentals and complementary demographics;
- supplementing embedded growth in the Portfolio through pursuing value-add projects to deliver incremental capital growth;
- maintaining a conservative capital structure with a targeted Gearing range of 25% to 40%;
- nurturing existing key tenant relationships to leverage superior leasing outcomes for the existing Portfolio and partner on future opportunities; and
- utilising RAM Group's established agent, developer and business broker network to continue to identify off-market medical real estate opportunities and compete on-market where pricing and acquisition metrics are in line with the Fund's investment strategy.

2.3. Investment and asset management strategy

The Fund's strategy is to deliver stable, attractive returns and embedded growth by investing in high quality and defensive assets which are anchored by essential service tenants.

2.3.1. Asset management strategy

The Fund will pursue an active asset management strategy with an ongoing assessment of leasing opportunities, repositioning potential, capital expenditure requirements and engagement with tenants. The Fund is committed to retaining and attracting tenants to protect and enhance revenues derived primarily from essential service-based tenure.

The Managers believe successful asset management requires understanding of individual property and surrounding catchment characteristics to derive a comprehensive business plan for each asset to extract the maximum income return and capital uplift driving returns for investors. The Fund's plans are formulated at the commencement of each Financial Year and reviewed quarterly, incorporating RAM Group's Asset Management team, as well as, key external stakeholders including but not limited to independent leasing personnel and development management consultants. Underpinning the asset management plans are detailed financial analytics including property valuation and trust analysis, capital management based on independent property risk reports, leasing strategy incorporating renewal and maintenance leasing and detailed active asset management matrix providing an overview of any potential future value-uplift strategies.

2.3.2. Value-add development strategy

The Fund aims to provide investors with earnings and NTA upside by delivering the Fund's value-add development pipeline.

The Fund's current development pipeline includes over $100 million of expected capital expenditure across 13 projects. These projects focus on low risk developments and include:

- **Pad sites:** pad developments are the construction of new standalone tenancies outside the existing building;
- **Refurbishment and expansion:** expansion projects comprise the development of multiple tenancies either via new building developments or building extensions on vacant land or excess car parks; and
- **Significant expansion opportunities:** involves an identified pipeline of redevelopment comprising large-scale expansion works that result in major increases in asset GLA and building grade.

Any brownfield developments will be subject to stringent assessment and approval processes with a focus on de-risking development via pre-commitments and maintaining a staggered and flexible delivery profile.

A summary of the current development pipeline is detailed in Table 1 below:

Table 1: The Fund's current identified development pipeline

Project Overview				Forecast Value Add Attributes		De-risked Project Metrics		
Property Name		**Value-Add Project**	**Target Completion**	**Income Uplift**	**Capital Uplift**	**Development / Building Approval**	**Major Tenant Pre-Commitment**	**Project Costs* Approx $m**
Immediate value-add projects - Development approved by Council & major anchor tenant/s committed.								
Ballina Central	**Essential retail**	New drive through pad-site in car park, Bridgestone Tyre & Auto & Big W lease extension within existing centre	Q2 FY22	✓	✓	✓	✓	3.8 - 4.0
Keppel Bay Plaza	**Essential retail**	Stage 1 - New Coles lease + medical and wellness precincts	Q2 FY22	✓	✓	✓	✓	4.5 - 4.7
Coles Gunnedah	**Essential retail**	New Coles lease and centre refurbishment works	Q2 FY22	–	✓	✓	✓	0.8 - 1.0
Coomera Square	**Essential retail**	New health services building in car park	Q3 FY22	✓	✓	✓	✓	4.8 - 5.0
Springfield Fair	**Essential retail**	Replacement and expansion of existing pad site with new large health services tenant	Q3 FY22	✓	✓	✓	✓	1.9 - 2.1
Windaroo Village	**Essential retail**	New health services tenant replacing 3 existing redunant tenants, includes NLA expansion in car park	Q3 FY22	✓	✓	✓	✓	1.3 - 1.6
North Lakes	**Essential retail**	Health & essential services building	Q3 FY22	✓	✓	✓	✓	1.5 - 1.8
Subtotal								**20.0**

2. Overview of RAM Essential Services Property Fund

Table 1: The Fund's current identified development pipeline (continued)

Project Overview				Forecast Value Add Attributes		De-risked Project Metrics		
Property Name		Value-Add Project	Target Completion	Income Uplift	Capital Uplift	Development / Building Approval	Major Tenant Pre-Commitment	Project Costs* Approx $m
Imminent project - Subject to finalisation of development approval and/or tenant commitment.								
Keppel Bay Plaza	Essential retail	Stage 2 - mini major replacement & food and dinning precinct	Q4 FY22	✓	✓	✓	✓	18.0 - 20.0
Ballina Central	Essential retail	Freestanding childcare building in car park	Q3 FY23	✓	✓	Lodged	✓	3.5 - 4.3
Coles Rutherford	Essential retail	Major centre expansion	Q4 FY24	✓	✓	Pre-lodgement	✓	40.0 - 45.0
Mayo Private Hospital	Medical	30 bed expansion to the mental health unit with supporting consulting spaces	Q4FY22	✓	✓	Pre-lodgement	✓	9.0 - 10.0
Miami Private Hospital	Medical	Significant expansion of the existing private hospital to create a centrally located Gold Coast health hub	Q1FY24	✓	✓	Lodged		18.0 - 22.5
Willetts Health Precinct	Medical	Up to an additional 1,000sq.m of additional medical related floorspace	Q2FY23	✓	✓	Zoned correctly		5.5 - 7.5
Subtotal								100.0
TOTAL								120.5

13 Projects underway or imminent

$120.5 million of total forecast construction cost

De-risk through strategic development approvals being granted

Value-add upside across medical and essential retail assets.

The Managers will continuously assess development potential inherent in the Fund's portfolio and progress value-enhancing brownfield developments where beneficial for Securityholders.

Future value-add opportunities are currently being implemented providing approximately $100 million worth of additional project costs with value-add upside to be realised in the medium term.

Table 2: The Fund's future value-add opportunities

Project Overview				Forecast Value Add Attributes		De-risked Project Metrics		
Property Name		**Value-Add Project**	**Target Completion**	**Income Uplift**	**Capital Uplift**	**Development / Building Approval**	**Major Tenant Pre-Commitment**	**Project Costs * Approx $m**
Medium term strategic value add projects								
Mowbray Marketplace	**Essential retail**	Major centre expansion	Q2 FY25	✓	✓	–	–	55.0 - 60.0
Yeronga Village	**Essential retail**	Major centre expansion	Q1 FY 26	✓	✓	✓	–	35.0 - 40.0
North West Private Hospital	**Medical**	12 bed mental health expansion with supporting consulting rooms	Q1FY25	✓	✓	–	✓	3.5 - 4.0
Dubbo Private Hospital	**Medical**	14 bed mental health expansion, construction of an additional operating theatre	Q1FY25	✓	✓	–	✓	5.0 - 6.0
TOTAL								**98.5 - 110.0**

* Project costs: determined by independent assessment via the following methods: independent valuations, quantity surveyor reports and external project manager estimates based on benchmark construction costings.

2.3.3. Acquisition strategy

The Fund is intending to selectively acquire high quality assets in line with the Fund's essential services theme and where beneficial for Securityholders.

2.3.3.1. Medical

The Fund invests in medical-anchored property assets in Australia, either existing or via development (greenfield or brownfield) with the following characteristics:

- rental income predominantly derived from medical or healthcare related tenants including, but not limited to: private hospitals, day hospitals, GP clinics / medical centres, overnight hospitals, specialist facilities, diagnostic facilities, allied health (dentist, physiotherapy, podiatry etc.), ancillary medical service providers (pharmacy, café, childcare, consulting suites, medical office, medi-hotels and car parks);
- high occupancy, with rental guarantees covering income on all other lettable area at acquisition where possible; and
- long WALE or high tenant retention prospects.

The Managers will also seek to partner with developers to deliver 'acceptable medical anchored development opportunities.

2.3.3.2. Essential retail

The Fund invests in Australian retail property assets comprised of neighbourhood or convenience based sub-regional properties, primarily tenanted by essential services tenants with the following characteristics:

- located in catchments with favourable demographics;
- contain a supermarket or other grocery-based tenant on a long-term lease;
- high percentage of annual income derived from anchor tenants and essential service tenants;
- a tenant mix with relatively low levels of exposure to online retail impacts when compared to larger sub-regional and regional shopping centres;
- focused on non-discretionary/essential retail spending including health and wellness; and
- value-add opportunities through repositioning, negotiating new leases with major anchor tenants; and redevelopment or immediate operational expense savings.

2.4. Benefits of an investment in the Fund

2.4.1. Attractive financial metrics with conservative capital structure

The Fund is forecast to have an annualised FY22 FFO Yield (based on the Offer Price) of 5.9%[12] and an annualised FY22 Distribution Yield (based on the Offer Price) of 5.7%[13].

The Fund expects to pay quarterly Distributions to Securityholders and will target the distribution of 90% to 100% of FFO.

The Fund intends to have a conservative capital structure with 30.4% Gearing at Completion. The Fund will target a Gearing range of 25% to 40%.

Gearing at Completion will be towards the lower end of the target range in order to provide capacity to fund costs to complete the Fund's value-add development pipeline and provide the opportunities to enhance returns to Securityholders through further acquisitions consistent with the strategy of the Fund (see Section 2.2).

Gearing may be higher if the Responsible Entity considers that circumstances warrant a short-term increase beyond the target Gearing range and it is prudent to do so.

12. Based on FFO and the Offer Price. For the period from Allotment to 30 June 2022 (annualised).
13. Based on Distribution and the Offer Price. For the period from Allotment to 30 June 2022 (annualised).

2.4.2. *High quality and geographically diversified portfolio*

The Portfolio consists of 33 high quality Properties occupied by essential retail and medical tenants:

Medical

- geographically diversified portfolio of 20 medical Properties;
- 98.7% of medical income is considered primary healthcare, namely private hospitals, day hospitals and clinics and medical centres;
- attractive medical Properties metrics with an occupancy rate of 98.5% and WALE of 9.1 years; and
- an identified and in-transit exposure of brownfield development opportunities across existing the Properties.

Essential retail

- Strategic portfolio of 13 retail assets located across the Eastern Seaboard of Australia in strategic locations with complementary demographic profiles;
- 43.3%[14] of the essential retail portfolio leased to major national tenants of Woolworths Group, Coles Group, Wesfarmers, Endeavour Group and IGA (Metcash);
- 95.8% of gross property income is from essential service retail tenants, medical tenants or gyms and fitness operators;
- attractive essential retail Properties metrics with an occupancy rate of 99.4% and WALE of 6.2 years;
- an identified and in-transit exposure of brownfield development opportunities across the existing Properties; and
- limited exposure to fashion and apparel with only two apparel tenants within the portfolio equating to only 0.73% of gross property income.

A breakdown of the Portfolio by real estate sector is below, with further detail of each Property provided in Section 3.

Table 3: Portfolio summary

Essential services sector[15]	Number of Properties	Independent Valuation	WACR	Exposure to Essential Services	WALE	Occupancy
		($m)	(%)	(%)	(yrs)	(%)
Medical	20	$301.2	5.60%	98.7%	9.1	98.5%
Essential retail	13	$405.0	6.02%	90.7%	6.2	99.4%
Total / Wtd. average	**33**	**$706.3**	**5.85%**	**93.7%**	**7.1**	**99.1%**

The Portfolio is diversified by geography and weighted to the eastern seaboard, located in catchments with favourable demographics and within strong economic growth corridors.

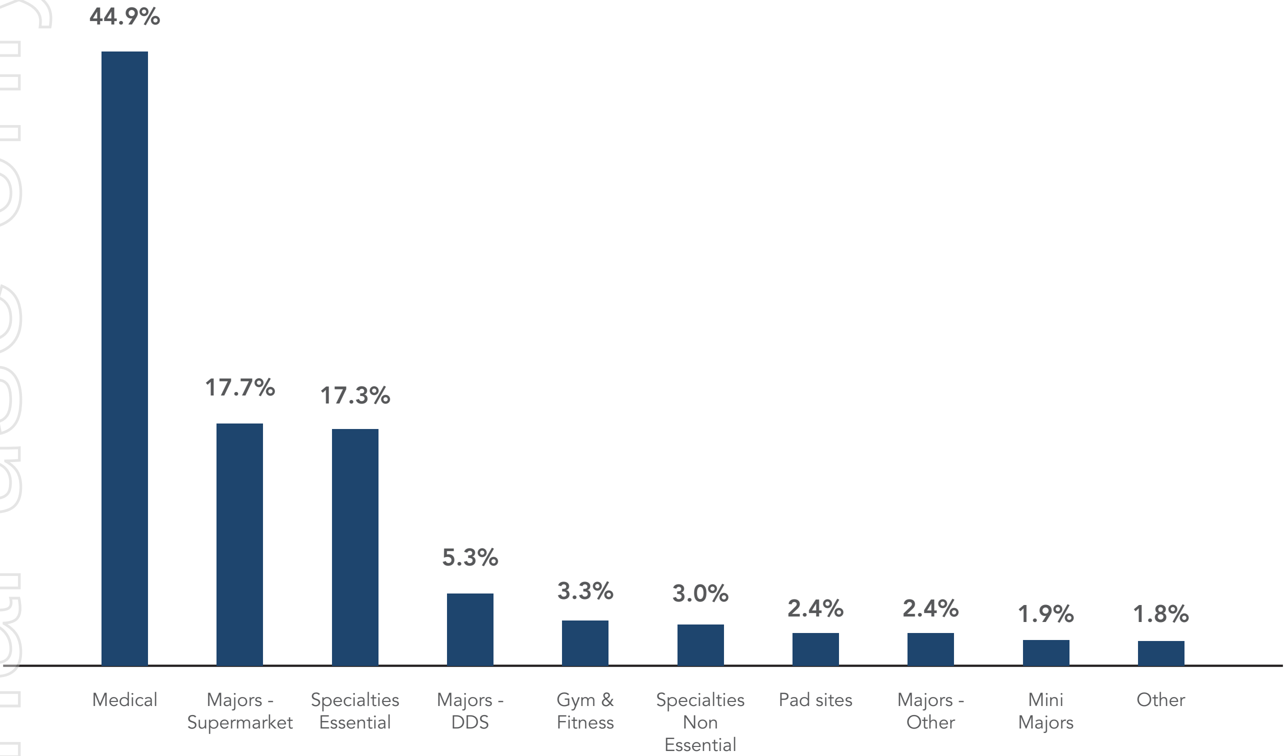
2.4.3. *Defensive income profile*

The Fund is characterised by a secure and defensive long-term income profile with 7.1 year WALE and 93.7% of gross income generated from essential services tenants. The Portfolio's high quality income profile is underpinned by leading national supermarkets and private hospital operators including Woolworths Group, Coles Group, Healthe Care, Wesfarmers and Endeavour Group (that are expected to comprise 35.2% of income at Completion of the Offer).

14. Refers to proportion of essential retail portfolio only.
15. Includes the 11 Additional Properties that will be acquired as part of the Offer.

2. Overview of RAM Essential Services Property Fund

Figure 2: Detailed portfolio tenant industry composition (by income)



Strong recent cash collections through the 2020 acute COVID-19 period of 92%[16], returning to 98%[17] in the following quarter.

Resilience through COVID-19 is a result of defensive portfolio design, anchored by exposure to long WALE national supermarket and private hospital operators with limited exposure to specialty retail tenants.

As reported by Urbis[18], the medical real estate sector has demonstrated low volatility and strong returns, driven largely by:

- inelastic, non-discretionary expenditure type limiting exposure to negative macro-economic factors;
- consistent income profiles, supported by government funding; and
- stable profile of tenants (minimal turnover, government supported, location dependent, purpose built assets, located in social hubs) – and increasing consolidation of tenants further enhancing covenants.

In addition, Urbis[19] reports the non-discretionary retail sector has remained resilient during COVID-19 as a result of:

- focus on convenience, proximity and accessibility, outperforming larger centres with greater discretionary retail exposure over the past 12 months;
- supermarket spend increasing 8.5% in 2020; and
- favourable fundamentals underpinning expected sustainable rental growth in the medium term, with national supermarket tenant covenants and convenience focus supporting investor appetite.

16. COVID-19 period defines as Q4 FY20. Metrics are based on portfolio held during relevant period.
17. COVID-19 period defines as Q4 FY20. Metrics are based on portfolio held during relevant period.
18. "Australian Medical Outlook", Urbis (2021).
19. "RAM Neighbourhood Centres Portfolio Review", Urbis (2021).

2.4.4. Sustainable and attractive growth

With its strong fundamentals, embedded portfolio growth levers and an active value-add pipeline, the Fund believes it offers an attractive growth profile supported by:

1. **Existing portfolio optimisation:** securing and maintaining high quality essential services tenants through RAM Group's active management approach, which includes retaining and attracting tenants to protect and enhance revenues derived primarily from essential service-based tenure;
2. **Embedded income growth:** WARR across the Portfolio of 2.2%[20] per annum, with 85.0% of the Portfolio exposed to annual rental increases. Further, 45.0% of the Portfolio is exposed to fixed annual reviews with a WARR of 3.4%[21] per annum for leases with fixed rental increases;
3. **In-train value-add development pipeline:** over $100 million of identified value-add capital expenditure across 13 projects aims to provide investors with earnings and NTA upside; and
4. **Acquisition opportunities:** RAM Group will seek to identify acquisition opportunities to expand its Portfolio and grow its market share where it is financially and strategically beneficial for Securityholders. RAM Group's expertise positions the Fund to acquire assets, both on and off-market, at attractive prices relative to its competitors. In the past 12 months, of 18 medical Properties the Fund acquired 82% were through off-market transactions.

2.4.5. Provides exposure to high quality, scarce medical real estate

The Fund offers exposure to scarce, high quality medical real estate assets, an asset class that is currently difficult to access for ASX investors. All medical exposure in the Fund is to primary healthcare based tenure with a strong weighting to private hospitals.

2.4.6. Experienced manager

The Fund will be managed by a wholly owned subsidiary of the RAM Group. RAM Group's team spans key investment management functions including property management, leasing, marketing, acquisitions and development.

Established in 2010, RAM Group is a fully independent, Australian owned, funds management firm with a presence in Sydney, Melbourne, Brisbane, Shanghai and a fully licensed funds management operation in Hong Kong. The team has grown to a team of over 80, with 15 dedicated real estate professionals. The firm manages in excess of A$1.9 billion (as at PDS Date) with a clear focus on property.

RAM Group's interests are strongly aligned with the Fund's management and performance. RAM Group intend to maintain an investment in the Fund and following Completion, RAM Group and RAM Group managed funds may have a Relevant Interest in approximately 30% of Securities on issue as set out below. Allocation of Securities to RAM Group and RAM Group managed funds is subject to the Issuers' absolute discretion regarding the allocation of Securities to Applicants in the Offer having regard to the allocation policies set out in Section 8.11.

Entity	% of Securityholding on Completion
RAM Group Fund	1.0%
RAM Property Securities Fund[22]	29.0%
RAM Group and RAM Group managed funds total Relevant Interest	**30.0%**

20. WARR weighted by gross passing income as at 31 August 2021. CPI is assumed at 2.0% over the Forecast Period.
21. WARR for leases with fixed annual reviews weighted by gross passing income as at 31 August 2021.
22. A fund managed by RAM Group.

2. Overview of RAM Essential Services Property Fund

The Fund will benefit from RAM Group's deep sector expertise and sophisticated management approach to maximise value by:

- RAM Group employing a rigorous due diligence program to determine if investments are compatible with the Fund's investment strategy; and
- RAM Group undertaking deep analysis on each individual Property and surrounding catchment characteristics to derive a comprehensive business plan for each asset to seek to extract the maximum income return and capital uplift.

2.4.7. Experienced Board with strong corporate governance and an independent Chairperson

The Board of the Fund will comprise experienced and capable individuals with an average of over 28 years of business, industry and corporate governance experience. The Board will comprise five members, the majority of whom are independent, including two proposed Non-Executive Directors (Marianne Perkovic and Bryce Mitchelson) in addition to a proposed independent Chairman (Greg Miles). The deep industry knowledge and diverse range of skills of the proposed non-executive members of the Board will enable them to bring independent judgement to Board deliberations and decisions.

The Board will also include Executive Directors Scott Wehl, RAM Group CEO, and Scott Kelly, RAM Group Managing Director and CEO of Australia.

2.5. Risks of an investment in the Fund

The Fund is subject to risks that are both specific to its business operations in the property industry and those of a general nature. Many of these risks are outside the control of the Responsible Entity, the Directors and management and if they were to eventuate, may adversely affect the future operating performance of, and the value of an investment in the Fund. Section 7 of this PDS describes what the Responsible Entity currently believes to be the key risks associated with an investment in the Fund. There may be additional risks that should be considered in light of prospective investors' personal circumstances.

2.6. Financing arrangements

The Fund will use a combination of debt and equity to finance its activities. The Fund intends to have a conservative capital structure with 30.4% Gearing at Completion. The Fund will target Gearing in the range of 25% to 40%. This may be higher if the Responsible Entity considers the circumstances warrant a short-term increase beyond the target Gearing range and it is prudent to do so. Gearing at Completion is intended to provide capacity to fund development opportunities.

2.6.1. Debt facility

The Fund will enter into a syndicated Debt Facility totalling $250 million on or around Completion. The Stapled Entities have incorporated a special purpose limited liability company, RAM Essential Services Property FinCo Pty Ltd, which will be wholly owned and controlled by the Stapled Entities, acting as the borrower under the Debt Facility.

The Debt Facility will have a maturity three years from Completion. Interest is calculated applying a margin to the applicable rate (Australian Bank Bill Swap Reference Rate BBSY). The Debt Facility may be drawn by the Fund for the purpose of:

- the refinance of existing debt facilities of the Stapled Entities;
- acquisition of new and approved Security Properties; and
- budgeted capital expenditure.

The Debt Facility has a number of financial covenants and terms and conditions including:

- 50% LVR covenant; and
- 2.0x ICR.

Please refer to Section 13.12 for a summary of key terms of the Debt Facility.

2.6.2. Interest rate hedging policy

To manage the risk arising from the fluctuation of interest rates, the Fund will enter into fixed rate borrowings or convert floating interest rate borrowings to fixed interest rates.

The Fund is targeting to maintain hedging contracts in respect of at least 50% to 75% of the Fund's drawn Debt.

The Responsible Entity will review this policy on an ongoing basis in the context of any future indebtedness and the prevailing market conditions. The Responsible Entity will continue to monitor the appropriateness of this policy to ensure that it meets the ongoing objectives of the Fund and is in the best interest of Investors.

2.7. Distribution policy

The Fund will target a Distribution payout ratio of 90% to 100% of FFO, with FY22 Distributions expected to be greater than 95% tax deferred. The Board retains the discretion to vary the Distribution policy.

The Responsible Entity intends to pay Distributions quarterly, with Securityholders to receive Distributions within two months following the end of each Distribution period, being the three months ending 31 March, 30 June, 30 September and 31 December. The first Distribution is expected to be paid by 28 February 2022.

The Responsible Entity can provide no guarantee as to the extent of future Distributions and these will depend on the future FFO of the Fund and its financial position at that time. The Responsible Entity will continue to monitor the appropriateness of the Distribution policy to ensure that it meets the ongoing objectives of the Fund and is in the best interests of Securityholders.

2.8. Valuation policy

2.8.1. Valuation basis

The Fund values its Properties on the basis of fair value.

The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction.

2.8.2. Frequency of valuation

The Responsible Entity expects to conduct a valuation of the direct property assets of the Fund at least annually. Independent valuations are expected to be conducted at least every two years. All independent valuations are carried out by qualified valuers in accordance with regulation and industry standards.

For direct property assets that are not independently valued during a reporting period, a Director's valuation is carried out to determine the appropriate carrying value of the direct property asset when the Fund's financial reports are prepared. Where Director's valuations are performed, the valuation methods include using the discount cash flow and capitalisation methods.

2.9. Reporting

For accounting and reporting purposes, the Fund will report on a 30 June financial year basis. Formal reporting will be provided to Securityholders as at 30 June (full year) and 31 December (interim) each year.

An annual financial report will be provided to Securityholders in accordance with the Corporations Act. The annual report will be audited whilst the interim financial report will be subject to review by the auditor.

The Managers will establish a Website that will provide information on the Fund, including access to half-yearly and annual reports, and Distribution information.

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3. Portfolio overview

3. Portfolio overview

3.1. Introduction

The Fund's Portfolio has been independently valued at $706.3 million[1], reflecting a WACR of 5.85%[2]. It has a WALE of 7.1 years, occupancy of 99.1%[3] and is diversified by geography and real estate sector. The Portfolio comprises 20 medical and 13 essential retail properties, underpinned by essential services tenants, located in six Australian States.

Figure 3: Portfolio geographic diversification[4]

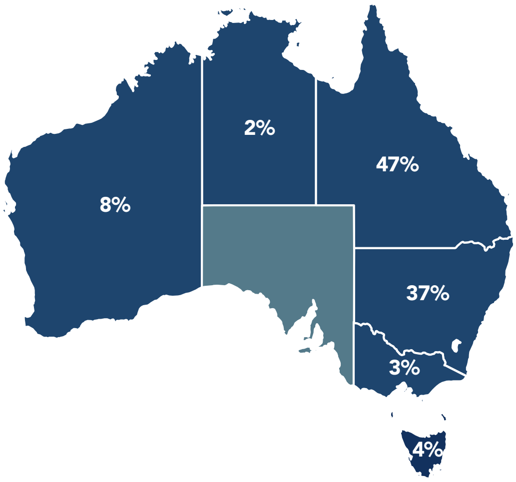


Figure 4: Key Portfolio metrics

Number of Assets	Portfolio value
33	$706.3 million
Portfolio occupancy	**Portfolio WALE**
99.1%	7.1 years
Essential Services income (% of Portfolio income)	**Annual rental increases** (% of Portfolio)
93.7%	85.0%

Rent collection through 2020 COVID period[5]/YTD (to Aug-21)	92% / 98%
– Retail Rent collection through 2020 COVID period[5]/YTD (to Aug-21)	89% / 98%
– Medical Rent collection through 2020 COVID period[5]/YTD (to Aug-21)	97% / 100%

1. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
2. Based on Independent Valuations on or around 31 August 2021, weighted by value.
3. As at 31 August 2021, based on Gross Lettable Area (including rental guarantees and excluding vacancy held-back for immediate value-add opportunities).
4. Includes the 11 Additional Properties that will be acquired as part of the Offer.
5. COVID-19 period defined as Q4 FY20. Metrics are based on portfolio held during relevant period.

Figure 5: Essential Services mix (by income, as at 31 August 2021)

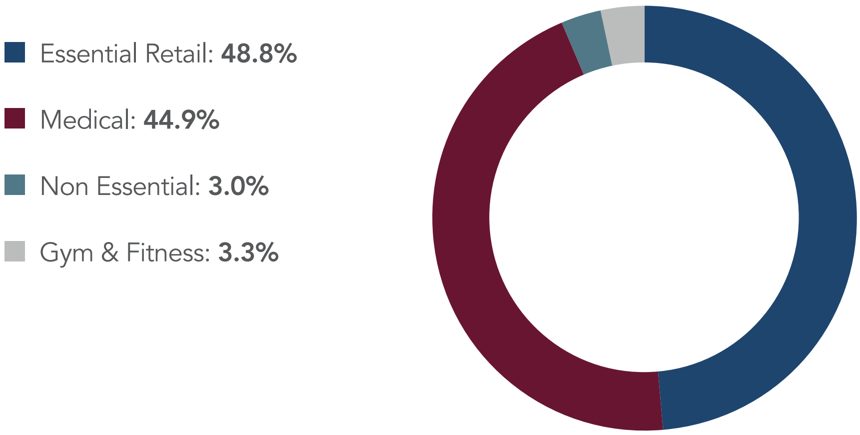
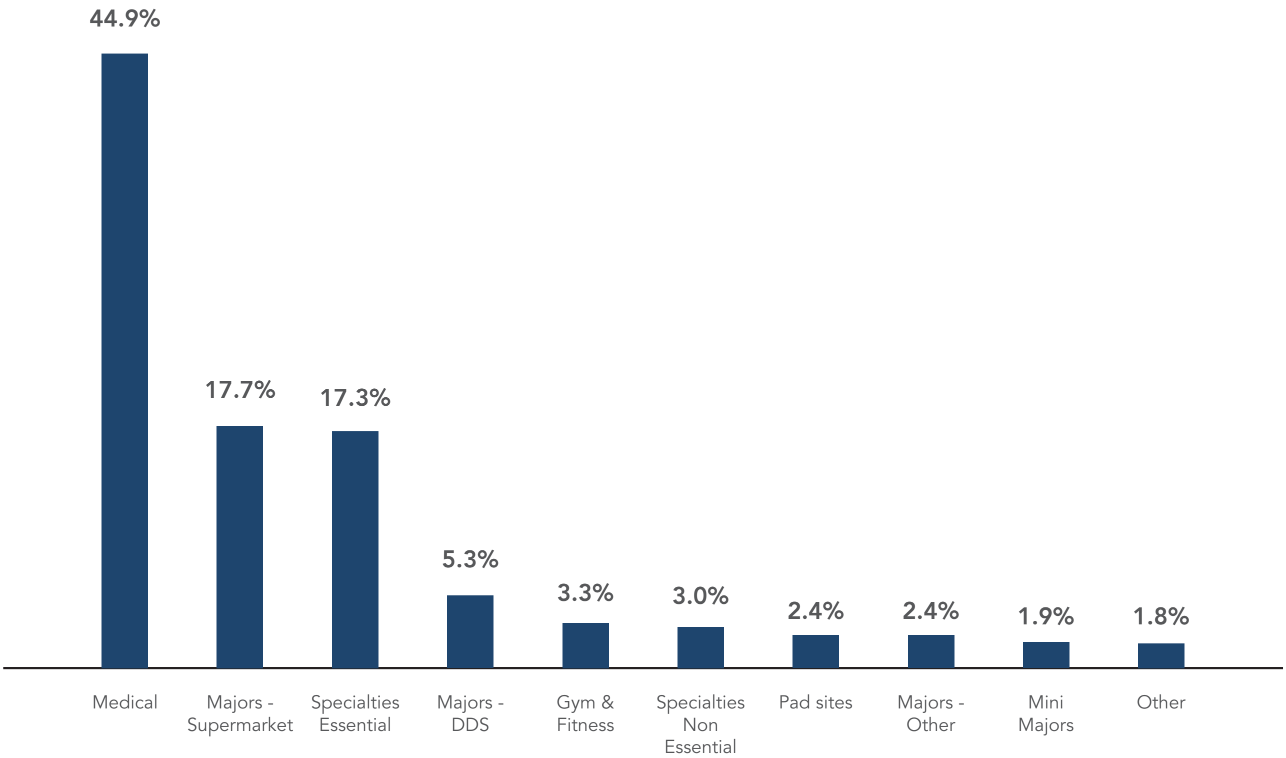


Figure 6: Detailed portfolio tenant industry composition (by income, as at 31 August 2021)



3. Portfolio overview

Figure 7: Top 5 tenants (by income, as at 31 August 2021)

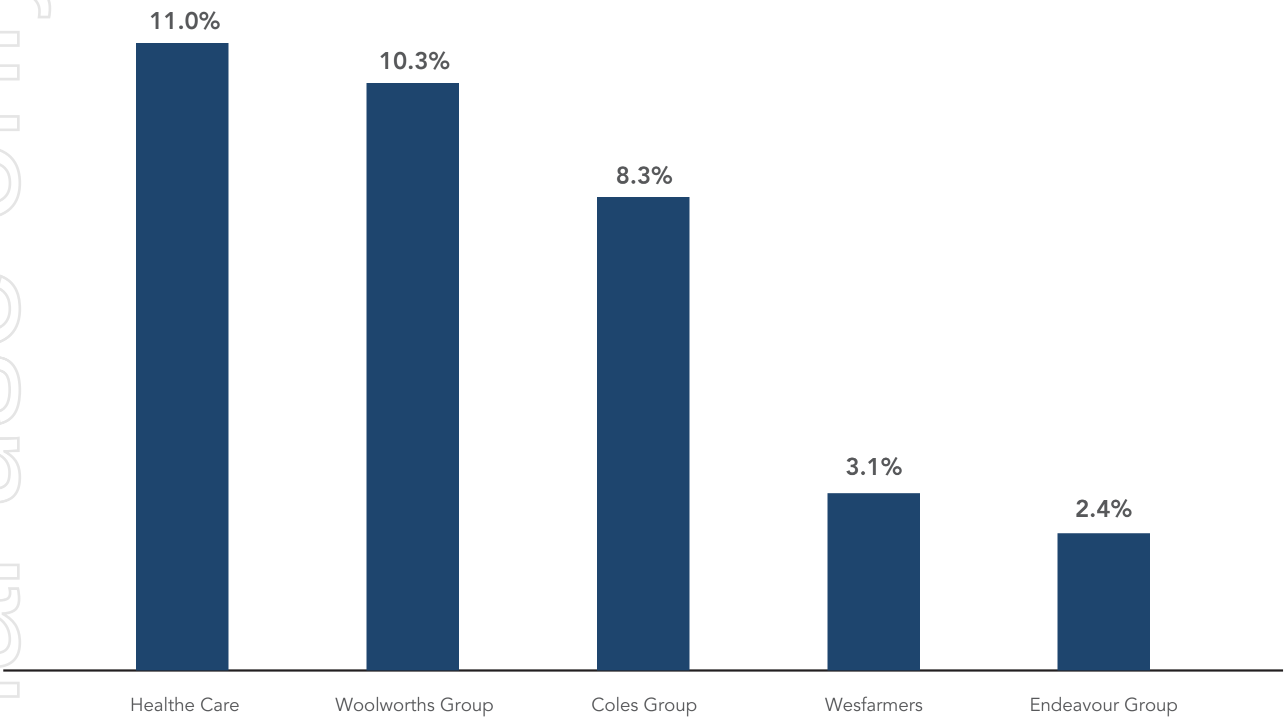


Figure 8: Lease expiry profile (by income, as at 31 August 2021)

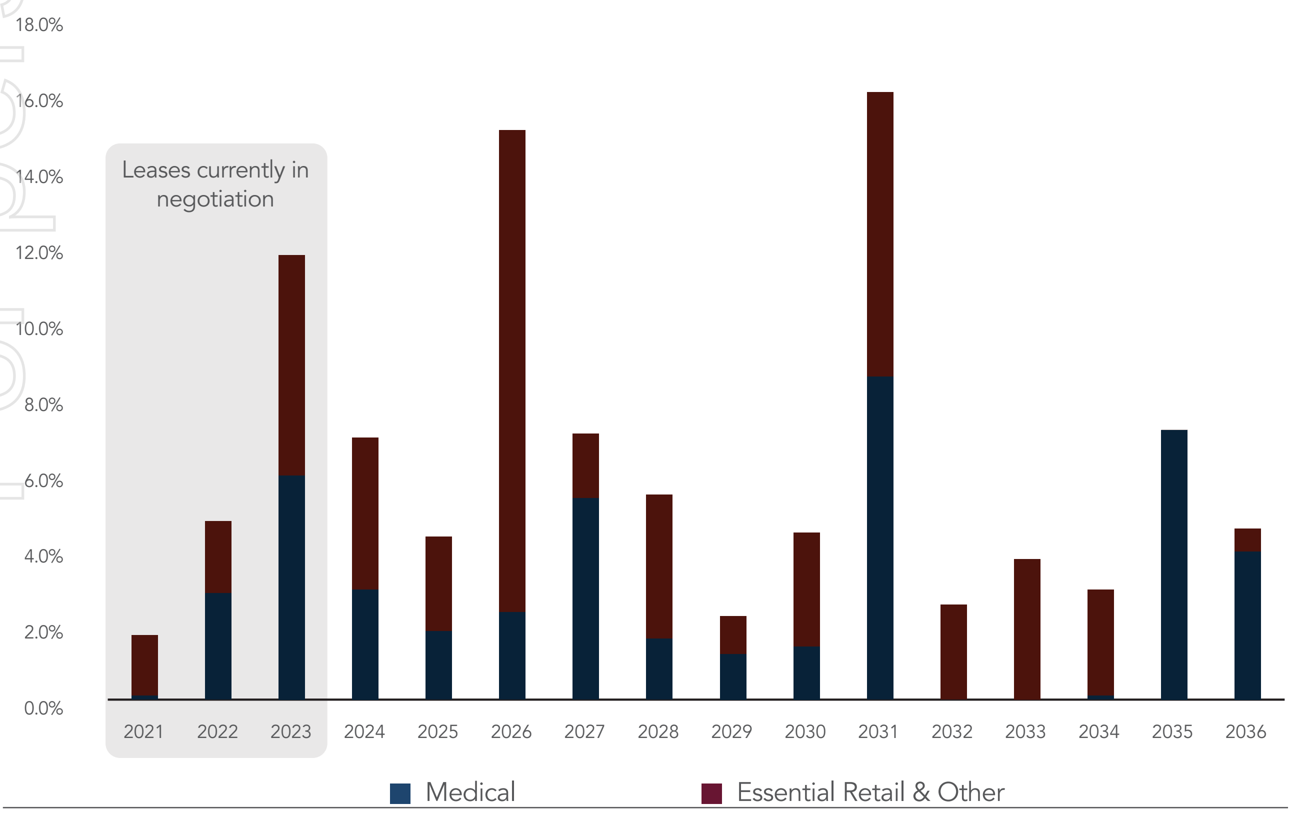


Figure 9: Rent review composition

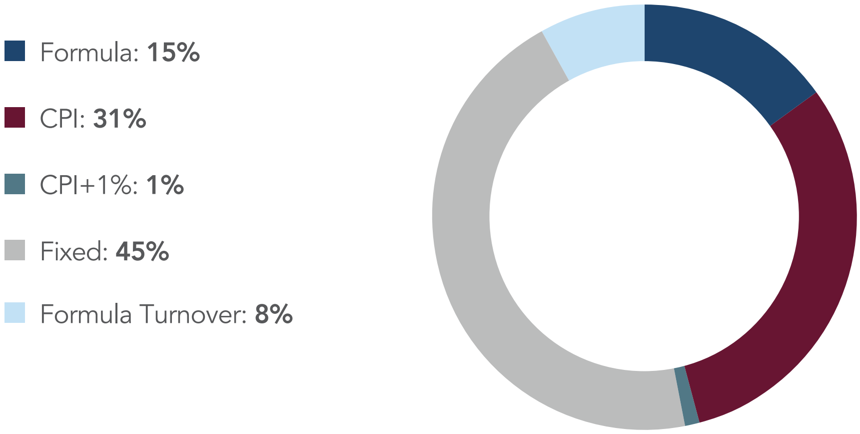


Table 4: Overview of the top 20 tenants (% of Portfolio income)

Rank	Tenant	Category	% of income[6]
1	Healthe Care	Medical	11.0%
2	Woolworths Group	Essential Retail	10.3%
3	Coles Group	Essential Retail	8.3%
4	Wesfarmers	Essential Retail	3.1%
5	Endeavour Group	Essential Retail	2.4%
6	Avanti Healthy Living Group	Medical	2.3%
7	IGA	Essential Retail	2.3%
8	IPN Medical Centres (QLD) Pty Ltd	Medical	2.3%
9	Life Fertility Clinic	Medical	2.2%
10	Panaceum Medical Group	Medical	1.8%
11	Miami Private Hospital	Medical	1.6%
12	Chemist Warehouse	Medical	1.3%
13	Genesis Capital	Medical	1.2%
14	Dr Scope	Medical	1.1%
15	Amcal	Medical	1.1%
16	Spectrum Health	Medical	1.1%
17	Broadway Big Fresh	Essential Retail	1.0%
18	Top End Medical	Medical	0.9%
19	Tristar Medical	Medical	0.9%
20	Rad Corporate Radiology	Medical	0.9%

6. As at 31 August 2021, based on gross passing income.

3. Portfolio overview

3.2. Portfolio summary metrics

Portfolio summary

Asset	State	Valuation ($m)[7]	Cap rates (%)[8]	Occupancy (% GLA)	WALE (years)[9]	Total GLA (SQM)	Essential Retail / Medical Income (%)	Key tenant
Medical / Healthcare								
Corrimal Private Healthcare Centre	NSW	$6.1	6.50%	95.5%	3.5	980	100.0%	Southern Healthcare Specialists
Dubbo Private Hospital	NSW	$21.0	5.25%	100.0%	14.1	5,588	100.0%	Healthe Care
Mayo Private Hospital	NSW	$48.0	5.00%	100.0%	14.1	5,825	100.0%	Healthe Care
Miami Private Hospital	QLD	$17.8	5.50%	100.0%	6.6	2,362	77.1%	Miami Private Hospital
The Banyans Health and Wellness Centre	QLD	$8.3	6.25%	100.0%	9.7	1,448	100.0%	Genesis Capital
Willetts Health Precinct	QLD	$16.8	5.50%	100.0%	4.0	2,459	95.1%	QLD Fertility Group (Virtus)
North West Private Hospital	TAS	$37.9	5.15%	100.0%	15.2	8,116	100.0%	Healthe Care
Madeley Medical Centre	WA	$9.8	6.13%	100.0%	3.1	1,479	100.0%	Highland Medical
Swan Medical Centre	WA	$7.8	6.00%	100.0%	7.5	1,124	100.0%	Swan Medical Group
Bowen Hills Day Surgery*	QLD	$20.5	4.75%	100.0%	10.1	2,158	100.0%	Life Fertility Clinic
Highlands Health Centre*	QLD	$8.5	6.00%	100.0%	3.3	932	100.0%	IPN Medical
North Ward Medical Centre*	QLD	$12.4	6.00%	100.0%	7.3	2,412	100.0%	Avanti Healthy Living Group
Parkwood Family Practice*	QLD	$7.4	5.50%	100.0%	3.3	856	100.0%	IPN Medical
The Gold Coast Surgery Centre*	QLD	$20.0	6.00%	100.0%	4.8	2,744	100.0%	Avanti Healthy Living Group
Panaceum Medical Centre*	WA	$13.1	6.00%	100.0%	10.2	1,879	100.0%	Panaceum Medical Group
Secret Harbour Medical Centre*	WA	$7.9	6.50%	100.0%	5.7	1,614	100.0%	Care Medical Group
Casuarina Medical Centre*	NT	$14.0	6.25%	100.0%	7.2	1,864	100.0%	Top End Medical
Rosebery Convenience & Medical Centre*	NT	$8.4	8.00%	50.8%	4.4	2,400	100.0%	Top End Medical
Mildura Medical Centre*	VIC	$5.7	6.37%	100.0%	6.0	1,608	100.0%	Tristar Medical Group
Sunshine Day Hospital*	VIC	$10.0	5.00%	100.0%	5.6	1,000	100.0%	Dr Gastroenterology
Total medical		**$301.3**	**5.60%**	**98.5%**	**9.1**	**48,848**	**98.4%**	

Asset	State	Valuation ($m)[7]	Cap rates (%)[8]	Occupancy (% GLA)	WALE (years)[9]	Total GLA (SQM)	Essential Retail / Medical Income (%)	Key tenant
Essential retail								
Broadway Plaza	NSW	$53.5	5.75%	100%	7.4	8,452	90.1%	Woolworths Group
Gunnedah	NSW	$15.9	6.75%	100%	4.2	5,560	93.2%	Coles Group
Rutherford	NSW	$22.1	5.75%	100%	3.9	4,206	97.4%	Coles Group
Tanilba Bay	NSW	$20.4	5.75%	100%	6.3	3,841	97.6%	Coles Group
Ballina Central	NSW	$47.1	6.75%	100%	5.8	14,472	93.2%	IGA
Yeronga Village	QLD	$23.0	6.00%	100%	5.1	2,408	95.1%	NightOwl Supermarket
Springfield Fair	QLD	$38.5	5.50%	100%	7.5	5,371	88.0%	Coles Group
Westlake	QLD	$11.0	6.00%	91%	7.6	1,656	66.0%	IGA
Windaroo Village	QLD	$10.9	5.75%	100%	5.3	1,593	75.8%	IGA
Coomera Square	QLD	$76.8	5.50%	99%	7.0	9,387	89.8%	Woolworths Group
North Lakes Convenience Centre	QLD	$7.7	6.00%	89%	4.7	907	82.4%	NightOwl Supermarket
Keppel Bay Plaza	QLD	$32.4	7.00%	100%	6.2	7,375	82.7%	Coles Group
Mowbray Marketplace	TAS	$45.8	6.25%	100%	5.5	12,046	98.3%	Woolworths Group
Total essential retail		**$405.0**	**6.02%**	**99.4%**	**6.2**	**77,274**	**90.7%**	
Total portfolio		**$706.3**	**5.85%**	**99.1%**	**7.1**	**126,122**	**93.7%**	

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

7. As at on or around 31 August 2021, based on gross passing income. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
8. Based on Independent Valuations on or around 31 August 2021 for all Properties in the Portfolio and inclusive of capital expenditure between Valuation Date and Allotment.
9. Based on Independent Valuations on or around 31 August 2021 for all Properties in the Portfolio and inclusive of capital expenditure between Valuation Date and Allotment.

3. Portfolio overview

3.3. Portfolio overview

3.3.1. Medical real estate

A summary of the medical assets in the Portfolio is summarised below:

Corrimal Private Healthcare Centre **Address: Corrimal, NSW**

Description

Newly built high-profile specialist centre consisting of four reputable medical tenants. The property occupies 1,821sqm of land and the building spans over two levels, with NLA of 980sqm with 26 dedicated parking bays. It is conveniently located 6km north of Wollongong CBD.

Strategy

- Continue engagement with tenants, improve property WALE through renewals and lease extensions; and
- maximise property performance through minor asset enhancement projects.

Property Information

WALE	3.5 years	Tenants	4
Occupancy (% GLA)	95.5%	Key tenants	Ekera, Southern Healthcare Specialists
Gross lettable area (sqm)	980	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	1,821	Site coverage	30%

Independent Valuation

Independent valuation (Aug-21)	$6.1 million	Independent cap rate (Aug-21)	6.50%

Dubbo Private Hospital

Address: Dubbo, NSW

Description

Dubbo Private Hospital is a purpose-built medical, surgical and rehabilitation hospital located in a key healthcare precinct. The hospital is fully leased to Healthe Care, offering 54 beds, three operating theatres, and a day procedure suite. The facility is in immediate proximity to numerous medical facilities, including the Dubbo Base Hospital, the Rural Health Medical School and Lourdes Hospital.

Strategy

- Maintain engagement and good relations with whole-of-building tenant Healthe Care; and
- Undertake staged expansions to the hospital based on Healthe Care's requirements, in line with current tenant master planning.

Property Information

WALE	14.1 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Healthe Care
Gross lettable area (sqm)	5,588	Forecast value-add asset capital expenditure	$5 million
Freehold land (sqm)	12,170	Site coverage	46%

Independent Valuation

Independent valuation (Aug-21)	$21.0 million	Independent cap rate (Aug-21)	5.25%

3. Portfolio overview

Mayo Private Hospital — Address: Taree, NSW

Description

Mayo Private Hospital comprises a modern, purpose-built private hospital fully leased to Healthe Care on a long-term lease. The facility is an integrated surgical, rehabilitation and mental health hospital which underwent significant refurbishment in 2012. The hospital includes 79 inpatient beds and an additional 20 day chairs / beds with three high quality operating theatres and a day surgery unit.

Strategy

- Maintain engagement and good relations with whole-of-building tenant; and
- undertake staged expansions to the hospital based on Healthe Care's requirements, including progressing a proposed approximately 20-bed mental health expansion.

Property Information

WALE	14.1 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Healthe Care
Gross lettable area (sqm)	5,825	Forecast value-add asset capital expenditure	$9 million
Freehold land (sqm)	82,890	Site coverage	7%

Independent Valuation

Independent valuation (Aug-21)	$48.0 million	Independent cap rate (Aug-21)	5.00%

Miami Private Hospital — Address: Miami, QLD

Description

Dominant private hospital consisting of three operating theatres, day surgery facilities and in-patient capacity. Located on the Gold Coast Highway and adjacent to the next stage of the Gold Coast light rail project, the site offers significant future expansion opportunity.

Specialising in micro-surgery, including fluoroscopy and endovascular procedures, the practice draws clients from across Australia and internationally.

Strategy

- Maintain engagement and good relations with in-situ private hospital operator;
- secure development approval for proposed expansion of medical offering, adding an additional 2,500sq.m of Gross Lettable Area; and
- execute pre-leasing program for medical expansion and complete proposed development.

Property Information

WALE	6.6 years	Tenants	4
Occupancy (% GLA)	100.0%	Key tenants	Miami Private Hospital (Coastal Medical Services)
Gross lettable area (sqm)	2,362	Forecast value-add asset capital expenditure	$20 million
Freehold land (sqm)	3,347	Site coverage	46%

Independent Valuation

Independent valuation (Aug-21)	$17.8 million	Independent cap rate (Aug-21)	5.50%

3. Portfolio overview

The Banyans Health and Wellness Centre **Address: Clear Mountain, QLD**

Description

The Banyans Health and Wellness Centre offers patients a bespoke program for the treatment of addiction and mental illness, including depression, eating disorders, anxiety, bi-polar and PTSD.

The on-site clinical team comprises a psychiatrist, two general practitioners, four psychologists and a variety of specialist counselors and health professionals.

Strategy

- Maintain engagement and good relations with whole-of-building tenant, support with the ongoing growth of their business; and
- maximise security and sustainability of property income.

Property Information

WALE	9.7 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Genesis Capital
Gross lettable area (sqm)	1,448	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	51,520	Site coverage	3%

Independent Valuation

Independent valuation (Aug-21)	$8.3 million	Independent cap rate (Aug-21)	6.25%

Willetts Health Precinct — Address: Mount Pleasant, QLD

Description

The Willetts Health Precinct comprises three modern medical buildings including the Mackay Day Hospital, The Willetts Centre and the purpose-built Vision Eye Institute Mackay as well as vacant land earmarked for future expansion.

The asset benefits from adjacency to the Mater Mackay Private Hospital and Emergency Care Centre. The Willetts Health Precinct is anchored by Queensland Fertility Group (Virtus Health) and Vision Eye Institute.

Strategy

- Maintain strong relationships and engagement with tenants including two day hospital operators;
- execute leasing strategy for current 87sqm vacancy to achieve fully leased status during rental guarantee period (24 months, representing 3.4% of the property's gross income); and
- progress development approval on tenant-led medical project located on existing vacant land.

Property Information

WALE	4.0 years	Tenants	7
Occupancy (% GLA)	100.0%	Key tenants	QLD Fertility Group (Virtus)
Gross lettable area (sqm)	2,459	Forecast value-add asset capital expenditure	$5.8 million
Freehold land (sqm)	8,783	Site coverage	28%

Independent Valuation

Independent valuation (Aug-21)	$16.8 million	Independent cap rate (Aug-21)	5.50%

3. Portfolio overview

North West Private Hospital	Address: Cooee, Tasmania

Description

North West Private Hospital is a purpose built specialist hospital, fully leased to Healthe Care, comprising 70 beds with a predominant focus on acute medical, maternity (public and private) and mental health services. The hospital is strategically located in a core health precinct, directly adjoining the public hospital.

Strategy

- Maintain engagement and good relations with whole-of-building tenant Healthe Care; and
- undertake further staged expansions to the hospital based on Healthe Care's requirements (such as recent mental health expansion, and conversion of three beds to support public health contract).

Property Information

WALE	15.2 years	Tenants	2
Occupancy (% GLA)	100.0%	Key tenants	Healthe Care
Gross lettable area (sqm)	8,116	Forecast value-add asset capital expenditure	$4 million
Freehold land (sqm)	71,569	Site coverage	11%

Independent Valuation

Independent valuation (Aug-21)	$37.9 million	Independent cap rate (Aug-21)	5.15%

Madeley Medical Centre

Address: Madeley, WA

Description

The Madeley Medical Centre is a single-level integrated health facility, comprising a GP clinic, radiology, optometrist, pharmacy and other allied health services.

The centre underwent an extension in 2017 and benefits from being centrally located to Perth's major northern growth corridor. Situated on a key arterial road, the centre services it's surrounding catchment whilst drawing patients from beyond the local area.

Strategy

- Execute leasing strategy to achieve fully leased status during rental guarantee period (18 months, representing 8.1% of the property's income);
- continue engagement with tenants, improve property WALE through renewals and lease extensions;
- maximise security and sustainability of property income; and
- undertake minor capital expenditure works to enhance asset performance.

Property Information

WALE	3.1 years	Tenants	6
Occupancy (% GLA)	100.0%	Key tenants	Highland Medical
Gross lettable area (sqm)	1,479	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	4,281	Site coverage	35%

Independent Valuation

Independent valuation (Aug-21)	$9.8 million	Independent cap rate (Aug-21)	6.13%

3. Portfolio overview

Swan Medical Centre — Address: Midland, WA

Description

The Swan Medical Centre is a single-level medical centre comprising a GP clinic, pharmacy, physiotherapy and pathology under a single head lease. The GP practice was established more than 40 years ago and services a mature, established catchment. The property benefits from a significant site area, and a high-profile position fronting the Great Eastern Highway, 15km east of the Perth CBD.

Strategy

- Continue engagement and strong relationship with whole-of-building tenant;
- maximise security and sustainability of property income; and
- undertake minor capital expenditure works to enhance asset performance.

Property Information

WALE	7.5 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Swan Medical Group
Gross lettable area (sqm)	1,124	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	2,507	Site coverage	45%

Independent Valuation

Independent valuation (Aug-21)	$7.8 million	Independent cap rate (Aug-21)	6.00%

Bowen Hills Day Surgery* Address: Bowen Hills, QLD

Description

Bowen Hills Day Surgery is a modern two-storey building fully leased to Life Fertility Clinic, on a brand new 10-year lease. The asset is located 3.5km from the Brisbane CBD and positioned in the city's inner northern growth corridor. The building underwent a significant refurbishment in 2010 and again in 2021, and benefits from on-grade parking for 2rs vehicles as well as proximity to the Bowen Hills train station and bus stops along Edmondstone Road. The 2,379 sqm site is located within the Bowen Hills Priority Infrastructure Area and has dual street access from Edmondstone Road and Murray Street at the rear.

Strategy

- Maintain strong relationships and engagement with whole-of-building tenant; and
- review and implement beneficial value-add projects.

Property Information

WALE	10.1 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Life Fertility Clinic
Gross lettable area (sqm)	2,158	Forecast value-addasset capital expenditure	n.a.
Freehold land (sqm)	2,379	Site coverage	45%

Independent Valuation

Independent valuation (Jul-21)	$20.5 million	Independent cap rate (Jul-21)	4.75%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

3. Portfolio overview

Highlands Health Centre*	Address: Highland Park, QLD

Description

Highlands Health Centre is a fully leased, freehold medical centre positioned prominently within metropolitan Gold Coast on a 2,316 sqm site. The asset is 100% leased to IPN Medical Centres who occupy 932 sqm of NLA. Ample car parking is also provided with 55 bays which are located undercover and on-grade.

Strategy

- Engage with whole-of-building tenant IPN Medical to target renewal / improve lease expiry profile;
- maximise security and sustainability of property income; and
- undertake minor capital expenditure works to enhance asset performance and support future renewal prospects.

Property Information

WALE	3.3 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	IPN Medical Centre
Gross lettable area (sqm)	932	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	2,316	Site coverage	40%

Independent Valuation

Independent valuation (Jul-21)	$8.5 million	Independent cap rate (Jul-21)	6.00%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

North Ward Medical Centre*

Address: North Ward, QLD

Description

North Ward comprises a freestanding purpose-built medical facility with two medical tenants over three levels and 78 car spaces. The asset is securely anchored by Avanti Healthy Living Group on a brand new 10-year lease.

The Property is situated in Townsville's established North Ward neighbourhood, a large and affluent catchment supported by major infrastructure improvements nearby. The expansive freehold site area of 9,957sqm with low site coverage (approximately 24%) offers future development upside.

Strategy

- Maintain strong relationships and engagement with tenants;
- execute leasing strategy for current vacancy during rental guarantee period (represents 27.3% of income for 24 months) to achieve fully leased status; and
- investigate and progress value-add opportunities on underutilised land.

Property Information

WALE	7.3 years	Tenants	2
Occupancy (% GLA)	100.0%	Key tenants	Avanti Healthy Living Group
Gross lettable area (sqm)	2,412	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	9,957	Site coverage	24%

Independent Valuation

Independent valuation (Aug-21)	$12.4 million	Independent cap rate (Aug-21)	6.00%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

3. Portfolio overview

Parkwood Family Practice* — Address: Parkwood, QLD

Description

Parkwood Family Practice comprises a medical centre fully leased to IPN Medical Centres with subleases to a pharmacy, family practice, physiotherapist and pathology collection centre. The asset benefits from a prominent position within the Gold Coast University Hospital precinct.

The building services as a GP clinic for the area with an out-of-hours facility via a separate security entrance with its own consulting rooms, waiting area and reception. There is an undercroft car parking for 10 vehicles and a visitor car park with 26 car spaces.

Strategy

- Engage with whole-of-building tenant IPN Medical to target renewal / improve lease expiry profile;
- maximise security and sustainability of property income; and
- undertake minor capital expenditure works to enhance asset performance and support future renewal prospects.

Property Information

WALE	3.3 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	IPN Medical
Gross lettable area (sqm)	856	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	2,048	Site coverage	42%

Independent Valuation

Independent valuation (Jul-21)	$7.4 million	Independent cap rate (Jul-21)	5.50%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

The Gold Coast Surgery Centre

Address: Southport, QLD

Description

The Gold Coast Surgery Centre comprises a three-level medical centre with podium and basement car parking. The building is occupied by seven tenants, anchored by RAD Radiology and Avanti Healthy Living Group on a brand new 10-year lease.

The asset is located in Southport, approximately 5.3km from the Gold Coast CBD and central to the well-established medical precinct, consisting of aged care facilities, private hospitals and medical centres. The Centre benefits from nearby public transport infrastructure including adjacency to the Nerang Street light rail station.

Strategy

- Maintain strong relationships and engagement with tenants;
- execute leasing strategy for current vacancies during rental guarantee period (represents 9.5% of income for 24 months) to achieve fully leased status; and
- maximise security and sustainability of property income.

Property Information

WALE	4.8 years	Tenants	7
Occupancy (% GLA)	100.0%	Key tenants	RAD, Sonic Health, Avanti Healthy Living Group
Gross lettable area (sqm)	2,744	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	2,994	Site coverage	35%

Independent Valuation

Independent valuation (Aug-21)	$20.0 million	Independent cap rate (Aug-21)	6.00%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

3. Portfolio overview

Panaceum Medical Centre*	Address: Geraldton, WA

Description

Panaceum Medical Centre comprises a single-level medical facility constructed in 2008. The asset is fully leased to Care Medical Group, who occupy the anchor tenancy and have sub-let other portions of the building to allied health groups and other operators including a pathology clinic. The property has GLA of 1,879sqm and 84 at-grade car parking bays. The asset is located within the commercial centre of the town of Geraldton, a key regional hub and important service and logistics centre for regional mining, agriculture and tourism industries, as well as the Port of Geraldton – a major west coast seaport. The centre services a large portion of the industrial health work for surrounding corporations.

Strategy

- Maintain strong relationship and engagement with the whole-of-building tenant; and
- investigate additional expansion opportunities on existing landholding.

Property Information

WALE	10.2 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Panaceum Medical Group
Gross lettable area (sqm)	1,879	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	4,785	Site coverage	39%

Independent Valuation

Independent valuation (Jul-21)	$13.1 million	Independent cap rate (Jul-21)	6.00%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

Secret Harbour Medical Centre*

Address: Secret Harbour, WA

Description

Secret Harbour Medical Centre comprises a modern, two-level medical centre with NLA of 1,614 sqm and car parking provided for 29 vehicles. The asset benefits from a prominent corner position and three-street frontage adjacent to Coles/Woolworths/ALDI shopping centre in the Secret Harbour commercial precinct.

Secret Harbour is located south of the Perth CBD, within the City of Rockingham Local Government Area.

Strategy

- Execute leasing strategy to achieve fully leased status during rental guarantee period (24 months, representing 35% of the income) targeting medical or essential services based tenants;
- continue engagement with existing tenants;
- maximise security and sustainability of property income; and
- undertake minor capital expenditure works to enhance asset performance.

Property Information

WALE	5.7 years	Tenants	2
Occupancy (% GLA)	100.0%	Key tenants	Care Medical Group
Gross lettable area (sqm)	1,614	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	1,887	Site coverage	86%

Independent Valuation

Independent valuation (Jul-21)	$7.9 million	Independent cap rate (Jul-21)	6.50%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

3. Portfolio overview

Casuarina Medical Precint*	Address: Casuarina, NT

Description

Casuarina Medical Precinct is a modern integrated medical centre, located opposite the Casuarina Shopping Centre. The asset is fully leased to a variety of medical uses including the Darwin Day Surgery, Top End Medical GP clinic, pharmacy, pathology and skin cancer clinic. The property was constructed in 2011 and offers convenient at-grade car parking.

Strategy

- Maintain strong relationships and engagement with tenants; and
- maximise security and sustainability of property income.

Property Information

WALE	7.2 years	Tenants	5
Occupancy (% GLA)	100.0%	Key tenants	Top End Medical, Darwin Day Surgey
Gross lettable area (sqm)	1,864	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	3,154	Site coverage	59%

Independent Valuation

Independent valuation (Jul-21)	$14.0 million	Independent cap rate (Jul-21)	6.25%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

Rosebery Convenience & Medical Centre* Address: Rosebery, NT

Description

Rosebery Convenience & Medical Centre comprises a modern medical centre anchored by a large GP provider, physiotherapy and dentist, as well as an essential-retail based convenience offering including a service station and takeaway. Located south-east of Darwin, the asset was constructed in 2015 and has approximately 2,400sqm of NLA and at-grade carparking.

Strategy

- Maintain strong relationships and engagement with tenants;
- close out advanced discussions with IGA to re-occupy its premises, and execute leasing strategy for other current vacancies to achieve fully leased status; and
- maximise security and sustainability of property income.

Property Information

WALE	4.4 years	Tenants	6
Occupancy (% GLA)	50.8%	Key tenants	Top End Medical
Gross lettable area (sqm)	2,400	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	4,570	Site coverage	53%

Independent Valuation

Independent valuation (Jul-21)	$8.4 million	Independent cap rate (Jul-21)	8.00%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

3. Portfolio overview

Mildura Medical Centre* — Address: Mildura, VIC

Description

Mildura Medical Centre is a prominent two-level medical building comprising 20 consulting rooms, two pathology rooms and a procedure room, along with meeting and administration areas. The NLA of the property is 1,608 sqm. The asset benefits from a highly exposed and central location next to key retail amenity in the Mildura CBD.

The property is situated on the north-western side of Langtree Avenue, within Mildura's CBD. Mildura is located approximately 550km north-west of Melbourne, on the New South Wales and Victorian border.

Strategy

- Continue engagement with existing tenants;
- maximise security and sustainability of property income; and
- undertake minor capital expenditure works to enhance asset performance.

Property Information

WALE	6.0 years	Tenants	2
Occupancy (% GLA)	100.0%	Key tenants	Tristar Medical Group
Gross lettable area (sqm)	1,608 sqm	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	475.2 475.2 (leasehold)	Site coverage	100%

Independent Valuation

Independent valuation (Jun-21)	$5.7 million	Independent cap rate (Jun-21)	6.37%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

Sunshine Day Hospital* Address: Sunshine, VIC

Description

Sunshine Day Hospital is a single level day hospital comprising 1,000sqm of GLA. The asset is wholly leased to Dr Gastroenterology primarily providing specialist gastroenterology, endoscopy and hepatology inpatient services. The tenancy is configured to provide two procedure rooms and associated procedure and standard ancillary areas, 10 recovery bed/recliner areas, numerous consulting rooms and a pathology collection room. The asset includes 20 car parking bays and one ambulance bay.

Strategy

- Maintain strong relationship and engagement with whole-of-building tenant; and
- maximise security and sustainability of property income.

Property Information

WALE	5.6 years	Tenants	1
Occupancy (% GLA)	100.0%	Key tenants	Dr Gastroenterology
Gross lettable area (sqm)	1,000	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	2,130	Site coverage	47%

Independent Valuation

Independent valuation (Jun-21)	$10.0 million	Independent cap rate (Jun-21)	5.00%

Note: * denotes a Property, that forms part of the Additional Properties, that will settle within 14 days of Completion and will therefore form part of the Portfolio post Completion of the Offer.

3.3.2. *Essential retail portfolio*

A summary of the essential retail assets in the Portfolio is summarised below:

Broadway Plaza **Address: Punchbowl, NSW**

Description

A 8,452 sqm modern stratum titled neighbourhood shopping centre anchored by a full line Woolworths supermarket providing 37% of total gross income. Major is supported by three large format tenancies which are Punchbowl Medical Centre, Big Fresh Grocery Store and Anytime Fitness along with 20 specialty tenants including key nationals of Chemist Warehouse and Australia Post. Broadway Plaza is situated on a 29,510 sqm site with 362 car parks. The centre is located opposite the Punchbowl Train Station which is approximately 18km from the Sydney CBD.

Strategy

- Building improvement works including additional signage to be completed in the short-term providing enhanced leasing prospects and opportunities;
- centre refurbishment in line with relocation of train station to align with centre entry;
- complete remixing strategy to include new kiosks in underutilised common area; and
- proactive property management strategy with major anchor tenants to continue centre MAT performance growth.

Property Information

WALE	7.4 years	Tenants	24
Occupancy (% GLA)	100.0%	Key tenants	Woolworths and Chemist Warehouse
Gross lettable area (sqm)	8,452	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	n.a.	Site coverage	n.a.

Independent Valuation

Independent valuation (Aug-21)	$53.5 million	Independent cap rate (Aug-21)	5.75%

Gunnedah Shopping Centres

Address: Gunnedah, NSW

Description

A 5,560 sqm modern single-storey neighbourhood shopping centre anchored by a full line Coles supermarket and K-Hub department store providing 70% of total gross income. Majors are supported by five specialty tenants including key nationals of The Reject Shop and Anytime Fitness. Gunnedah Shopping Centre is situated on a 13,640 sqm site with 163 car-parks. The centre is located in the regional town of Gunnedah approximately 450km northwest of Sydney CBD.

Strategy

- Building improvement works including car-park upgrades to be completed in the short term in conjunction with all major tenants signing new leases providing a stable and secure income profile; and
- proactive property management strategy with major anchor tenants to continue centre MAT performance growth.

Property Information

WALE	4.2 years	Tenants	7
Occupancy (% GLA)	100.0%	Key tenants	Coles and K-Hub
Gross lettable area (sqm)	5,560	Forecast value-add asset capital expenditure	$1 million
Freehold land (sqm)	13,460	Site coverage	41%

Independent Valuation

Independent valuation (Aug-21)	$15.9 million	Independent cap rate (Aug-21)	6.75%

3. Portfolio overview

Rutherford Shopping Centre — Address: Rutherford, NSW

Description

A 4,205sqm modern single-storey neighbourhood shopping centre anchored by a full line Coles supermarket providing 63% of total gross income. Major is supported by six specialty tenants including key nationals of Terry White Chemmart Pharmacy and Subway. Rutherford Shopping Centre is situated on a 11,250 sqm site with 288 car parks. The centre further benefits from its location in the main retail precinct in Rutherford township approximately 34km from Newcastle CBD.

Strategy

Continue master planning on medium-term value-add opportunity including achieving development approval that results in new overall NLA of 8,750 sqm (approximately 100% increase on existing) encompassing essential services retail, medical and major tenant commitment.

Property Information

WALE	3.9 years	Tenants	7
Occupancy (% GLA)	100%	Key tenants	Coles
Gross lettable area (sqm)	4,206	Forecast value-add asset capital expenditure	$40-45 million
Freehold land (sqm)	11,250	Site coverage	37%

Independent Valuation

Independent valuation (Aug-21)	$22.1 million	Independent cap rate (Aug-21)	5.75%

Tanilba Bay Shopping Centre — Address: Tanilba Bay, NSW

Description

A 3,841 sqm modern single-storey neighbourhood centre anchored by a full line Coles shopping centre providing 57% of total gross income. Major is supported by eight specialty tenants including key nationals of Dominos Pizza, Chemmart Pharmacy and Greater Bank. Tanilba Bay Shopping Centre is situated on a 13,880 sqm site with 201 car-parks. The centre further benefits from its prominent exposure to the main arterial road traversing north-east and south-west along the Tilligerry Peninsula approximately 47km north-east of Newcastle CBD.

Strategy

- Complete centre refurbishment works, which were undertaken in conjunction with Coles exercising its option for a further 10 years; and
- investigate opportunity for additional income through acquisition of surrounding properties to accommodate further exposure of medical and wellness related tenants.

Property Information

WALE	6.3 years	Tenants	9
Occupancy (% GLA)	100.0%	Key tenants	Coles
Gross lettable area (sqm)	3,841	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	13,880	Site coverage	27.7%

Independent Valuation

Independent valuation (Aug-21)	$20.4 million	Independent cap rate (Aug-21)	5.75%

3. Portfolio overview

Ballina Central — Address: Ballina, NSW

Description

A 14,472 sqm modern sub-regional shopping centre anchored by a full line SupaValu IGA supermarket and Big W department store providing 47% of total gross income. Majors are supported by 24 specialty tenants including key nationals of Sullivan Nicolaides, Jetts Fitness, Priceline Pharmacy and Bridgestone Tyre & Auto. Ballina Central is situated on a 44,610 sqm site with 547 car-parks. The centre further benefits from its location in the main retail precinct in Ballina approximately 76km south of Tweed Heads.

Strategy

- Construction of Council approved and pre-committed new drive-through coffee pad-site in underutilised carpark;
- increasing exposure and NLA to essential service tenants via repurposing of BIG W garden centre space and centre common area, the project is fully pre-committed and approved by Council;
- progress additional development application for the construction of a new 85-place childcare centre, to be situated in an underutilised portion of the car-park; and
- maintain strong relationships with key anchor tenants to continue to drive sales uplift and unlock new additional tenure.

Property Information

WALE	5.8 years	Tenants	24
Occupancy (% GLA)	100.0%	Key tenants	BIG W and SupaValu IGA
Gross lettable area (sqm)	14,472 sqm	Forecast value-add asset capital expenditure	$4 million
Freehold land (sqm)	44,610 sqm	Site coverage	32%

Independent Valuation

Independent valuation (Aug-21)	$47.1 million	Independent cap rate (Aug-21)	6.75%

Yeronga Village | Address: Yeronga, QLD

Description

A 2,408sqm open style modern convenience based retail shopping centre. The centre incorporates 22 tenancies with key tenants comprising NightOwl, Bakers Delight, greengrocers, medical centre, pharmacy, and a freestanding childcare centre. Onsite car parking is provided for 133 vehicles, including 28 under croft bays and 20 bays for the childcare centre. Yeronga Village is situated on a prime 6,682 sqm corner site approximately 7.5km south of Brisbane CBD. The centre benefits from good exposure to Fairfield Road and is strategically located in close proximity to Yeronga Railway Station.

Strategy

- Medium-term value-add opportunity through development approved expansion scheme encompassing a three-storey (6,660sqm) mixed used project. The approval represents approximately 300% increase to the NLA;
- continue with proactive property management strategy to maintain centre's limited vacancy and high tenant retention rate.

Property Information

WALE	5.1 years	Tenants	23
Occupancy (% GLA)	100.0%	Key tenants	NightOwl Supermarket, Guardian Pharmacy and Medical Centre
Gross lettable area (sqm)	2,408	Forecast value-add asset capital expenditure	$35 million
Freehold land (sqm)	6,682	Site coverage	32%

Independent Valuation

Independent valuation (Aug-21)	$23.0 million	Independent cap rate (Aug-21)	6.00%

3. Portfolio overview

Springfield Fair	**Address: Springfield, QLD**

Description

A 5,371sqm fully leased neighbourhood shopping centre anchored by Coles and supported by 21 specialty tenants including key national tenants of BWS, Dominos and Discount Drug Store comprising approximately 60%+ of total gross income. Springfield Fair is situated on an expansive 22,000 sqm site approximately 30km south-west of Brisbane CBD in one of the country's strongest growth corridors. On-site car parking is provided for approximately 277 vehicles.

Strategy

- Complete construction of 600sqm health services building pre-committed to major national brands providing income uplift for the centre and increasing WALE;
- continue tenancy remixing strategy enhancing exposure to essential retail services including fresh food; and
- proactive property management strategy with major anchor tenants to continue centre trading performance growth.

Property Information

WALE	7.5 years	Tenants	20
Occupancy (% GLA)	99.9%	Key tenants	Coles
Gross lettable area (sqm)	5,371	Forecast value-add asset capital expenditure	$2 million
Freehold land (sqm)	22,010	Site coverage	24.4%

Independent Valuation

Independent valuation (Aug-21)	$38.5 million	Independent cap rate (Aug-21)	5.50%

'The Hub' Westlake

Address: Westlake, QLD

Description

A 1,656sqm convenience based retail shopping centre anchored by a 286 sqm IGA supermarket, supported by 10 specialty tenants including a standalone Rackley's Swim School. The Hub Westlake is situated on a 4,848 sqm corner site approximately 21km south-west of Brisbane CBD. The centre has a strong focus on non-discretionary retailers and has a Weighted Average Lease Expiry of 7+ years.

Strategy

- Complete tenancy remixing strategy targeting health and wellness tenants led by recent commitment of Medical Super Clinic, transitioning the centre from a convenience retail offering into a core medical precinct; and
- proactive property management strategy to continue to drive efficiencies in operating expenses.

Property Information

WALE	7.6 years	Tenants	11
Occupancy (% GLA)	91.1%	Key tenants	IGA
Gross lettable area (sqm)	1,656	Forecast value-add asset capital expenditure	n.a.
Freehold land (sqm)	4,848	Site coverage	34%

Independent Valuation

Independent valuation (Aug-21)	$11.0 million	Independent cap rate (Aug-21)	6.00%

3. Portfolio overview

Windaroo Village **Address: Windaroo, QLD**

Description

A 1,593 sqm fully leased semi-modern convenience based retail shopping centre anchored by a 387 sqm IGA supermarket on a 15-year lease and supported by a strong mix of national specialty tenants including Chempro Chemist, Qualitas Medical Centre, Dominos, Liquorland, and TSG. Windaroo Village is located on a 8,006 sqm corner site strategically located in the growth corridor between Brisbane and the Gold Coast.

Reconstruction works underway for five tenancies impacted by a recent fire, works including loss of income covered by insurance, targeted completion date of works is March 2022. Balance of centre remains open and trading.

Strategy

- Complete redevelopment of existing centre including construction of Snap Fitness expansion; and
- proactive property management strategy to transition existing tenants into more medical and health services tenants.

Property Information

WALE	5.3 years	Tenants	10
Occupancy (% GLA)	100.0%	Key tenants	Snap Fitness and Pharmacy
Gross lettable area (sqm)	1,593	Forecast value-add asset capital expenditure	$2 million
Freehold land (sqm)	8,006	Site coverage	22%

Independent Valuation

Independent valuation (Aug-21)	$10.9 million	Independent cap rate (Aug-21)	5.75%

Coomera Square

Address: Coomera, QLD

Description

A 9,387 sqm modern open-style neighbourhood shopping centre anchored by a full line Woolworths and Dan Murphy's. Majors are supported by 32 specialty tenants including key national tenants Chempro Chemist, Groove Train, Dominos, Zarraffa's, St. George Bank and Shell Service Station. Coomera Square is situated on a 33,300sqm island allotment located approximately 54km south of Brisbane CBD and is formatted across six free standing buildings with parking for over 500 vehicles. The centre further benefits from its prime location in the main retail trade precinct of Coomera

Strategy

- Complete construction of new 650 sqm pad site pre-committed to major national wellness and retail service tenants;
- lease extension agreed with major anchor tenant, Woolworths, incorporating a direct-to-boot offering that will increase sales and exposure to the centre; and
- tenancy remixing strategy undertaken with the centre now presenting as fully-leased.

Property Information

WALE	7.0 years	Tenants	36
Occupancy (% GLA)	99.2%	Key tenants	Woolworths
Gross lettable area (sqm)	9,387	Forecast value-add asset capital expenditure	$5 million
Freehold land (sqm)	33,300	Site coverage	30%

Independent Valuation

Independent valuation (Aug-21)	$76.8 million	Independent cap rate (Aug-21)	5.50%

3. Portfolio overview

Northlakes Convenience Centre — Address: North Lakes, QLD

Description

A 907 sqm modern retail convenience centre anchored by NightOwl and Better Life Medical Centre providing 39% of total gross income. Majors are supported by seven specialty tenants including key nationals of BWS and Dominos. North Lakes Convenience Centre is situated on a 4,517 sqm site with 66 car-parks. The centre is located in the suburb of North Lakes, recognised as a strong population growth area approximately 26km from Brisbane CBD.

Strategy

- Imminent value-add development of recently approved and pre-committed health services anchored pad-site in underutilised carpark providing additional NLA and income; and
- tenancy remixing strategy to be enacted targeting major health and wellness tenants.

Property Information

WALE	4.7 years	Tenants	9
Occupancy (% GLA)	89.0%	Key tenants	NightOwl
Gross lettable area (sqm)	907	Forecast value-add asset capital expenditure	$2 million
Freehold land (sqm)	4,517	Site coverage	20%

Independent Valuation

Independent valuation (Aug-21)	$7.7 million	Independent cap rate (Aug-21)	6.00%

Keppel Bay Plaza

Address: Yeppoon, QLD

Description

A 7,375 sqm neighbourhood shopping centre anchored by a strong performing Coles supermarket, supported by 28 speciality tenants including three kiosks and two pad-site buildings comprising four separate tenancies. Keppel Bay Plaza is situated on a 22,356 sqm corner site comprising three separate titles with car parking for 290 vehicles. Keppel Bay Plaza is located approximately 42km north-east of Rockhampton CBD and 655km north of Brisbane CBD. The centre benefits from good exposure from all frontages and it's close proximity to Yeppoon Esplanade.

Strategy

- Complete construction of Stage 1 expansion including a free-standing Snap Fitness gym, expansion of pharmacy and the new inclusion of medical uses to the centre including a pre-committed medical centre;
- new lease agreed with Coles, the major anchor tenant, for a further 10-year period;
- imminent value-add opportunity through Stage 2 expansion including food and beverage precinct, additional retail services and increased exposure to essential service tenants including financial institutions as well as the replacement of the DDS mini major with a new high foot traffic generator tenant that is pre-committed; and
- proactive property management strategy to continue drive to efficiencies in operating expenses.

Property Information

WALE	6.2 years	Tenants	27
Occupancy (% GLA)	100.0%	Key tenants	Coles
Gross lettable area (sqm)	7,375	Forecast value-add asset capital expenditure	$23 million
Freehold land (sqm)	22,356	Site coverage	30%

Independent Valuation

Independent valuation (Aug-21)	$32.4 million	Independent cap rate (Aug-21)	7.00%

3. Portfolio overview

Mowbray Marketplace	**Address: Mowbray, TAS**

Description

A 12,046sqm sub-regional shopping centre anchored by a full line Woolworths and Target providing approximately 62% of total gross income. Mowbray Marketplace is configured over two separate enclosed centres known as Mowbray Marketplace and Target Centre and is located approximately 4km north of Launceston CBD. The majors are supported by two mini majors The Reject Shop and Chemist Warehouse as well as 18 specialty tenants and two pad-sites comprising a drive-thru Cellarbrations and an EG Fuels petrol station. Mowbray Marketplace is located on a large 34,370sqm site set over two titles with carparking providing for 423 car bays at grade.

Strategy

- Proactive property management strategy with major anchor tenants to continue centre MAT performance growth; and
- continue master planning on medium-term value-add opportunity that repurposes the DDS space and encapsulates a development approval that provides a significant increase in new NLA.

Property Information

WALE	5.5 years	Tenants	25
Occupancy (% GLA)	100.0%	Key tenants	Woolworths and Target
Gross lettable area (sqm)	12,046	Forecast value-add asset capital expenditure	$55 million
Freehold land (sqm)	34,370	Site coverage	35%

Independent Valuation

Independent valuation (Aug-21)	$45.8 million	Independent cap rate (Aug-21)	6.25%

4. Industry overview

AUSTRALIAN MEDICAL OUTLOOK

The Australian health system is likely to see additional demand in coming decades, due to:

- An ageing population
- Longer life expectancy
- Increasing rates of chronic disease
- Further awareness and diagnosis of mental health
- Increased focus on preventative and surgical care
- Higher per capita utilisation of healthcare services, and
- An increasing proportion of household income spent on health.

The above factors are separate to the increased pressure placed on the system throughout the COVID-19 period. The pandemic has highlighted the need for easily accessible, efficient and cost-effective healthcare services nationally.

Increased investment in the healthcare sector is occurring on the back of recent industry focus (due to COVID-19) as well as mandatory, government led and non-discretionary spending.

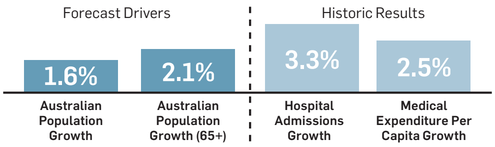
POPULATION AND AGEING

Demand for healthcare services continues to grow in Australia as a result of a rising population in conjunction with the ageing population and longer life expectancy.

There is 25.93 million people in Australia in 2020, expected to grow to 36.14 million people by 2041 with an annual growth rate of 1.6%. The older demographic (aged 65+) registers a higher utilisation of healthcare services, with GP attendance per 100 persons 60% higher for the 65-79 age group over the 45–64-year age group, and increasing to 110% higher for the 80+ year age group. The increased healthcare requirement for this age group is forecast to grow at a higher annual rate of 2.1% to 2041.

Tellingly, medical expenditure per capita has grown at 2.5% per annum over the previous 20 years, whilst hospital admissions have grown at an even higher rate of 3.3% per annum which has been driving demand for healthcare assets.

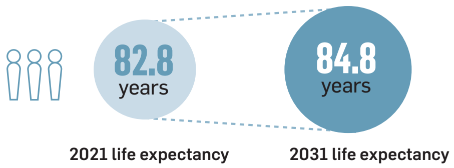
Source: Australian Bureau of Statitics, AIHW



Source: ABS, QGSO 2019, AIHW

Historic evidence of increased medical expenditure and hospital admissions combined with a strong level of growth in the ageing demographic will provide for ongoing demand for medical services.

A range of factors including an ageing population, longer life expectancy and an increased occurrence of mental and chronic disease are driving an upward trend in demand for health services.



Source: Australian Population Statement (2020)

Life expectancy within Australia is expected to continue to improve over the next 10 years for both males and females. This is expected to further drive demand for healthcare services given the increased occurrence of chronic disease in older Australians.

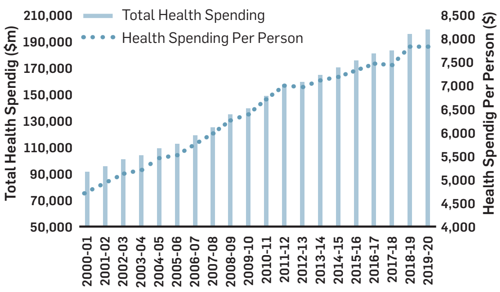
EMPLOYMENT GROWTH

The Employment Outlook (Australian Labour Market Information Portal) to 2024 provides an overview of the employment structure across industries within Australia. Health Care and Social Assistance is projected to make the largest contribution to employment growth (increasing by circa 252,000 jobs or 2.8% per annum) to 1.91 million jobs.

HEALTHCARE EXPENDITURE

Over the last 20 years, health expenditure has increased from $91 billion to $201 billion, an average growth rate of 4.0% per year. Taking into account population growth, per person expenditure has also increased by circa 2.5% per annum.

Health spending has generally grown faster than the rest of the economy since 2000–01. The ratio of health spending to gross domestic product (GDP) increased from 8.3% in 2000–01 to 10% in 2019–20.



Source: AIHW, Australian Government - Budget Strategy and Outlook

INCREASED NEED IN DIFFERENT AREAS OF CARE

Mental health awareness and treatment has become more prevalent in recent times with an average of one in five Australians (aged 16-85) experiencing a mental illness each year (Source: Black Dog Institute, Beyond Blue).

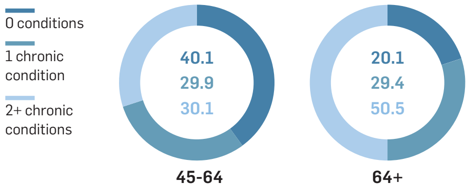
Between 2012-13 and 2018-19, overnight mental health patient days increased from 3.27m to 3.73m, growing at an average rate of 2.25%. However, over the most recent 12 months, this growth rate has increased to circa 5.78%.

Recurrent expenditure on mental-health relative services in 2018-19 was circa $10.6B, an average increase of 3.1% since 2014-15, adjusted for inflation. This represents a change from $396 per person to $420 per person over the same period.

INCREASED AGE = INCREASED CHRONIC ILLNESS

Demand has spiked due to a rise in chronic illnesses and the prevalence of having more than one chronic illness.

Older Australians are most affected by chronic disease with approximately 80% of people aged 65 and over reported having some form of chronic disease. Similarly, around half of people aged 65–74 had to cope with 5 or more chronic diseases.



Source: AIHW

THE CASE FOR REGIONAL HEALTH

The healthcare / medical property sector has experienced low volatility when compared to traditional real estate asset classes, while generating strong returns. These trends have been driven largely by:

- Resilient and consistent income profiles, supported by government funding
- A largely inelastic, non-discretionary expenditure type limiting exposure to negative macro-economic factors.

REGIONAL HEALTHCARE ASSETS

Regional medical assets provide a diversified, flexible health solution for an extensive catchment who are challenged to find healthcare solutions. These regional assets are typically supply constrained, due to access to staff and other barriers to entry providing for secure long term income returns.

Regional medical facilities have strong key demand fundamentals including:

- Demographic factors – generally a higher median age in regional versus non-regional areas
- Geographic factors – ability to draw from a wider catchment with specialised healthcare offerings (e.g. mental health offering).

Residents in regional Australia have a higher median age (41.2) than residents living within capital cities (36), driving increased levels of healthcare utilisation per capita.

Source: Australian Bureau of Statistics

EXISTING REGIONAL HEALTHCARE ASSETS

Existing land rich hospitals / medical centres (with relevant zoning) have the ability to adapt quickly to meet growing demand and changing needs of the community whilst capturing government funded schemes (such as mental health). The operators and facilities are essential parts of social infrastructure within a regional community and provide long term operators and subsequent stability for investors.

Developing additional private hospital facilities in regional areas have a number of barriers of entry, including:

- significant upfront development costs
- difficulties in attracting private staff to regional locations
- the local planning authorities approval processes.

Medical Assets are generally supported by:

Defensive nature of the industry – Australia's growing and aging population underpins growth prospects for healthcare services. Demand is largely unaffected by the economic cycle.

Attractive risk / return characteristics – high risk adjusted returns in comparison to other property asset class over the last 12 years. *(Source: MSCI)*

Stable profile of tenants - properties generally offer long lease terms due to sound sector fundamentals and significant government funding.

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4. Industry overview

In preparing this report, Urbis was required to make judgements which may be affected by unforeseen future events including wars, civil unrest, economic disruption, financial market disruption, business cycles, industrial disputes, labour difficulties, political action and changes of government or law, the likelihood and effects of which are not capable of precise assessment.

All surveys, forecasts, projections and recommendations contained in or made in relation to or associated with this report are made in good faith and on the basis of information supplied to Urbis at the date of this report. Achievement of the projections and budgets set out in this report will depend, among other things, on the actions of others over which Urbis has no control.

Urbis has made all reasonable inquiries that it believes is necessary in preparing this report but it cannot be certain that all information material to the preparation of this report has been provided to it as there may be information that is not publicly available at the time of its inquiry.

In preparing this report, Urbis may rely on or refer to documents in a language other than English which Urbis will procure the translation of into English. Urbis is not responsible for the accuracy or completeness of such translations and to the extent that the inaccurate or incomplete translation of any document results in any statement or opinion made in this report being inaccurate or incomplete, Urbis expressly disclaims any liability for that inaccuracy or incompleteness.

This report has been prepared with due care and diligence by Urbis and the statements and opinions given by Urbis in this report are given in good faith and in the belief on reasonable grounds that such statements and opinions are correct and not misleading bearing in mind the necessary limitations noted in the previous paragraphs. Further, no responsibility is accepted by Urbis or any of its officers or employees for any errors, including errors in data which is either supplied by the Instructing Party, supplied by a third party to Urbis, or which Urbis is required to estimate, or omissions howsoever arising in the preparation of this report, provided that this will not absolve Urbis from liability arising from an opinion expressed recklessly or in bad faith.

4. Industry overview

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EXECUTIVE SUMMARY

COVID-19 has accelerated innovation and new business models within retail including network strategy, supply chains and logistics, and consumer choice. Supermarket and sub-regional centres well aligned to their markets are proving to be a resilient asset class due to a focus on convenience and accessibility provided in a local setting.

Despite initial concerns that COVID-19 would severely impact retail spending in Australia, overall retail spending increased by $21 billion over the year, with an additional $19 billion of spending on convenience-oriented retail.

Nationally, during the pandemic, retail spending grew sharply at an estimated 5.8% between 2019 and 2020. This growth was initially spurred by pandemic stockpiling followed by a redirection of household consumption towards discretionary retail.

Following the sharp increase in pandemic spending, we forecast moderate spending growth of 1.9% in the 12 months to December 2021, then spending growth of around 3.3% per annum to December 2025.

We forecast spending growth of $62 billion between December 2020 and December 2025 resulting in a Retail Spending Market that is $83 billion larger than pre-pandemic in December 2019.

4. Industry overview

Urbis forecasts the majority of retail spending growth between December 2020 and December 2025 to be directed to convenience-oriented merchants, 47% of growth ($30 billion).

The impacts of COVID-19 on shopping centre turnover during the first months of the pandemic varied by asset class and location. In general, smaller centres with a focus on convenience retail performed better than larger centres with a significant apparel and discretionary offer.

Convenience-oriented centres proved resilient to COVID-19 impacts. We estimate sub-regional centres experienced an impact of -1.8% to centre turnover and supermarket centres experienced a positive impact of +0.2%.

Supermarkets are expected to maintain their position as strong footfall generators in convenience-oriented centres.

In the 14 years between 2005 and 2019, Urbis estimates that supermarket spend per capita increased at an average annual rate of 3.0% per annum (in inflated dollars).

In 2020 growth was a robust 8.5% per capita driven by increased spending on food and groceries during the initial stages of the pandemic.

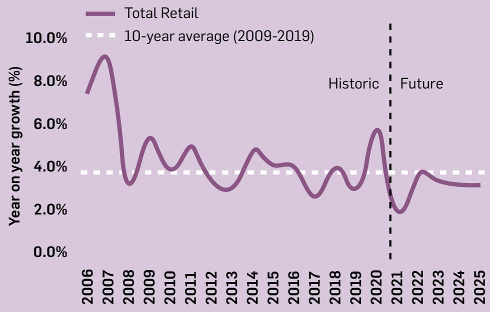
HISTORIC AND FORECAST RETAIL SPENDING

COVID-19 has accelerated innovation and new business models within retail including network strategy, supply chains and logistics, and consumer choice. Supermarket and sub-regional centres well aligned to their markets are proving to be a resilient asset class due to a focus on convenience and accessibility in a local setting.

- Many of the changes occurring in Australian retail that are being credited to COVID-19 were already occurring prior to the pandemic. Post GFC, retail spending growth was slower in the years preceding the pandemic, averaging 3.8% per annum between 2009 and 2019, compared to the longer, 20-year average of 4.8%. (Charts 1 and 2)
- The slowing of retail spending growth has been gradual and mainly because of long-term structural changes to the economy. The share of household consumption directed to retail has been steadily falling and there has been negligible retail price inflation over the period.
- Nationally, during the pandemic, retail spending grew sharply at an estimated 5.8% between 2019 and 2020.This growth was initially spurred by pandemic stockpiling followed by a redirection of household consumption towards discretionary retail. (Chart 3)
- Following the sharp increase in pandemic spending, we forecast moderate spending growth of 1.9% in the 12 months to December 2021 followed by spending growth of around 3.3% per annum to December 2025.
- This results in spending growth of $62 billion between December 2020 and December 2025 and a Retail Spending Market that is $83 billion larger than pre-pandemic in December 2019. Urbis forecasts the majority of retail spending growth between December 2020 and December 2025 to be directed to convenience-oriented merchants, 47% of growth ($30 billion).

CHART 1

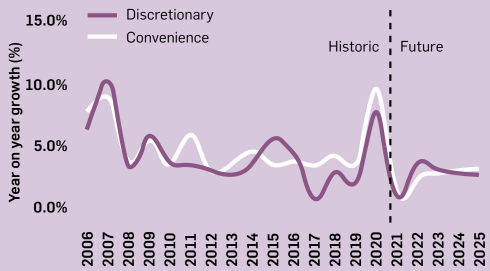
Year on Year Retail Spending Growth, Australia, Dec. 2006 – Dec. 2025 (Incl. GST & Inflated)



Source: ABS, Urbis

CHART 2

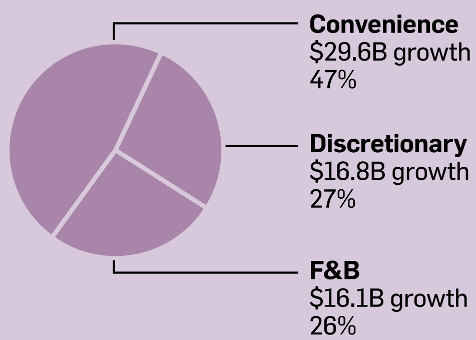
Year on Year Retail Spending Growth, Australia, Dec. 2006 – Dec. 2025 (Incl. GST & Inflated)



Source: ABS, Urbis

CHART 3

Forecast Spending Growth, December 2020 to December 2025 (Incl. GST & Inflated)



Source: Urbis

IMPACTS OF COVID-19 ON SPENDING

In the 12 months to December 2020, during the pandemic, retail spending growth was higher than at any time over the last ten years. This spending increase was evident in both convenience spending, +9.6% growth, and discretionary spending +7.7%. Spending on F&B decreased sharply, -13.3%, as restrictions on activity impacted eating out. (Chart 5)

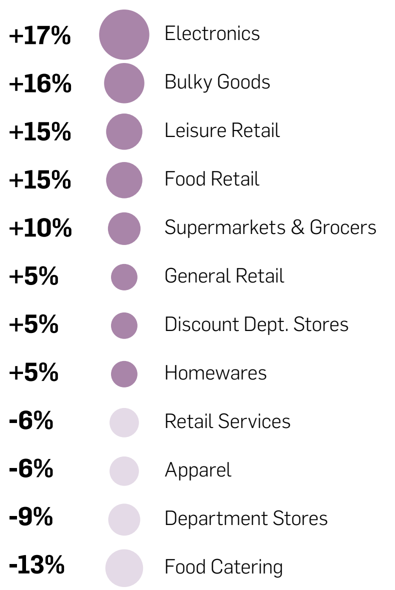
Despite initial concerns that COVID-19 were severely impact retail spending in Australia negatively, overall retail spending increased by $21 billion over the year, with an additional $19 billion of spending on convenience-oriented retail.

There were varied impacts on spending dependent on merchant category during the pandemic (Chart 4):

- Spending at Supermarkets and food retail (liquor) merchants increased, by 10% and 15% respectively due to decreased spend on eating out or takeaway and pandemic stockpiling.
- With limited avenues for discretionary spending on non-retail activities due to no overseas travel and curtailed entertainment options, spending on leisure retail (e.g. camping gear) and bulky goods increased dramatically.
- Electronics merchants benefited from high levels of spending in setting up home offices.

CHART 4

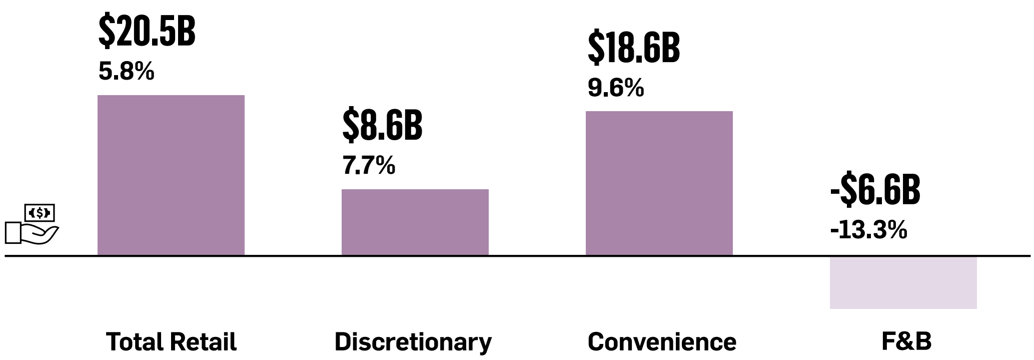
Pandemic Winners and Losers, % Change in Spending, December 2019 to December 2020



Source: Urbis

CHART 5

Change in Retail Spending ($B), December 2019 to December 2024 (Incl. GST and Inflated)



Source: ABS, Urbis

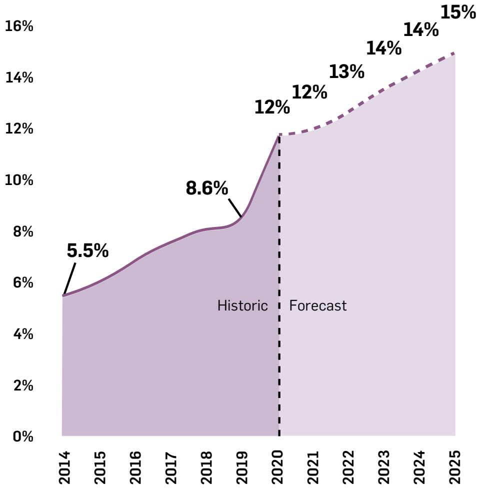
E-COMMERCE SPENDING

Commentary on the negative impacts of e-commerce to the health of the Australian retail market has often tended to be overstated. While e-commerce spending accelerated sharply during the pandemic, it remains a small component of overall spending.

- E-commerce as a share of retail spending increased from 8.6% December 2019 to ~12% in December 2020. (Chart 6)
- The growth in e-commerce spend is moderating as COVID-19 restrictions ease. Seasonally adjusted figures from the ABS report monthly e-commerce turnover peaking in August 2020. (See Chart 7)
- Due to the return of activity to shopping centres and physical retail, Urbis forecasts e-commerce as a share of total retail spending to remain relatively stable in 2021.
- Urbis forecasts e-commerce to increase to ~15% in 2025. This growth represents a significant acceleration of our pre-pandemic forecasts; however, it means that 85% of spending is still expected to be in physical stores in 2025.
- There is significant variation in online penetration rates by category. Food Retailing accounts for 43% of Retail Trade. NORSI estimated domestic online spend in Food & Grocery at $6.5 billion (only 4% of Retail Trade).

CHART 6:

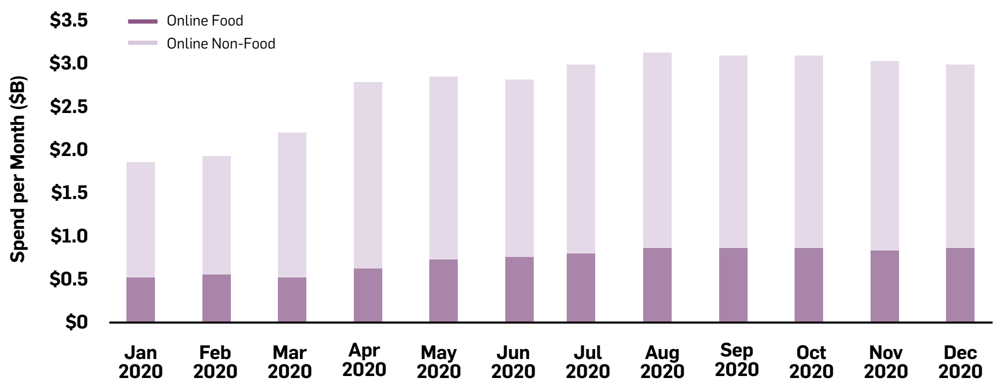
E-Commerce as a Share of Total Retail Spending, Dec. 2014 to Dec. 2025



Source: NORSI, Urbis

CHART 7

Monthly E-Commerce Turnover ($B) Seasonally Adjusted, 2020



Source: ABS, Urbis

IMPACTS OF E-COMMERCE SPENDING

The impact of e-commerce spending on physical retail is more nuanced than headline numbers.

- In the five years prior to the pandemic, 2014 to 2019, we estimate that the volume of e-commerce spending increased at around 13%, nearly 4.5 times faster than physical retail. Strong growth occurred off a low base. In volume terms, physical retail increased 3 times more than e-commerce spending and accounted for more than 75% of retail spending growth. (Chart 8)
- During the pandemic, these percentages are almost mirror images of each other, with e-commerce spending driving the majority of spending growth.
- Urbis forecasts that the five years post pandemic will see most spending growth revert to physical retail, albeit not at the rate it was prior to the pandemic.

There is significant nuance in how spending is distributed and attributed between physical retail and e-commerce:

- Not all growth in e-commerce spending is substitution. It also includes market stimulation driven by increased choice and convenience.
- E-commerce attracts greater usage for purchases in non-food categories than for food, which reflects the ease of buying non-perishable items online for which consumers are prepared to wait a day or more to receive.
- Given the size of the food sector within the retail market and low online penetration, e-commerce's share of the total market remains low

The role of the physical store is also changing as e-commerce expands. In addition to the traditional role as a point of sale for goods and services, stores are also:

- A point of distribution for e-commerce purchases (click and collect, ship from store and returns)
- Provide a showcase for, and support to, goods and services purchased online
- Building brand value through physical locations. Studies from the International Council of Shopping Centres have shown the net positive value to retailer's stores from an online presence and vice versa.

CHART 8

Contribution to Retail Spending Growth,
E-Commerce and Physical Retail (December 2014 to December 2025)

Source: Urbis

PANDEMIC PERFORMANCE BY ASSET CLASS AND LOCATION

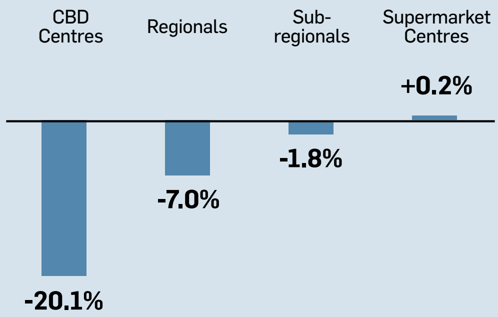
The impacts of COVID-19 on shopping centre turnover during the first months of the pandemic varied by asset class and location. In general, smaller centres with a focus on convenience retail performed better than larger centres with a significant apparel and discretionary offer.

The Urbis Shopping Centre Benchmarks outline the impacts of COVID-19 on turnover by asset class to June 2020. By comparing turnover trends prior to the pandemic with actual results Urbis has estimated the impact of COVID-19 on centre turnover as at June 2020.

- Convenience-oriented centres proved resilient to COVID-19 impacts. We estimate sub-regional centres experienced an impact of -1.8% to centre turnover and supermarket centres experienced a positive impact of +0.2%.
- Regional centres, which have more apparel and discretionary floorspace, experienced a larger turnover impact of -7.0%.
- CBD centres saw a high level of impact due to work from home restrictions and the tourism declines.
- The impacts to turnover in Victoria were significantly higher than in Queensland or New South Wales.
- The impacts to turnover in Victoria were significantly higher than in Queensland or New South Wales.

CHART 9

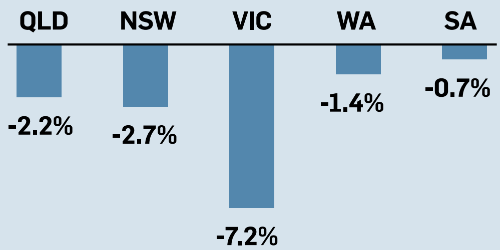
Impact of COVID-19 on Total Retail Turnover, By Asset Class, FY2020 (Incl. GST)



Source: 2020 Urbis Shopping Centre Benchmarks

CHART 10

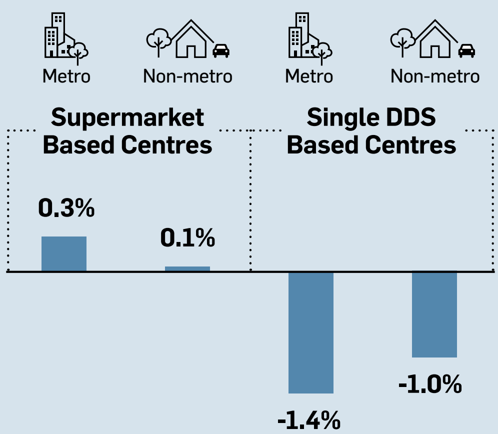
Impact of COVID-19 on Total Retail Turnover, By State FY2020 (Incl. GST & Excl. CBD Centres)



Source: 2020 Urbis Shopping Centre Benchmarks

CHART 11

Impact of COVID-19 on Total Retail Turnover, Metro / Non-Metro (Incl. GST)



Source: 2020 Urbis Shopping Centre Benchmarks

CENTRE COMPOSITION

The resilience in supermarket and single discount department store centres during the pandemic is a combination of:

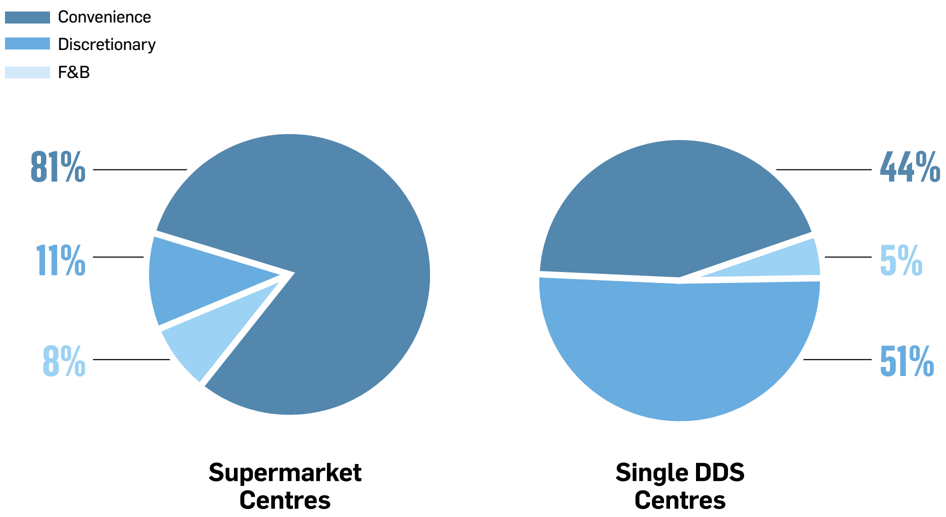
- Tenant mix alignment with spending growth.
- Higher levels of activity in local, convenience-oriented centres driven by strong retail spending growth on food and groceries. This has been assisted by more people working from home and diverting weekday spend from CBD locations

The share of floorspace by category within supermarket centres and single discount department centres are shown in Chart 12. Convenience retail accounts for more than 80% within supermarket centres and 44% of single discount department store-based centres.

- Merchants within the convenience category include supermarkets (spending up 10% during 2020), food retail including liquor (up 15%) and general retail (up 5%).
- Merchant categories which experienced a decline in spending during the pandemic, account for only 10-15% of turnover at supermarket centres and single discount department-based centres.

CHART 12

Share of Floorspace by Category, Supermarket and Single DDS Based Shopping Centres, June 2020



Source: 2020 Urbis Shopping Centre Benchmarks

RENTAL COMMENTARY AND CAP RATES

Urbis believes that the fundamentals to support sustainable rental growth in the medium term are favourable.

- The leasing environment has faced downward pressure, especially driven by impacts of COVID-19 over 2020.
- Rental levels at many centres have been reset over the past year and the possibility of negative leasing spreads coupled with positive turnover growth indicate the potential for occupancy cost ratios (OCRs) to decline in the short term.
- Rental increases are expected to become more sustainable following a period of network optimisation from national and regional chains in the short term..
- Retailers with strong physical store networks coupled with maturing omni-channel capabilities are expected to be stronger performers than SMEs in the medium term. This strength is expected to translate to a capacity to afford increasing rents.
- Coupled with the continued strength within the convenience retailer sector, it is expected that rental growth opportunities to be more pronounced within the neighbourhood sector.
- Following the slump experienced over the past year, Urbis forecasts a stabilisation in rents and OCRs in the short term followed by the potential for increases in rents coupled with a partial recovery of OCRs in the medium term.

Urbis has seen current investment metrics reflect the security within neighbourhood investment sector and the value add potential within the sub regional investment sector.

- Capitalisation rates for both prime grade neighbourhood and sub regional centres have generally seen a downward trajectory over the current investment cycle.
- Over the past two years neighbourhood centres have seen a distinction from sub regional assets with investors focused on long term covenants from major tenants and the security that they provide as a proportion of overall centre income. Neighbourhood centres typically have a higher proportion of turnover derived from supermarket sales compared to sub regional centres
- COVID-19 saw some turbulence in the investment market. Convenience-focus assets were far more resilient as investors focused on supermarket retailing and safety in national tenant covenants. Yields spreads are still considered to vary significantly from centre to centre but there was evidence of Cap Rates generally stabilising for prime assets during Q4 2020 and Q1 2021.
- The outward movement in Capitalisation Rates for non-core sub regionals gives rise to the potential for values to improve for these sub-regional centres based on improved trading conditions and consumer spending. Neighbourhood assets are expected to draw increasing investor focus underpinned by the sector's resilience at the consumer level.
- Investor sentiment is improving and have seen increasing levels of transactions in the last quarter of 2020. We expect this activity to continue as we move through 2021.
- The cost of capital remains very low and therefore investors chasing yield will be attracted to prime assets with robust income streams, high quality tenants and optimal retailer mix.

SUPERMARKET OVERVIEW

Supermarkets play a key role in anchoring most convenience-oriented shopping centres and precincts. Spending on supermarkets and grocers has consistently increased, in inflated terms, since 2005.

- In the 14 years between 2005 and 2019, Urbis estimates that supermarket spend per capita increased at an average annual rate of 3.0% per annum (in inflated dollars).
- In 2020 growth was a robust 8.5% per capita driven by increased spending on food and groceries during the initial stages of the pandemic.
- Following in the growth experienced during 2020, we forecast slower growth in the five years to 2025 (1.6% per annum) as spending normalises towards historical trend.

Supermarkets are expected to maintain their position as strong footfall generators in convenience-oriented centres.

Coles and Woolworths are the two largest supermarket operators in Australia. Both have benefited from an increase in spending during the pandemic. In recently released half-year results:

- Coles reported $17.8 billion in sales during 1H21, an increase of 7.3% from 1H20.
- Woolworths reported $23.4 billion in sales during 1H21, an increase of 10.6% from 1H20

Both Coles and Woolworths reported strong growth in e-commerce sales.

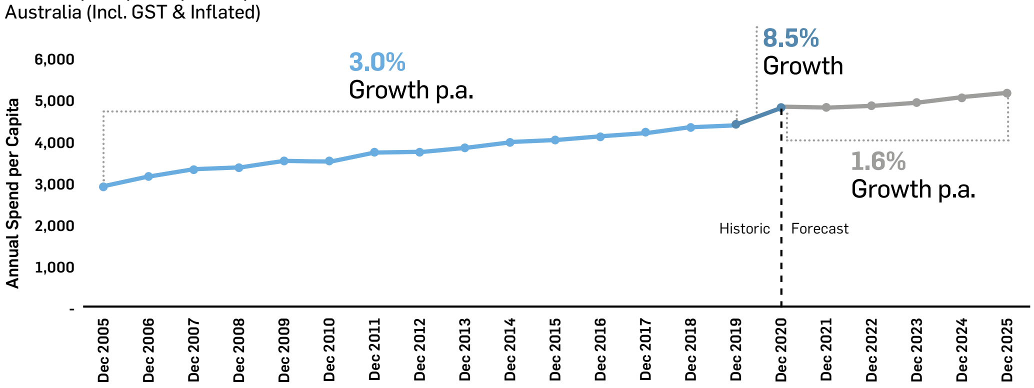
- Coles reported an estimated $1.0 billion in e-commerce sales in the six months (5.6% of sales) and Woolworths reported $1.8 billion in e-commerce sales (7.7%).
- As such, physical sales of the two chains were an estimated $38.4 billion (93% of sales).

Coles and Woolworths are pursuing differing online fulfilment strategies.

- Woolworths has announced a focus on smaller fulfilment centres and dark stores to supplement click and collect and delivery from store.
- Coles is investing in large, centralised distribution centres.
- While both strategies will increase e-commerce capacity, the vast majority of customers are expected to continue to shop in-store or collect from store in the short to medium term.

CHART 13

Annual Spend per Capita, Supermarkets & Grocers, Australia (Incl. GST & Inflated)



Source: Urbis

DISCOUNT DEPARTMENT STORE OVERVIEW

The outlook for discount department stores in Australia pre-pandemic was mixed with Target reporting declining sales and Big W announcing store closures. Moderate spending growth at discount department stores suggests that further store rationalisation is possible.

Big W announced around 30 store closures pre-pandemic. Wesfarmers have converted 12 Target stores to Kmart and 7 Target Country Stores to K Hub with planning for 19 additional large format conversions and 46 Target County conversions.

Prior to the pandemic, spend per capita growth at discount department stores had slowed from longer term trends.

- Spend per capita on discount department stores, including inflation, increased at 2.4% p.a. between 2005 and 2019; however, spending growth slowed to 1.7% per annum in between 2014 to 2019.
- During the pandemic, spend per capita at discount department stores increased 4.0%.
- We forecast a return to slower growth over the next five years, with spend per capita increasing at 0.7% p.a. between 2020 and 2025.

Revenue in the DDS sector actually increased during the pandemic:

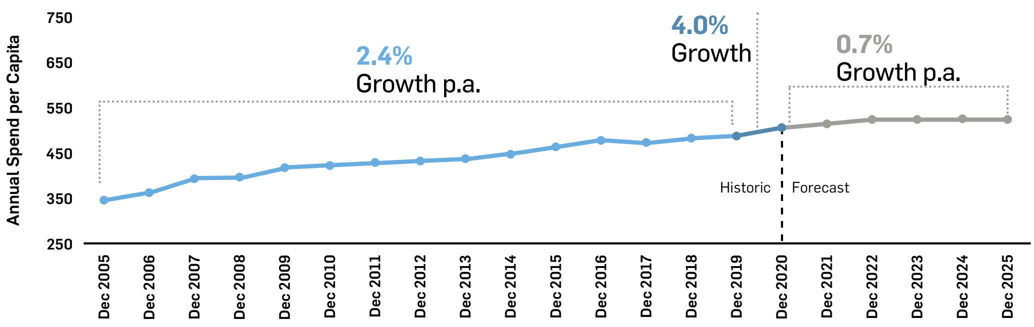
- Combined revenue for Target, Big W and Kmart increased 4.4% in FY2020 compared to FY2019.
- This increased revenue has coincided with significant investment in e-commerce capabilities that are expected to make the class more sustainable in the future.
- Online penetration at Target increased to 16% in the six months ending December 2020 and 9% at Kmart.
- We anticipate click and collect and ship from store to continue to be major distribution channels for all three operators in the future. The importance of a robust discount department stores network is important to maximise the potential from e-commerce.

While the trading environment for discount departments stores was subdued pre-pandemic, the combination of network optimisation, moderate spending growth and improved e-commerce and fulfilment bodes well for the future relevance of discount department stores in Australian retail. Convenience and value will play an increasing role in this relevance moving forward. These consumer drivers align well with neighbourhood centres.

Neighbourhood centres and convenience oriented sub-regional centres are expected to benefit from retail spending trends post-Covid in the short and medium term owing to their tenant mix and focus on local consumer needs.

CHART 14

Annual Spend per Capita, Discount Department Stores, Australia (Incl. GST & Inflated)



Source: Urbis

POST-PANDEMIC OUTLOOK

Retail spending grew sharply at an estimated 5.8% between 2019 and 2020. This growth was initially spurred by pandemic stockpiling followed by a redirection of household consumption towards discretionary retail.

Overall, supermarket centres and convenience-oriented sub-regional centres experienced lower impacts to trading levels than larger sub-regional centres and regional centres.

In a sense, supermarkets – and supermarket-based centres – cemented their role as essential community services during 2020, as the need for food and essential household items remains fundamental regardless of economic cycles or global shocks.

Centres that continue to align with consumer needs are expected to remain resilient in the short and medium term. We expect this to include centres that:

- Provide convenient and simple shopping trips
- Provide essential services to their local community

Key consumer trends pertaining to retail prior to the pandemic are expected to remain relevant in the future and include:

- Convenience
- Localisation
- Experience
- Self-Improvement & Well-Being
- Social & Environmental Consciousness

COVID-19 and the potential impact on data and information:

The data and information that informs and supports our opinions, estimates, surveys, forecasts, projections, conclusion, judgments, assumptions and recommendations contained in this report (Report Content) are predominantly generated over long periods, and is reflective of the circumstances applying in the past. Significant economic, health and other local and world events can, however, take a period of time for the market to absorb and to be reflected in such data and information. In many instances a change in market thinking and actual market conditions as at the date of this report may not be reflected in the data and information used to support the Report Content.

The recent international outbreak of the Novel Coronavirus (COVID-19), which the World Health Organisation declared a global health emergency in January 2020 and pandemic on 11 March 2020, has and continues to cause considerable business uncertainty which in turn materially impacts market conditions and the Australian and world economies more broadly.

The uncertainty has and is continuing to impact the Australian real estate market and business operations. The full extent of the impact on the real estate market and more broadly on the Australian economy and how long that impact will last is not known and it is not possible to accurately and definitively predict. Some business sectors, such as the retail, hotel and tourism sectors, have reported material impacts on trading performance. For example, Shopping Centre operators are reporting material reductions in foot traffic numbers, particularly in centres that ordinarily experience a high proportion of international visitors.

The data and information that informs and supports the Report Content is current as at the date of this report and (unless otherwise specifically stated in the Report) does not necessarily reflect the full impact of the COVID-19 Outbreak on the Australian economy, the asset(s) and any associated business operations to which the report relates. It is not possible to ascertain with certainty at this time how the market and the Australian economy more broadly will respond to this unprecedented event and the various programs and initiatives governments have adopted in attempting to address its impact. It is possible that the market conditions applying to the asset(s) and any associated business operations to which the report relates and the business sector to which they belong has been, and may be further, materially impacted by the COVID-19 Outbreak within a short space of time and that it will have a longer lasting impact than we have assumed. Clearly, the COVID-19 Outbreak is an important risk factor you must carefully consider when relying on the report and the Report Content.

Were we have sought to address the impact of the COVID-19 Outbreak in the Report, we have had to make estimates, assumptions, conclusions and judgements that (unless otherwise specifically stated in the Report) are not directly supported by available and reliable data and information. Any Report Content addressing the impact of the COVID-19 Outbreak on the asset(s) and any associated business operations to which the report relates or the Australian economy more broadly is (unless otherwise specifically stated in the Report) unsupported by specific and reliable data and information and must not be relied on.

To the maximum extent permitted by law, Urbis (its officers, employees and agents) expressly disclaim all liability and responsibility, whether direct or indirect, to any person (including the Instructing Party) in respect of any loss suffered or incurred as a result of the COVID-19 Outbreak materially impacting the Report Content, but only to the extent that such impact is not reflected in the data and information used to support the Report Content.

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5. Key people, corporate governance and benefits

5. Key people, corporate governance and benefits

5.1. Overview of the management of RAM Essential Services Property Fund

5.1.1. Responsible Entity

The Responsible Entity is a wholly owned subsidiary of RAM Group. The Responsible Entity has the responsibility for the governance and operation of the Fund. The Responsible Entity was incorporated as a subsidiary of the RAM Group on 13 November 2018. The Responsible Entity holds an AFSL with number 514484.

5.1.2. Managers

The Responsible Entity has appointed the Property Manager and Investment Manager to provide certain asset management, investment management, development management, leasing and property management services to the Fund under the Management Agreements. The Managers are also wholly owned subsidiaries of RAM Group. The Managers were both incorporated on 23 October 2020. Under the Constitution, the Responsible Entity is permitted to appoint a manager to manage the assets of the Fund, and the Responsible Entity is authorised to, and must, pay all fees and costs under the Management Agreements out of the Fund, subject to the provisions of the Constitution.

5.2. Board of the Responsible Entity and external management

5.2.1. Board of Directors

At Completion, the Board will comprise non-executive and executive Directors, and the majority of Directors will be considered independent for the purposes of the ASX Recommendations.

As the majority of the Board will comprise external Directors, the Responsible Entity is not required to establish a compliance committee for the purposes of the Corporations Act. At Completion, the Board will comprise the following Directors.

GREG MILES
Proposed Independent Non-Executive Director and Chairman

Greg has over 35 years of experience in property investment, development, asset and funds management. Greg has had an extensive background in retail, commercial and industrial assets over his career and has led teams to complete major transactions and many successful property developments.

Greg was Chief Operating Officer of Scentre Group until his retirement (2015-2019). Prior to this Greg was a part of Westfield Corporations Executive Leadership team and was President and Chief Operating Officer Westfield Group's US business (2012-2015).

Greg is currently a director of IP Generation Pty Ltd , an Advisory Board member of Till Payments Global Pty Ltd and was previously a director of the Shopping Centre Council of Australia.

MARIANNE PERKOVIC
Proposed Independent Non-Executive Director

Marianne has over 26 years of experience in executive roles and Board positions in the Banking and Financial Services industry in wealth management, financial advice and private banking across Australia, Hong Kong and Singapore.

Over the last decade, Marianne held a number of Executive General Manager positions with the Commonwealth Bank, including Private Bank, Wealth Management Advice and General Manager of Distribution at Colonial First State. Alongside her executive career she has also served as a director on a number of Boards, including subsidiaries of CBA, Trustee Boards and as a Committee Member for Non for Profit Organisations and Industry Associations.

Marianne currently is a non-executive director, of Commonwealth Private Limited, a wholly owned subsidiary of Commonwealth Bank of Australia; non-executive director of Alpha Vista financial Services Limited, a fintech asset management business and is an Audit and Risk Management Committee Member of Luminesce Alliance.

Marianne holds a Bachelor of Economics with a Business Law major from Macquarie University and a Master of Business Administration from the Macquarie Graduate School of Management, she is a Graduate of the Australian Institute of Company Directors and a member of Chief Executive Women.

5.2.1. *Board of Directors (continued)*

BRYCE MITCHELSON
Proposed Independent Non-Executive Director

Bryce is a well-known veteran in the property industry and has more than 30 years' experience in various capacities including valuing, transacting, investing and developing a broad range of property types including retail, office, industrial, residential, childcare and healthcare real estate in Australia.

In February 2019, Bryce retired from his role of managing director at Arena REIT Limited (ASX Code ARF), a social infrastructure property business he co-founded and listed some years earlier. For the five years until his retirement, Arena was the highest performing ASX300 A-REIT in the market.

Bryce holds a Bachelor of Economics (Accounting), Bachelor of Business (Property) and Graduate Diploma of Applied Finance and Investment.

SCOTT WEHL
Executive Director, Group CEO

Scott has over 23 years of experience in global wealth management and corporate banking working for top tier global banks in Australia, London and Hong Kong. Prior to founding Real Asset Management, Scott was a Managing Director and Head of Banking Products International for UBS Wealth Management ("UBS WM"), leading a team of 17 countries. Over his 13-year career with UBS WM, Scott held various roles including Head of Banking Products in the United Kingdom, and Head of Banking Products Asia Pacific.

Prior to joining UBS WM, Scott began his finance career in corporate banking with National Australia Bank in Brisbane, Australia.

Scott holds a Bachelor of Commerce from Griffith University Australia, and an Executive MBA jointly from Kellogg Business School and the Hong Kong University of Science and Technology.

SCOTT KELLY
Managing Director, CEO, Australia

Scott has over 28 years of experience in Global Wealth Management and Asset Management, working for top tier financial institutions in Australia and the United Kingdom.

Prior to joining Real Asset Management, Scott was managing director and Head of Investment Products and Services for UBS Wealth Management Australia. There he oversaw the entire product offering for Australia's premier wealth manager with $24 billion of assets under management. Scott has also held the position of national sales director for Macquarie Private Wealth Australia and, prior to this, Scott co-founded and was managing director of Corazon Capital (Jersey) Limited, a specialist wealth and asset management business based in Jersey.

Scott was also the Joint Head of Private Clients at Kleinwort Benson, after starting his financial career with Mercury Asset Management in London.

Scott holds a B.A. (Hons) degree in Business Management from the University of Leeds and is a Diploma Qualified Member of the Chartered Institute of Securities & Investment, UK.

SUZANNE HUTCHINSON
Director

Suzanne has worked in professional corporate services organisations for over 25 years, including Boeing and Accenture.

Suzanne has been part of the growth of Real Asset Management since its inception. Prior to this, Suzanne was a senior leader in HR across the Biarri group, a disruptor technology firm, for over 8 years. Suzanne holds a Bachelor of Information Technology from the University of Southern Queensland.

As at the date of this PDS, Suzanne Hutchinson is also a Director of the Responsible Entity. However she will retire as a Director upon Listing.

5.2.2. RAM Essential Services Property Fund management team

The Responsible Entity is supported by a management team with significant experience in asset and funds management and property investment and management. The key members of the management team are as follows:

SCOTT WEHL
Executive Director, Group CEO

See Section 5.2.1.

SCOTT KELLY
Managing Director, CEO, Australia

See Section 5.2.1.

5.2.1. Board of Directors (continued)

WILLIAM GRAY
Head of Real Estate

Will has over 20 years of experience in real estate markets including 13 years in institutional real estate funds management working for top tier domestic and global institutions.

Prior to joining Real Asset Management as Head of Real Estate, Will was a Fund Manager at LaSalle Investment Management for seven years overseeing numerous products including core, core plus, value-add and opportunistic property funds. In this leading role, Will worked across all functions from opportunity identification, acquisition due diligence and all treasury related matters to asset management, leasing and development management. Prior to joining LaSalle Investment Management, Will worked for Queensland Investment Corporation (QIC) as a portfolio analyst across QIC's two flagship wholesale funds (c.$13 billion in FUM) and also worked in a dual role in establishing and investigating new real estate business lines and opportunities in real estate markets. Will also gained extensive transactions experience prior to this in his role as a capital transactions executive at an ASX-listed investment trust.

Will holds a degree in Property Economics from the Queensland University of Science and Technology, and a Post Graduate Certificate in Applied Finance and Investment. Will is also a registered real estate agent and is a member of Large Format Retailers Association, the Property Council of Australia and the Urban Land Institute.

BEN BOCHOW
Chief Financial Officer (Real Estate)

Ben has over 16 years experience in real estate finance having worked for private equity institutions in Australia and the United Kingdom.

Prior to joining Real Asset Management, Ben was Assistant Vice President of Finance at Curzon Advisers in London. There he oversaw the accounting and operations functions for several real estate portfolios across Europe. Prior to Curzon Advisers, Ben was Head of Real Estate Finance at Cambridge Place Investment Management in London.

Ben holds a Bachelor of Commerce majoring in Accounting from Deakin University in Melbourne, a fellowship of the Association Charted Certified Accountants (FCCA) and is a Certified Practicing Account (CPA) in Australia.

DOUG RAPSON
Asset Management, director

Doug has over 10 years of experience in commercial real estate having previously worked for JLL (Jones Lang LaSalle) and Urbis.

Prior to joining Real Asset Management, Doug worked as a Senior Executive in Capital Markets – Retail Investments at JLL with direct involvement in more than $1.75 billion in real estate transactions including a number of record sales results for Queensland assets. Doug was also a Senior Consultant in the Strategic Consulting business at JLL and Consultant at property advisory firm Urbis. He specialised in development and infrastructure advisory, structured transactions and economic and financial modelling providing him with an exceptional understanding of property fundamentals, transaction structures and economic trends.

Doug holds a Bachelor of Commerce majoring in Finance and a Bachelor of Business Management majoring in Real Estate and Property Development from the University of Queensland.

SAM WOOD
Asset Management, associate director

Sam has over 14 years of experience in Commercial Real Estate having previously worked for CBIC (City of Brisbane Investment Corporation), Vicinity Centres and Urbis.

Prior to joining Real Asset Management, Sam was Portfolio Manager for CBIC overseeing the retail portfolio and heading up the fund and investment analytics function of the business. He worked across all facets including capital transactions, development, asset management, lending, research and fund analytics. Prior to joining CBIC, Sam was a Senior Property Analyst for Vicinity Shopping Centres, the second-largest retail landlord in Australia. He was responsible for delivering strategic advice to the development, leasing, capital transaction and shopping centre management teams across the 100-centre national portfolio. Sam was also previously an Associate Director for advisory firm Urbis, specialising in retail shopping centre and mixed use development strategy. Sam managed the delivery of over 200 projects across the private and public sectors.

Sam holds a Bachelor of Business management majoring in Real Estate and Property Development from the University of Queensland.

5. Key people, corporate governance and benefits

5.3. Environmental, Social and Governance ("ESG") policy

A proactive and transparent approach to ESG is linked to value creation and the Fund is committed to making a positive contribution to the communities in which it operates.

RAM Group is committed to integrating the below ESG considerations into the Fund's operations and investment strategies.

SUSTAINABILITY RATING

Ensuring assets are benchmarked by National Australian Built Environment Rating System (NABERS)

ENERGY EFFICIENCY

Increasing implementation of energy efficient products, renewable energy and minimisation of waste generation

ECONOMIC DEVELOPMENT

Engaging and providing growth opportunities for metropolitan, regional, and/or rural locations and communities

DUE DILIGENCE

Conducting thorough due diligence on all key counterparties to ensure compatibility with RAM ESG standards

When managing and operating Properties, the labour standards the Fund applies are:

- all Properties are to be maintained in a safe condition at all times;
- employment is to be provided consistent with Australian law; and
- all work performed on Properties, either directly or via contractors, must comply with Australian Law, which ensures equal remuneration, non-discrimination, freedom of association and protection against unfair dismissal.

Sustainability reporting will be formalised and progressed in line with industry best practice and an ESG working group has been established to coordinate and direct the Fund's priorities in this area.

Good governance, social responsibility and sustainability are key pillars of RAM's culture, evidenced by the below initiatives:

FINANCIAL SERVICES COUNCIL

RAM is a member of the Financial Services Council (FSC). The FSC promotes best practice for the financial services industry by setting mandatory Standards for its members and providing Guidance Notes to assist in operational efficiency.

The FSC is engaged in advocacy concerning the development of the social, economic and regulatory framework in which its members operate, thereby helping them to better serve their clients and customers.

REAL GIVING

With the full commitment of the RAM Board, the Real Giving Programme encourages and promotes our combined generosity towards issues of social and environmental importance to our communities.

The programme runs to the Australian financial year, with the goal of donating at least 1% of our profits to a range of charitable organisations. It also provides volunteer time and donations matching initiatives to support our team's wide charitable interests.

WORKPLACE GENDER EQUALITY AGENCY

RAM has been recognised for its commitment to closing the gender pay gap. Scott Kelly - CEO Australia, has been appointed as a Pay Equity Ambassador by Workplace Gender Equality Agency (WEGA) after he voluntarily signed up for its program which encourages equal pay across workplaces in a range of sectors.

WGEA is an Australian Government statutory agency that promotes and improves workplace gender equality.

ONE MILLION DONORS

RAM supports the One Million Donors programme and is a certified Workplace Giving Supporter.

The programme was developed by Workplace Giving Australia, with the goal to see one million Australians making donations to charity direct from their pay – with this cost effective approach to fundraising having the potential to transform the giving landscape in Australia.

RESPONSIBLE

RAM is a member of the Responsible Investment Association Australasia (RIAA). RIAA champions responsible investing and a sustainable financial system in Australia and New Zealand and dedicated to ensuring capital is aligned with achieving a healthy society, environment, and economy.

With over 400 members who collectively managing more than $9 trillion in assets globally, RIAA is the largest and most active network of people and organisations engaged in responsible, ethical and impact investing across Australia and New Zealand.

5.4. Ongoing relationship between RAM Group and the Fund

As described in this PDS, a number of agreements have been entered into between the Fund and members of RAM Group. RAM Group will maintain an ongoing relationship with the Fund in the following manner:

- the Responsible Entity is a member of RAM Group and as such, RAM Group retains the right to appoint (and replace) all Directors on the Board of the Responsible Entity;
- two of the Directors of the Responsible Entity are also directors of certain RAM Group entities;
- the outgoing Director Suzanne Hutchinson, who will retire upon Listing, and will continue to be a director of certain RAM Group entities;
- the Managers are members of RAM Group; and
- RAM Group and RAM Group managed funds intend to maintain a Relevant Interest in the Fund of approximately 30% of Securities on issue.

Certain expenses of the Responsible Entity and the Managers will also be reimbursed from assets of the Fund, pursuant to the Constitution and the Management Agreements. Further detail regarding the key terms of these agreements is contained in Section 13. In addition, fees and expenses payable to the Responsible Entity and the Investment Manager under the Constitution or the Investment Management Agreements may in certain circumstances be satisfied by the issue of Securities.

Related party transactions carry a risk that they could be assessed and monitored less rigorously than arm's length third party transactions. It is important for Securityholders to be able to assess whether the Responsible Entity takes an appropriate approach to related party transactions. Refer to Section 5.7 below for details on the Fund's Conflicts of Interest and Related Party Policy and the procedures it has in place to manage conflicts of interest and related party transactions following Completion.

5.5. Interests and benefits of Directors

5.5.1. Directors' interests

The Directors (and their associates) can apply for Securities under the Offer.

A summary of Board personal Securityholdings following Completion, including additional Securities which the Board are proposing to acquire under the Offer, is provided below.

Table 5: Directors' Securityholdings

	Interest in Securities (including Securities proposed to be acquired under the Offer)
Directors	
Greg Miles	150,000
Marianne Perkovic	100,000
Bryce Mitchelson	150,000
Scott Wehl	200,000
Scott Kelly	100,000
Suzanne Hutchinson[1]	0
Total Directors	**700,000**

Note:
1. Suzanne Hutchinson will retire upon Listing.

The Securities to be acquired by Directors under the Offer may be held directly or indirectly through other holdings by companies or trusts.

5.5.2. Remuneration and related arrangements

5.5.2.1. Directors

Under the Constitution, the Responsible Entity is entitled to be indemnified out of the Fund for costs incurred in relation to the proper performance of its duties. The Responsible Entity's practice is to reimburse the Directors' fees and expenses for independent, non-executive Directors only out of the Fund. This is limited to the reimbursement of reasonable expenses incurred by such persons for the purposes of attending Board meetings and the appropriate Directors' fees, unless the Responsible Entity determines otherwise.

As at the PDS Date, the annual independent non-executive Chairman fees agreed to be paid out of the Fund the proposed independent non-executive Chairman (Greg Miles) to 30 June 2022 with effect from Listing is $150,000 per annum. The annual non-executive Directors' fees agreed to be paid out of the Fund to each of the proposed Directors (Marianne Perkovic and Bryce Mitchelson) with effect from Listing is $100,000 per annum.

5.5.2.2. Management

No fees or salaries are paid by the Fund to the Directors, officers or employees of the Managers. Unless disclosed elsewhere in this PDS, no officer of the Managers currently has or has had any material beneficial interest, either direct or indirect, in the promotion of the Fund and in any property acquired or proposed to be acquired by the Fund, or any other similar transaction.

5.6. Custodian

The Custodian is Mainstream Fund Services Pty Limited (ACN 118 902 891). The Responsible Entity has entered into the Custody Deed with the Custodian, under which the Custodian has agreed to hold the assets of the Fund that are transferred or delivered to the Custodian on behalf of the Responsible Entity. A summary of the key terms of the Custody Deed is set out in Section 13.6 of this PDS.

5.7. Corporate Governance

The Responsible Entity recognises the importance of strong corporate governance and is committed to a high standard of both corporate governance and compliance. The Responsible Entity will determine the appropriate governance arrangements for the Fund, having regard to market practice, the ASX Recommendations and ensuring that there are adequate arrangements to manage potential conflicts. The corporate governance arrangements established by the Responsible Entity will be continually monitored in order to ensure that they remain effective and appropriate for the Fund.

The key corporate governance policies and practices that will be adopted by the Responsible Entity in respect of the Fund from Completion are summarised below. The Board of the Responsible Entity has been appointed by RAM Group to monitor the governance, operational and financial position and performance of the Fund.

The Board seeks to ensure that the Fund is properly managed to protect and enhance Securityholders' interests, and that the Responsible Entity, its Directors, officers and employees operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Fund, including adopting relevant internal controls, risk management processes and corporate governance policies and practices that it believes are appropriate for the operation of the Fund and that are designed to promote the responsible management and conduct of the Fund.

5.7.1. ASX Corporate Governance Principles and Recommendations

The ASX Corporate Governance Council has developed the ASX Corporate Governance Principles and Recommendations 4th edition ("ASX Recommendations") for ASX-listed entities to promote investor confidence and assist companies in meeting stakeholder expectations. The ASX Recommendations are not prescriptive, but have provided guidelines against which entities have to report on an "if not, why not" basis.

The Board of the Responsible Entity has adopted policies recommended by the ASX Recommendations, to the extent that they are applicable to an externally managed listed entity. Under the Listing Rules, the Fund will be required to disclose the extent of its compliance with the ASX Recommendations for each reporting period. Where the Fund has not followed an ASX Recommendation, it will be required to identify the recommendation that has not been followed and give reasons for not following it. The Fund must also explain what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

The Fund intends to comply with all of the applicable ASX Recommendations from the time of Completion, including as they relate to the composition and operation of the Board and the Audit and Risk Committee. The Fund will also disclose, in the annual report, the extent of its compliance with the ASX Recommendations.

5.7.2. *Board composition and independence*

At Completion, the Board will comprise Non-Executive Directors, and the majority of Directors will be considered independent for the purposes of the ASX Recommendations. Greg Miles, Marianne Perkovic and Bryce Mitchelson are considered independent Directors. Detailed biographies of the Board members are provided in Section 5.2.1. The intention of RAM Group is that the Board of the Responsible Entity remains majority independent.

The Board Charter (as summarised in Section 5.7.3) sets out guidelines to assist in considering the independence of Directors and has adopted a definition of independence that is based on that set out in the ASX Recommendations. In general, Directors will be considered to be independent if they meet those guidelines.

The Board is responsible for the overall governance of the Responsible Entity. The Board considers issues of substance affecting the Responsible Entity, with advice from external advisers as required. Each Director must bring an independent view and judgement to the Board and must declare all actual or potential conflicts of interest on an ongoing basis. Any issue concerning a Director's ability to properly act as a Director must be discussed at a Board meeting as soon as practicable, and a Director must not participate in discussion or resolutions pertaining to any matter for which the Director has a material personal interest.

5.7.3. *Board charter*

The Board has adopted a written charter to provide a framework for the effective operation of the Board, including in its capacity as the Responsible Entity of the Fund. The Charter sets out the Board composition, the Board's role and responsibilities, the relationship and interaction between the Board and management and the authority delegated by the Board to management and Board committees.

The key functions of the Board include:

- contributing to and approving the management development of strategy for the Fund, including setting performance objectives and approving operating budgets;
- monitoring performance and implementation of strategy and policy for the Fund;
- reviewing, ratifying and monitoring systems of risk management and internal control, and ethical and legal compliance;
- approving operating budgets, major capital expenditure, acquisitions and divestitures, and monitoring capital management;
- approving any transactions or matters in excess of authority levels delegated to the management;
- monitoring and reviewing management processes aimed at ensuring the integrity of financial and other reporting;
- ensuring compliance with financial reporting requirements;
- approving the payment of Distributions to Securityholders in accordance with the Constitution;
- developing and reviewing corporate governance principles and policies;
- monitoring the performance of all services providers to the Fund;
- ensuring appropriate responses to investor complaints; and
- considering key risks for the fund and mitigation strategies to protect investor interests.

The management function is conducted by the Managers as directed by the Board and in accordance with the Management Agreements. The Managers must supply the Board information in a form, timeframe and quality that will enable the Board to discharge its duties effectively. The Board collectively, and any Director individually, may seek independent professional advice at the Responsible Entity's expense, following consultation with the Chairman or the Board, with the advice being made available to the Board as a whole.

The Board retains oversight over all aspects of the Fund business and affairs.

5.7.4. Board committees

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Committee. Membership of Board committees is based on the needs of the Fund, relevant legislation, regulatory and other requirements, and the skills and experience of Board members.

Committee	Overview	Proposed members
Audit and Risk Committee	The Audit and Risk Committee assists the Board to carry out its accounting, auditing and financial reporting responsibilities, including with respect to the oversight of, among other things: • the reliability and integrity of the Fund's financial management, application of accounting policies, financial reporting systems and processes; • the appointment, remuneration, independence and competence of the Fund's external auditors; • the performance of the external audit functions and review of their audits; • the accounting judgements exercised by management in preparing the Fund's financial statements; • management's performance against the Fund's risk management framework; • the implementation and effectiveness of the Fund's system of risk management and internal controls; • the Fund's systems and procedures for compliance with applicable legal and regulatory requirements; and • the Fund's taxation risk management, financial risk management, business policies and practices, and risks associated with transactions of a strategic or routine nature.	Marianne Perkovic (Chair); Greg Miles; and Bryce Mitchelson.
Remuneration Committee	Recommendations 8.1-8.3, requiring the board of a listed entity to have a remuneration committee and relevant policies, do not apply to externally managed trusts, such as the Fund. Alternative to Recommendations 8.1-8.3, externally managed trusts are recommended to clearly disclose the terms governing the remuneration of the manager. Please refer to Sections 12 and 13 for a summary of the amount and composition of fees payable to the Managers.The remuneration of the proposed independent, Non-Executive Directors (comprising Greg Miles, Marianne Perkovic and Bryce Mitchelson upon Listing) is determined by the Board; details of which are set out in Section 5.5.2.1 of this PDS. Management are employed or engaged by RAM Group members and not by the Responsible Entity. Accordingly, their remuneration is determined by the relevant employing entity within RAM Group.	Not applicable

5.7.5. Corporate governance policies

The Board has adopted the following corporate governance policies, each having been prepared having regard to the ASX recommendations and which will be available on the Fund website at www.ramgroup.com/investment-offering/ram-essential-services-property-fund.

5.7.5.1. Code of Conduct

The Responsible Entity recognises the need to observe the highest standards of corporate practice and business conduct. Accordingly, the Board has adopted a formal Code of Conduct, which is followed by all Directors, as well as all other officers and employees of the Managers, and all other persons that act on behalf of the Fund.

The Code of Conduct is designed to provide a benchmark of professional behaviour throughout the Fund, support its business reputation and corporate image within the communities and make Directors and employees and officers of the Managers aware of the consequences if they breach the policy.

5.7.5.2. Securities Trading Policy

The Responsible Entity has adopted a trading policy to regulate dealings in Securities. The policy explains the type of conduct that is prohibited under the Corporations Act and other laws applicable to the Responsible Entity and the Fund. The policy also establishes a best practice procedure in relation to dealings in Securities by Directors, employees and officers of the Managers and their associates.

The policy sets out the restrictions that apply to such dealings including the "prohibited periods", during which certain persons are generally not permitted to deal in Securities along with a procedure under which certain persons are required to submit prior notification and obtain written confirmation prior to dealings outside those "prohibited periods".

5.7.5.3. Communication and Continuous Disclosure Policy

Once the Fund is listed on the ASX, the Responsible Entity will be required to comply with the continuous disclosure requirements of the Listing Rules, in addition to those disclosure requirements which the Responsible Entity is currently subjected to under applicable law. Subject to the exceptions contained in the Listing Rules, the Responsible Entity will be required to disclose to the ASX any information concerning the Fund which is not generally available and which a reasonable person would expect to have a material effect on the price or value of Securities.

The Responsible Entity is committed to observing its continuous disclosure obligations. The Communication and Continuous Disclosure Policy ensures that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

The Responsible Entity also aims to ensure that Securityholders are provided with sufficient information to assess the performance of the Fund and that they are informed of all major developments affecting the state of affairs of the Fund in accordance with all applicable laws.

All announcements made to the market, including half-year and annual financial results, will be posted on the Fund's website www.ramgroup.com/investment-offering/ram-essential-services-property-fund as soon as they have been released by the Responsible Entity on the ASX. The full text of all notices of meetings and explanatory material, annual reports and copies of all investor presentations made to analysts and media briefings will be posted on the Fund's website.

5.7.5.4. Whistleblower Policy

The Board has adopted a Whistleblower Policy, which encourages the reporting of suspected unethical, illegal, fraudulent, corrupt or dishonest conduct and provides that those who report may do so with confidence and without fear of intimidation, ramifications or adverse consequences. Reportable conduct under the Whistleblower Policy includes (but is not limited to):

- dishonest, corrupt, fraudulent or unlawful conduct or practices, including bribery;
- financial irregularities;
- unfair, dishonest or unethical dealings with a customer or third party; and
- unethical or serious improper conduct including breaches of any legal or regulatory obligations.

The Whistleblower Policy ensures protection over whistleblowers by allowing for anonymous reports to be made, protecting confidentiality of the whistleblowers and not tolerating any detriment caused or threatened to be caused against any person who has made or who is believed to have made a report regarding the reportable conduct.

5.7.5.5. Anti-Bribery and Corruption Policy

The Board has adopted an Anti-Bribery and Corruption Compliance Policy to demonstrate its commitment to conducting its business and operations with honesty, integrity and the highest standards of personal and professional ethical behaviour, complementing its Code of Conduct. All employees, officers, Directors and agents acting for, or representing the Responsible Entity (including officers and employees of the Managers), in all their dealings including (but not limited to) interactions with customers, retailers, local authorities, government bodies, subcontractors or service providers must not either directly or indirectly:

- offer, promise, give, solicit or accept any bribe or facilitation payments;
- falsify any books, record or accounts relating to the Fund;
- offer to provide gifts, hospitality or any other benefit to public officials without prior approval of the Compliance Manager of the Fund;
- make any political or charitable donations on behalf of the Fund which are or could be perceived to be a bribe;
- engage with or deal with third parties or agents acting for or representing the Fund such as giving secret commissions; and
- cause, authorise or wilfully ignore any conduct that is believed or suspected to be contrary to this policy or anti-corruption laws, or to aid or abet such conduct.

5.7.5.6. Conflicts of Interest and Related Party Transactions Policy

The Responsible Entity has obligations under the Corporations Act and the Listing Rules to have in place adequate arrangements to identify and manage conflicts of interest or duty and related party transactions. Given the relationships between the Fund and RAM Group, the Responsible Entity has adopted the RAM Group Donflicts of Interest and Related Party Transactions Policy to ensure there are adequate arrangements to identify and manage conflicts of interest or duty and related party transactions. In relation to related party transactions, the key elements of the policy include the following:

- the Board will ensure transactions or agreements for services between related companies are conducted on an at arm's length basis (or as the Corporations Act otherwise allows), are in the best interests of Securityholders and otherwise comply with the law;
- the Board will obtain external legal advice if best interest cannot be determined, including checking to ensure procedures are consistent with the FSC Standard on Related Party Transactions;
- all related party transactions are subject to the External Service Provider selection process, all related parties are recorded in the Related Parties Register, and all conflicts of interest and related party transactions are reported in the Conflicts of Interest and Related Parties Transaction Register; and
- all related party transactions are approved by the Board and disclosed to the investors.

In relation to conflicts of interest, the policy aims to

- control, disclose, and, as necessary avoid conflicts of interest that could be detrimental to investor's interests;
- establish and maintain processes and procedures to:
  – identify conflicts of interest;
  – assess and evaluate those conflicts;
  – appropriately respond to those conflicts; and
  – ensure that, regardless of any conflicts, the financial services provided by the licensee or its representative are provided efficiently, honestly and fairly;
- ensure information flows between related companies are appropriately protected; and
- maintain records of the monitoring of the compliance with the policy.

All entities in the RAM Group are required to adhere to the Conflicts of Interests and Related Party Transactions Policy.

6. Financial Information

6. Financial Information

6.1. Overview

The Financial Information contained in this Section has been prepared by the Responsible Entity and comprises:

- the pro forma forecast consolidated income statements for the period from Allotment to 30 June 2022 as set out in Section 6.3.1 (the "Pro Forma Forecast Consolidated Income Statements");
- the pro forma forecast consolidated distribution statements for the period from Allotment to 30 June 2022 (the "Pro Forma Forecast Consolidated Distribution Statements") as set out in Section 6.3.2;
- the statutory forecast consolidated income statements for the period from Allotment to 30 June 2022 as set out in Section 6.3.3 (the "Statutory Forecast Consolidated Income Statements");

collectively referred to as the "Forecast Financial Information"; and

- the pro forma consolidated statement of financial position at Allotment as set out in Section 6.4 (the "Pro Forma Consolidated Statement of Financial Position").

The Forecast Financial Information and Pro Forma Consolidated Statements of Financial Position together constitute the "Financial Information".

Also summarised in this section are:

- the basis of preparation and presentation of the Financial Information including a description of non-International Financial Reporting Standards ("non-IFRS") measures used in the PDS, as set out in Section 6.2;
- the Directors' forecast assumptions underlying the Forecast Financial Information, as set out in Section 6.5;
- the key sensitivities in respect of the Forecast Financial Information, as set out in Section 6.6;
- the Fund's Valuation policy and Distribution policy, as set out in Sections 6.7 and 6.8 respectively;
- a description of the significant accounting policies of the Fund as set out in Section 6.10; and
- information on the Fund's working capital, as set out in Section 6.11.

The Financial Information has been reviewed by PKF Australia in accordance with the Australian Standard on Assurance Engagements ("ASAE") 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*, as per its Investigating Accountant's Report in Section 9. Investors should note the scope and limitations of the Investigating Accountant's Report.

The Fund will operate on a financial year ending 30 June. All amounts disclosed in this Section are presented in Australian dollars, and unless otherwise noted are rounded to the nearest $0.1 million. Figures in the PDS may be subject to rounding adjustments causing discrepancies in totals, sum of components and percentage calculations.

The Financial Information provided in this Section should be read in conjunction with the other information provided in this PDS.

6.2. Basis of preparation and presentation of financial information

The presentation of the Financial Information has been prepared by the Responsible Entity and is intended to explain the Forecast Financial Information together with the Pro Forma Consolidated Statement of Financial Position.

The Financial Information is in accordance with Australian Accounting Standards ("AAS") measurement principles determined by the Australian Accounting Standards Board ("AASB"). AAS recognises and ensures compliance with International Financial Reporting Standards (IFRS) issued by the International Accounting Standards Board, and the Fund's accounting policies. The significant accounting policies adopted by the Fund are set out in Section 6.10.

The Financial Information is presented in an abbreviated form and does not contain all of the presentation and disclosures, statements or comparative information required by AAS and the Corporations Act for annual general purpose financial reports.

In the Stapling of the Stapled Entities, RARPF has been deemed to be the acquirer of the other Stapled Entities in accordance with AASB 3 *Business Combinations*. RARPF was established and has operated in its own right as an unlisted real estate property fund since 28 September 2016. As RARPF has been identified as the parent entity in relation to the Stapling, the consolidated financial statements of the Fund will be prepared as a continuation of the consolidated financial statements of RARPF. RARPF, as the deemed acquirer, will consider all the entities as a consolidated group as at Completion.

No consolidated historical financial statements or predecessors accounts of the Fund exist as the constituent trusts reported and operated separately prior to their Stapling. RARPF and RAMPF will only be stapled to form the Fund on the Allotment Date. Additionally, no pro forma historical consolidated financial information have been included in this PDS as this would require substantial adjustments and the Directors believe that the provision of this financial information would not be relevant and meaningful to potential investors.

6.2.1. Preparation of the Forecast Financial Information

As the Fund was not a legal group structure prior to Stapling, the Forecast Financial Information has been forecasted on a pro forma basis.

The Forecast Financial Information has been prepared and presented by the Directors considering present economic and operating conditions to determine the forecast assumptions as set out in Section 6.5.

The Directors at the time of preparing this PDS believe the forecast assumptions to be reasonable, when taken as a whole. This information is not fact and investors are cautioned not to place undue reliance on the Forecast Financial Information. The forecast assumptions serve to assist investors in determining the reasonableness and likelihood of the assumptions occurring, and the Forecast Financial Information is not intended to be a representation that the assumptions will occur.

Investors should be aware that any changes to the assumptions that form the basis of the Forecast Financial Information may materially impact the actual financial performance of the Fund. Accordingly, none of the Directors, management of the Responsible Entity or any other person can provide investors with any certainty that the outcomes discussed in the Forecast Financial Information will arise.

Investors are advised to review the Forecast Financial Information in conjunction with the Directors' assumptions set out in Section 6.5, the sensitivity analysis set out in Section 6.6, risk factors as set out in Section 7 and other information set out in this PDS.

The forecast consolidated income statements have been prepared and presented on both a pro forma and statutory basis:

- the Pro Forma Forecast Consolidated Income Statements reflect the forecast operations of the Fund from Allotment to 30 June 2022; and
- the Statutory Forecast Consolidated Income Statement from Allotment to 30 June 2022 has been prepared on a consistent basis with the Pro Forma Forecast Consolidated Income Statement, and includes the transaction costs associated with the Offer which are not reflected in the Pro Forma Forecast Consolidated Income Statements.

The Forecast Financial Information does not account for any potential fair value adjustments to investment properties, derivative financial instruments or other financial assets which may be recognised in the income statement. The inability to reliably derive the value of such adjustments in the Forecast Period is the cause of the exemption.

The Pro Forma Forecast Distribution Statements have been determined by adjusting the Pro Forma Forecast Consolidated Income Statement net profit for:

- non-cash items: such as straight-lining of rental income, the amortisation of lease incentives and upfront debt costs; and
- non-recurring items: such as Transaction Costs and other one-off items.

The resulting measure is termed Funds From Operations ("FFO"), being the Directors' measure of the periodic amount available for distribution, which differs from net profit as determined in accordance with Australian Accounting Standards.

6.2.2. *Preparation of the Pro Forma Consolidated Statement of Financial Position*

The Pro Forma Consolidated Statement of Financial Position has been prepared for the sole purpose of inclusion in this PDS.

The Pro Forma Consolidated Statement of Financial Position of the Fund as at Allotment is based on the financial information of the two Stapled Entities after adjusting for certain pro forma transactions and other adjustments to reflect the impact of the Offer. The pro forma transactions and other adjustments include:

- the Stapling of the trusts as a business combination event in accordance with AASB 3 *Business Combinations*;
- the recognition of investment properties in the Fund's Portfolio based on the Independent Valuations described in Section 10; and
- the Offer, including the payment of cash consideration to Existing Securityholders who elected to receive cash for their securities, funding the acquisitions of Additional Properties in Section 6.5.2, partial repayment of existing bank debt in the Stapled Entities and payment of Transaction Costs.

The Pro Forma Consolidated Statements of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Fund's future financial position.

6.2.3. *Explanation of certain non-IRFS financial measures*

The Fund will use certain measures to manage and report on its operations that are not recognised under IFRS and AAS. These measures are referred to as "non-IFRS financial measures". These non-IFRS financial measures are not prescribed under AAS or IRFS and therefore may not be directly comparable to similarly titled measures presented by other entities.

Because non-IFRS financial measures are not defined by the recognised body of accounting standards, they do not have a prescribed meaning and the way that the Fund calculates them may be different to the way that other companies calculate similarly-titled measures.

The principal non-IFRS financial measures that are referred to in this PDS are as follows:

- FFO calculated in accordance with the Property Council Guidelines, representing net profit adjusted for Transaction Costs and non-cash accounting adjustments such as straight-lining of rental income, amortisation of lease incentives, amortisation of upfront debt costs and other one-off items;
- Distribution which represents the amount of FFO forecast by the Directors to be available for distribution to Securityholders in the period from Allotment to 30 June 2022;
- FFO Yield which represents the annualised rate of return derived by dividing the FFO per Security by the Offer Price; and
- Distribution Yield which represents the annualised rate of return derived by dividing the Distribution per Security by the Offer Price.

6.3. Forecast Financial Information

This section contains the Pro Forma Forecast Consolidated Income Statements and the Statutory Forecast Consolidated Income Statements of the Fund.

This section should be considered in conjunction with the basis of preparation and presentation of the Financial Information set out in Section 6.2.

6.3.1. Pro Forma Forecast Consolidated Income Statements

The table below sets out the Pro Forma Forecast Consolidated Income Statements of the Fund for the period from Allotment to 30 June 2022.

($m)	Allotment to 30 June 2022[1]
Net property income	27.2
Straight-lining of rental income[2]	(0.9)
Other income	0.0
Total revenue	26.3
Management fees	(3.4)
Corporate costs	(1.1)
Finance costs[3]	(3.8)
Total expenses	(8.3)
Net profit[4]	18.0

Notes:
1. The Pro Forma Forecast Consolidated Income Statements have been prepared on the basis that the Offer has been implemented on the Allotment Date, being 22 October 2021.
2. A straight-line lease adjustment is provided in relation to future fixed rental increases to reflect rental income on a straight-line basis over the term of the lease.
3. Includes margin on drawn amounts, line fees, hedge cost and amortisation of capitalised borrowing costs. Refer to Section 2.6 for detail on the Fund's financing arrangements.
4. Net profit excludes fair value adjustments in respect of investment properties and other financial assets, such as interest rate swaps as the Directors do not believe that they can be reliably estimated.

6.3.2. *Pro Forma Forecast Consolidated Distribution Statements*

Distributions are intended to be paid on a quarterly basis. the Fund will target distributing 90% to 100% of its FFO. The Directors of the Responsible Entity retain the discretion to amend the Distribution policy.

The table below provides a reconciliation from the pro forma forecast consolidated net profit (excluding Transaction Costs) to FFO for the period from Allotment to 30 June 2022. As set out in the table below, the Fund forecasts:

- FFO of 4.1 cents per Security and Distributions of 3.9 cents per Security for the period from Allotment to 30 June 2022.

($m)	Allotment to 30 June 2022[1]
Net profit	18.0
Straight-lining of rental income[2]	0.9
Amortisation of upfront debt costs	0.5
Amortisation of incentives	1.8
FFO	21.3
Distribution	20.4
Securities on issue (millions)	521.1
FFO per Security (cents)	4.1
Distribution per Security (cents)[3]	3.9
Annualised FFO Yield	5.9%
Annualised Distribution Yield[4]	5.7%
Payout ratio (Distribution/FFO)[5]	96.0%

Notes:
1. The Pro Forma Forecast Consolidated Income Statements have been prepared on the basis that the Offer has been implemented on the Allotment Date, being 22 October 2021.
2. As rental revenue has been recorded in the Pro Forma Forecast Consolidated Income Statement on a straight-line basis, the non-cash portion is reflected as a reconciling item from net profit to FFO.
3. The Distribution per Security is based on the Directors' forecast that the Distribution will be between 90% to 100% of FFO for each Distribution period within the Forecast Period.
4. Annualised FFO and Distribution Yields are calculated by annualising the FFO Yield and Distribution Yield for the period from Allotment to 30 June 2022.
5. The payout ratio of 96.0% reflects forecast refurbishment and maintenance capital expenditure to the property portfolio funded from FFO and undrawn debt facilities in the Forecast Period.

6.3.3. *Statutory Forecast Consolidated Income Statements*

The table below sets out the Statutory Forecast Consolidated Income Statements of the Fund.

($m)	Allotment to 30 June 2022[1]
Net property income	27.2
Straight-lining of rental income[2]	(0.9)
Other income	0.0
Total revenue	**26.3**
Management fees	(3.4)
Corporate costs	(1.1)
Finance costs	(3.8)
Total expenses	**(8.3)**
Net profit (before Transaction Costs)[3]	**18.0**
Transaction Costs[4]	(10.3)
Unrealised change in fair value of investment properties	0.0
Net profit (after Transaction Costs)	**7.7**

Notes:

1. The Statutory Forecast Consolidated Income Statements have been prepared on the basis that the Offer has been implemented on the Allotment Date, being 22 October 2021.
2. A straight-line lease adjustment is provided in relation to future fixed rental increases to reflect rental income on a straight-line basis over the term of the lease.
3. Net profit excludes fair value adjustments in respect of investment properties and other financial assets, such as interest rate swaps as the Directors do not believe that they can be reliably estimated.
4. Transaction Costs relate to stamp duty and due diligence costs in relation to the acquired properties (including on the Additional Properties) and the costs of the Offer. It is anticipated that the Fund will account for the Additional Properties as asset acquisitions and accordingly the associated transaction costs will be initially capitalised in accordance with AAS. Furthermore, the transaction costs in their entirety are anticipated to be recorded as a negative change in fair value of investment properties in the FY22 statutory income statement as the Additional Properties will be recognised at fair value prior to the value of associated transaction costs. As no change in fair value of investment properties has been assumed in the Forecast Period, transaction costs associated with the Additional Properties have been disclosed as Transaction costs in the FY22 statutory forecast consolidated income statement. As such, and for the avoidance of doubt, the transaction costs associated with the Additional Properties are not recognised in the investment properties valuation on the Pro Forma Consolidated Statements of Financial Position disclosed in Section 6.4. Total transaction costs are summarised in Section 12. In addition to the amount expensed in the FY22 statutory forecast consolidated income statement, debt establishment costs ($2.2 million) are assumed recorded against interest-bearing liabilities and a portion of costs of the Offer is assumed recorded directly to contributed equity ($11.8 million).

6. Financial Information

6.4. Pro Forma Consolidated Statement of Financial Position

The table below sets out the Pro Forma Consolidated Statement of Financial Position of the Fund.

($m)	At Allotment[1]
ASSETS	
Cash and cash equivalents	9.2
Investment properties[2]	706.3
Other assets	9.7
Total assets	725.1
LIABILITIES	
Interest-bearing liabilities[3]	222.3
Other liabilities	4.7
Total liabilities	227.0
Net Assets	498.1
Equity	498.1
Securities on issue (m)	521.1
NTA per Security ($)	0.94
Gearing (%)[4]	30.4%

Reconciliation from Net Assets to Net Tangible Assets

($m)	At Allotment
Net Assets	498.1
Goodwill on acquisition of subsidiaries	(3.8)
Other non-current assets	(3.0)
Net Tangible Assets	**491.2**

Notes:

1. Pro Forma Consolidated Statement of Financial Position at Allotment adjusted for the equity funded acquisition of the Additional Properties at an independent valuation of $127.8 million, with associated costs (stamp duty and due diligence costs) of $9.4 million and an acquisition cash deposit of $5.9 million. Refer to Section 6.5.2 for further detail.
2. Investment property values are based on the independent property valuations of $696.4 million described in Section 10 and $10.4 million capital expenditure spent between the valuation date and Allotment and $0.4 million amortisation of capitalised transaction costs. This includes the value of rental guarantees to be received if rental income doesn't meet the threshold, totalling $1.5 million with respect to properties acquired, which will expire in October 2023. Refer to Section 6.5.2 for further detail.
3. Interest-bearing liabilities at Allotment represents $224.5 million of drawn debt net of unamortised debt facility establishment costs of $2.2 million.
4. Gearing is defined as total borrowings less cash, divided by total tangible assets less cash.

6.5. Forecast assumptions

The Directors' key general and specific assumptions relating to the preparation of the Forecast Financial Information are set out below.

6.5.1. General assumptions

In preparing the Forecast Financial Information, the key general assumptions include:

- the Offer is implemented on Allotment which is expected to be on 22 October 2021;
- the Offer proceeds in accordance with the timetable set out in this PDS;
- average CPI rate of 2.0% over the Forecast Period;
- no material increase in the level of Federal and State Government restrictions due to COVID-19 with restrictions progressively lifted over the forecast period such that no material amount of trading is impacted across the Portfolio. Please refer to the sensitivity of a change in property rental income in Section 6.6 and for a summary of the risks relating to COVID-19 in Section 7;
- no acquisitions or disposals of investment properties other than those involved in the Offer;
- no material litigation or contract dispute during the Forecast Period;
- no significant change in the competitive environment in which the Fund operates;
- no significant changes to the statutory, legal or regulatory environment which would be detrimental to the Fund in any of the jurisdictions in which it operates;
- no significant change in the economic conditions (including property market and financial market stability) in which the Fund operates;
- no material changes in credit markets;
- all leases are enforceable and perform in accordance with their terms;
- no significant amendment to any material contract relating to the Fund's business;
- no material changes in current Australian tax legislation;
- no material changes in applicable AAS, other mandatory professional reporting requirements or the Corporations Act that would have a material impact on the Fund's financial performance, cash flows, financial position, accounting policies, financial reporting or disclosures; and
- no underlying movement in the fair value of the investment properties or other financial assets including any mark-to-market movements in relation to interest rate swaps, as the Directors of the Responsible Entity do not believe such movements can be reliably estimated.

6.5.2. Specific assumptions

The key forecast assumptions applied in preparing the Forecast Financial Information are described below.

Net property income

Net property income has been forecast on an individual Property basis based on the terms of the existing leases which have a combination of fixed and CPI rental reviews. With reference to the CPI rate assumptions set out in Section 6.5.1 and the fixed escalation rates of applicable leases, the blended annual escalation rate assumed in FY22 is 2.2%.

In accordance with AAS, a straight-line lease adjustment is provided in relation to future fixed rental increases to reflect rental income on a straight-line basis over the term of the lease.

No early contract terminations have been assumed in the Forecast Period.

6. Financial Information

Additional Properties

The Fund has contracted to acquire 11 additional medical properties that will settle within 14 days of Completion: These properties are set out below:

- Bowen Hills Day Surgery: independently valued at $20.5 million;
- Highlands Health Centre: independently valued at $8.5 million;
- North Ward: independently valued at $12.4 million;
- Parkwood: independently valued at $7.4 million;
- The Gold Coast Surgery Centre: independently valued at $20.0 million;
- Panaceum Medical Centre: independently valued at $13.1 million;
- Secret Harbour Medical Centre: independently valued at $7.9 million;
- Casuarina Medical Centre: independently valued at $14.0 million;
- Rosebery Convenience & Medical Centre: independently valued at $8.4 million;
- Mildura Medical Centre: independently valued at $5.7 million; and
- Sunshine Day Hospital: independently valued at $10.0 million.

The 11 additional properties set out above collectively represent the Additional Properties ("Additional Properties").

Non-recoverable outgoings and direct property expenses

Non-recoverable property outgoings and expenses have been forecast on an individual property basis in accordance with the lease terms.

Management fees

The Responsible Entity will not be charging a responsible entity fee. In line with the Constitutions, the Responsible Entity will be reimbursed for all expenses incurred in properly performing its duties, including those in connection with the establishment, promotion and operation of the Fund.

Under the Investment Management Agreement, the Investment Manager is entitled to:

- an **Investment Management Fee** equal to 0.65% per annum of the Fund's GAV up to $1.5 billion and 0.55% per annum for that component of the Fund's GAV above $1.5 billion (before GST); and
- an **Acquisition Fee** equal to 0.75% of the purchase price of any assets directly or indirectly acquired by the Fund in proportion to the Fund's economic interest in the asset.

The Investment Management Fee will be paid monthly in arrears.

Under the Property Management Agreement, the Property Manager is entitled to:

- **Property Management Fee:** 3% of gross income for each Property for each month;
- **New Tenant Lease Fee:** 15% of the Face Rent for the first year of a lease term where the tenant is new to the Property (any costs associated with an external party to assist with leasing are payable directly by the Property Manager and will not be an additional cost to the Fund).
- **Lease Renewal Fee:** 7.5% of the Face Rent for the first year of a new lease if an existing tenant enters into a new lease, including by way of exercise of an option to renew, to continue leasing their current tenancy in the Property (any costs associated with an external party to assist with leasing are payable directly to the Property Manager and will not be an additional cost to the Fund);
- **Lease Administration and Design Fee:** charge on a cost recovery basis, unless payable by the tenant; and
- **Development Management Fee:** 5% of greater of development costs and gross valuation uplift (calculated as value of asset upon completion less value of asset at acquisition).

Other Fund expenses

Other Fund expenses include ASX listing fees, custodian and registry fees, trust expense recoveries, accounting, tax adviser and audit fees, and other costs. This includes costs incurred by the Investment Manager (including associated on-costs) relating to conducting due diligence on proposed acquisitions and managing and administering the acquisition and disposal process. These other expenses have been forecast based on relevant agreements and quotes from external parties.

Lease incentives

In accordance with AAS, lease incentives are capitalised and amortised on a straight-line basis over the term of the lease.

Straight-line lease adjustment to rental income

In accordance with AAS, a straight-line lease adjustment is provided in relation to future fixed rental increases to ensure rental income is recognised on a straight-line basis over the term of the lease.

Rental guarantee

Following the Offer, the Fund will have a rental guarantee if rental income doesn't meet the threshold, totalling $1.5 million with respect to Properties acquired, which will expire in October 2023.

Net interest expense

The Fund's borrowings under the Proposed Debt Facility (see Section 13) will incur an average interest rate of 1.95% for FY22. This is inclusive of margin, line fees and forecast hedging arrangements.

The establishment cost of the Proposed Debt Facility is expected to be $2.2 million which is comprised of an establishment fee of $1.1 million and $1.1 million of one-off debt arranging and legal fees. This cost will be capitalised against the debt balance at Allotment and amortised over the term of the Proposed Debt Facility.

Tax expense

Each entity that comprises the Fund is expected to be treated as a "flow-through" entity for Australian income tax purposes. Under current Australian income tax legislation, each entity is not expected to be liable for Australian income tax, including capital gains tax. The investors are expected to be taxable on the net taxable income of each Stapled Entity. Accordingly, no allowance for income tax has been made by the Fund.

Expected goods and services tax recoveries in respect of Transaction Costs and ongoing operations which are appropriate to the activities of the Fund have been forecast.

Transaction Costs

Transaction Costs include stamp duty, offer management fees, advisers' fees, legal fees, ASX listing fees and other expenses associated with the Transaction. At the date of this PDS, cash Transaction Costs have been estimated at $24.5 million based on existing agreements and quotes, and applicable stamp duty rates[1].

1. The $24.5 million Transaction Costs include property acquisition costs of $1.9 million and a one-off $0.6 million finance facilitation fee payable to the Investment Manager. The $1.9 million acquisition costs is based on the rate of 1.5% of the purchase price of the 11 Additional Properties that will settle within 14 days of Completion, which was the applicable rate for this fee under the previous terms of the constitution and investment management agreement of RAMPF when the contracts for the acquisition of these Additional Properties were entered into. The Acquisition Fee payable to the Investment Manager for any Property acquired directly or indirectly by the Fund after the date of the PDS will be 0.75% of the purchase price of the Property in proportion to the Fund's economic interest in the Property. The one-off $0.6 million financing facilitation fee is based on the rate of 0.25% of the Debt Facility amount of $250 million, which was the applicable rate for this fee under the previous terms of the investment management agreement of RARPF and RAMPF respectively when the Debt Facility Agreement was entered into. Please refer to Section 12.3 for further details on the Transactions Costs related to the Offer.

6. Financial Information

Distributions

Distributions are to be made quarterly with the first Distribution expected to be paid by 28 February 2022. The Directors of the Responsible Entity will review and assess the appropriateness of the Distribution policy on a quarterly basis.

Distributions will be targeted at 90-100% of FFO.

Distribution reinvestment policy

Although there will be the option for the Fund to activate a Distribution reinvestment plan (DRP), the Financial Information has been prepared on the basis that it will not be activated during the Forecast Period.

Capital expenditure

It is intended that investment capital expenditure and long-term structural capital expenditure is treated as an addition to investment property, and (where appropriate) funded via debt. At the date of this PDS, all identified structural capital expenditure items have been included and reflected in the Forecast Financial Information.

6.6. Sensitivity analysis

The Forecast Financial Information is based on a number of assumptions that are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of the Directors, the Responsible Entity and the Managers. These assumptions are subject to change and the Forecast Financial Information is also subject to a number of risks as outlined in Section 7.

Securityholders should be aware that future events cannot be predicted with certainty and as a result, deviations from the figures forecast in this PDS are to be expected.

To assist investors in assessing the impact of these assumptions on the Forecast Financial Information, the table below sets out the sensitivity of the Fund's FFO forecasts to changes in certain assumptions.

The sensitivity analysis is intended to provide a guide only and variations in actual performance could exceed the ranges shown. The changes set out below are not intended to be indicative of the complete range of possible variations that may arise. Care should be taken in interpreting these sensitivities. The estimated impact of changes in each of the variables has been calculated in isolation in order to illustrate the impact on the FFO. In practice, changes in variables may offset each other or may be cumulative.

	Allotment to 30 June 2022	
	$m	**Cents per Security**
FFO	21.3	4.1
Incremental impact of change from assumption		
25 basis point change in average annual interest rate (prior to hedging) (+ / -)	0.1	0.0
1% change in property rental income received (+ / -)	0.4	0.1
25 basis point change in CPI (+ / -)	0.3	0.1
5% change in the Fund's other operating expenses (+ / -)	0.5	0.1

6.7. Valuation policy

The Fund maintains and complies with a written valuation policy in relation to the assets of the Fund. The Fund values its Properties on the basis of fair value.

The Fund's assets are valued in compliance with the AASB as per the Responsible Entity's policy. The fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of the valuation between a willing buyer and a willing seller in an arm's length transaction.

The Responsible Entity expects to conduct a valuation of the direct property assets of the Fund at least annually. Independent valuations are expected to be conducted at least every two years. All independent valuations are carried out by qualified valuers in accordance with regulation and industry standards.

For direct property assets that are not independently valued during a reporting period, a Director's valuation is carried out to determine the appropriate carrying value of the direct property asset when the Fund's financial reports are prepared. Where Director's valuations are performed, the valuation methods include using the discount cash flow and capitalisation methods.

Conflicts of interest that may arise in relation to a valuation will be referred to the Responsible Entity's compliance officer. The Responsible Entity considers such a policy will ensure the reliability of valuations and mitigate the risks that an asset will not return the valuation amount when it is sold.

6.8. Distribution policy

The Fund's Distribution policy will target to pay out between 90% to 100% of its FFO. FFO is calculated as net profit adjusted for Transaction Costs and non-cash accounting adjustments such as straight-lining of rental income, amortisation of lease incentives and upfront debt costs.

The Fund's Distribution payout ratio will be formulated with regard to a range of factors including:

- general business and financial conditions;
- the certainty of the Fund's cash flow;
- the average lease duration and the timing of significant lease expiries;
- capital expenditure requirements of the Portfolio;
- taxation considerations;
- working capital requirements; and
- other factors that the Directors consider relevant.

It is anticipated that Distributions will be made on a quarterly basis, with the first Distribution expected to be paid by 28 February 2022.

The Responsible Entity will continually monitor the suitability of this Distribution policy to ensure that it is aligned with ongoing objectives of the Fund and represents the best interests of Securityholders. Distributions cannot be guaranteed nor promised with certainty. Furthermore, under the terms of the Facility Agreement, the Fund will not, subject to certain exceptions, be permitted to pay Distributions at any time while an event of default is continuing.

The Responsible Entity anticipates that Distribution payments to Securityholders will contain some portion of tax deferred amounts. Tax deferred amounts will generally arise through the different treatment of income, expenses and depreciation allowances on buildings and plant and equipment within a building for accounting and taxation purposes. Changes in the amount of depreciation, interest rates, the level of gearing and other risk factors may influence the actual tax-deferred amounts of a Distribution.

Investors will be able to download the annual financial reports of the Fund and taxation Distribution statements from the Responsible Entity's website (www.ramgroup.com/investment-offering/ram-essential-services-property-fund) by 30th September of each year.

6.9. Reporting

The Fund will operate on a 30 June financial year end basis for tax and financial reporting purposes. Formal financial reporting will be provided to Securityholders as at 31 December (interim) and as at 30 June (full year) each year. It is proposed that the first financial report will be for the period ending 31 December 2021. These reports will detail (among other things) the following:

- an income statement, balance sheet and statement of cash flows for the period;
- the net asset position of the Fund as at the end of the period;
- the amount of Distributions for the period;
- significant activities undertaken for the period; and
- portfolio updates (including valuations of the properties).

Complying with the Corporations Act, an annual report will be provided in conjunction with the investor reports. The financial statements contained in the annual report will be audited and the financial statements in the half-year accounts subject to review by the auditors.

6.10. Summary of significant accounting policies

The significant accounting policies adopted in the preparation and presentation of the Financial Information are set out below. The preparation of the Financial Information requires estimates, judgements and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. Revisions to estimates are recognised in the period in which the estimate is revised and in any future period affected.

The significant accounting policies below apply estimates, judgements and assumptions which could materially affect the financial results or financial position reported in future periods.

6.10.1. Consolidation and Stapled Entities

The Fund is a stapled consolidated group consisting of RARPF and RAMPF (collectively referred to as "Stapled Entities").

Under AAS, the Fund is required to identify an acquirer at the date of Stapling. RARPF has been deemed to be the acquirer of RAMPF for accounting purposes and therefore RARPF and RAMPF are consolidated to form the Fund's consolidated financial report, in accordance with AASB 3 *Business Combinations*.

The Stapled Entities remain separate legal entities in accordance with the Corporations Act, and currently each are required to comply with the reporting and disclosure requirements of AAS and the Corporations Act.

6.10.2. Revenue Recognition

Net property income is recognised on a straight-line basis over the lease term. Where the terms of a lease contain fixed rate rent escalations, net property income is forecast for the contracted term of the lease and recognised in the income statement evenly (i.e. on a straight-line basis) over the term of the lease.

The income statement presents rental income as "Net property income" or "Straight-line rental income". "Net property income" comprises the contracted income earned from the rental of properties, inclusive of tenant recoverable and non-recoverable outgoings, representing the contracted payments receivable from a tenant and does not reflect any variable rent elements. "Straight-line rental income" represents the difference between the rental income required to be recognised evenly over the term of the lease and the "Net property income" receivable from the tenant.

6.10.3. Expenses

Leasing costs are costs that are directly associated with negotiating and arranging an operating lease (including commissions, fees and costs of preparing and processing documentation for new leases). These costs are capitalised and amortised on a 'straight-line' basis over the term of the lease.

Incentives such as cash, rent-free periods, and lessee or lessor owned fit-outs may be provided to lessees to enter into a lease. These incentives are capitalised and are amortised on a straight-line basis over the term of the lease as a reduction of rental income or an increase in property outgoings. The carrying amount of the tenant incentives is reflected in the fair value of investment properties.

6.10.4. Management fees

Fees paid or payable to the Managers are recognised on an accruals basis as the services are rendered. The Responsible Entity and the Managers provide management services in accordance with the Constitutions and the Management Agreements with the Fund.

6.10.5. Borrowings

Borrowings are initially recognised at fair value, less any directly attributable Transaction Costs. After initial recognition, borrowings are subsequently measured at amortised cost using the effective interest rate method. Under the effective interest rate method, any Transaction Costs, discounts or premiums directly related to a borrowing are recognised systematically in the income statement over the expected term of that borrowing.

Borrowings are classified as current liabilities unless the Fund has an unconditional right to defer settlement of the liability to at least 12 months after the balance sheet date.

6.10.6. Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation and are initially measured at cost, including Transaction Costs. Subsequent to initial recognition, investment properties are measured at fair value. The fair value of investment property includes the balance of unamortised lease incentives. Gains and losses arising from changes in the fair value of investment properties are included in the income statement in the period in which they arise.

6.10.7. Derivative financial instruments

The Fund may enter into derivative financial instruments to hedge its exposure to interest rate risk arising from operational, financing and investment activities.

Derivative financial instruments are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance date. Changes to the fair value of derivative financial instruments are recognised in the income statement in the year in which they arise.

The Fund does not apply hedge accounting; therefore changes in the fair value of derivative contracts are recorded in the income statement.

6.10.8. Income taxes

It is intended that each Stapled Entity that comprises the Fund will be treated as a "flow-through" entity for Australian income tax purposes, such that the Fund's net income will be taxable in the hands of Securityholders. Accordingly, no current or deferred tax expense has been recognised by the Fund.

6.11. Working capital

The Responsible Entity believe the Fund will have the working capital to achieve its stated objectives. The Fund is expected to have $9.2 million in cash at bank at Allotment. In addition, the Fund is expected to have $40.0 million in undrawn debt available under the Proposed Debt Facility.

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7. Risks

7. Risks

The Fund is subject to various risk factors. Some of these are specific to its business activities, while others are of a general nature. Many of these risks, or the consequences of them, are outside the control of the Responsible Entity, which if they were to eventuate, either individually or in combination, may have a material adverse impact on the Fund's assets and liabilities, financial position and performance, profits and losses and prospects, and the value of the Securities.

Prospective investors should note that this Section 7 identifies the Responsible Entity's current views of the key risks of investing in the Fund and is not an exhaustive list of the risks associated with the Fund or the property industry in which it operates, or an investment in the Fund either now or in the future. This information should be used as guidance only and read in conjunction with all other information presented in this PDS.

There can be no guarantee that the Fund will achieve its stated objectives or that any forward-looking statement or forecasts will eventuate.

Before deciding whether to invest in the Fund, prospective investors should read this section together with the entire PDS and satisfy themselves that they have a sufficient understanding of the potential risks and should consider whether an investment in the Fund is suitable for them after considering their own investment objectives, financial circumstances and tax position. There may be additional risks that should be considered in light of each prospective investor's personal circumstances.

If you do not understand any part of this PDS, or are in doubt as to whether to invest in the Fund or not, it is recommended that you seek professional guidance from your broker, solicitor, accountant or other qualified professional adviser before deciding whether to invest.

7.1. Risks specific to investment in the Fund

7.1.1. Rental income and expenses risk

The Fund's primary source of income is generated from its leasing arrangements on the Portfolio.

Distributions made by the Fund are largely dependent on the rents received from tenants across the Portfolio and expenses incurred during business operations, which may be affected by a number of factors, including:

- overall economic conditions;
- local property market conditions;
- the financial condition and solvency of tenants;
- ability to attract new tenants;
- ability to extend leases or replace outgoing tenants with new tenants;
- incentives offered to attract prospective tenants;
- increases in rental arrears and vacancy periods;
- increase in unrecoverable outgoings;
- competition from newly built or existing properties;
- reliance on key tenant(s) which lease a significant proportion of the Portfolio;
- expenses associated with re-leasing the tenancies, attracting prospective tenants or taking enforcement actions;
- changes in tenancy laws;
- supply and demand in the property market; and
- external factors including pandemics, terrorist attacks, significant security breaches or a major world event.

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The Fund expects to receive rental income from its Portfolio as described in Section 6. However, there is a risk that rental income might be materially different to the income described in the Financial Information set out in Section 6. Additionally, the forecasts included in this PDS (see Section 6.5) make a number of assumptions in relation to the level of rental income, including that all existing leases are performed in accordance with their current terms. Rental income may decline for a number of reasons, including as a result of:

- failure of existing tenants to perform existing leases in accordance with their terms;
- failure on the part of the Fund to enforce contracted rent increases or agree market rental reviews; or
- termination of a lease by a tenant due to convenience or failure on the part of the Fund to meet lease terms.

Any adverse impact on rental income could potentially decrease the value of the Fund and materially adversely affect the Fund's financial performance and Distributions.

7.1.2. Property valuation risk

The Responsible Entity has obtained independent valuations for each of the Properties in the Portfolio and will periodically confirm those values by engaging an independent valuer in accordance with the Fund's valuation policy. The value of the Portfolio, or each Property held by the Fund, may fluctuate due to a number of factors affecting both the property market generally or the Fund's Properties in particular, including:

- changes in property income;
- changes in discount rates used by valuers;
- fluctuating occupancy levels;
- tenant defaults;
- material change in quality of tenant;
- change in supply and demand for commercial properties;
- general property market conditions;
- general economic conditions, including prevailing interest rates and inflation; and
- if interest rates were to increase or if inflation was to rise, this could have a negative impact on asset valuations.

Reported valuations will represent only the analysis and opinion of the valuation experts at a certain date, and are not guarantees of present or future Property values.

The valuations contained in the valuation reports reflect the relevant valuer's assessment of the value of the relevant Property as at 31 August 2021. Property value may fall if the underlying assumptions on which the valuation reports are based change in the future. Valuations may differ depending on the valuer appointed. A valuation may not affect the actual price that would be realised if a Property is sold. A reduction in the value of any Property may adversely impact the Fund's income statement or value of Securities in the Fund. Additionally, it may also impact the Fund's financing arrangements.

7.1.3. Re-leasing and vacancy risk

As at the date of this PDS, approximately 99.1% of the Fund's tenancies are leased.

The Portfolio's leases are due for renewal on a periodic basis. There is a risk that the Fund may not be able to negotiate suitable lease renewals with existing tenants, maintain existing lease terms or locate new tenants to occupy the vacant premises. The Fund's ability to secure lease renewals or to obtain new tenants may be influenced by any leasing incentives granted to prospective tenants and the supply of properties in the market, which, in turn, may increase the time required to let vacant space. Should the Fund be unable to secure a tenant for a vacant property for a period of time, this will result in lower rental returns to the Fund, which could materially adversely affect the Fund's financial performance and Distributions.

The Fund could lose tenants due to a range of events including as a result of failure to renew a lease, termination of a lease due to change of control, deterioration in the level of service provided to tenants, weakening of tenant relationships or disputes with tenants, consolidation of a tenant's sites or insolvency of tenants. Any of these factors could adversely affect the financial performance of the Fund and Distributions.

7.1.4. *Property illiquidity*

By their nature, investments in real property assets are illiquid investments. There is a risk that should the Fund be required to realise Property assets, it may not be able to do so in a short period of time, or may not be able to realise a Property asset for the amount at which it has been valued. This may adversely affect the Fund's NTA and the value of Securities. There is no guarantee that the time a Property is put out to the market coincides with an optimal time to sell, particularly when the decision is driven by a factor other than the receipt of a third party favourable offer. This may affect the Fund's net asset value or trading price per Security.

7.1.5. *Competition*

The Fund will face competition from other property groups active in Australia and some of these competitors may have a competitive advantage in acquiring assets. Competition for new acquisitions in the sector in which the Fund operates may make it difficult for the Fund to acquire properties and to increase its scale or its level of diversification. In addition, such competition could lead to the following adverse outcomes:

- loss of tenants to competitors;
- an inability to secure new tenants resulting from oversupply of commercial space; and
- an inability to secure maximum rents due to increased competition.

7.1.6. *COVID-19 Impact*

The COVID-19 pandemic has had, and continues to have, a significant impact on the global and Australian economy and the ability of businesses, individuals and governments to operate. Emergency powers and restrictions have been enacted on an international, Federal and State/Territory level in Australia which, amongst other things, have restricted travel for business or leisure and have disrupted the ordinary patterns of consumption of goods and services. As at the date of this PDS, significant restrictions are in place across Australia, including the jurisdictions in Australia where the majority of the Properties within the Portfolio are located.

Despite the Government's current efforts to bolster its continued roll-out of COVID-19 vaccinations in Australia, some Properties within the Portfolio may be affected as a result of the current lockdowns, and there is a prospect that further, or more restrictive, forced closures may occur. This could limit all or a material amount of trading at Properties within the Portfolio. Further, a number of the Fund's tenants may be directly or indirectly affected by Government, regulatory or health authority actions, work stoppages, lockdowns, quarantines and travel restrictions associated with COVID-19. In particular, some tenants at Properties within the Portfolio have experienced, and may be currently experiencing, an adverse impact on their business operations, demand and supply chains. The COVID-19 impacts on the tenants' business activities may increase the risk of tenant defaults and therefore impact the Fund's rental income.

There are also other changes in the domestic and global macroeconomic environment associated with the events relating to COVID-19 that are beyond the control of the Fund and may be exacerbated in an economic recession or downturn. These include but are not limited to:

- changes in inflation, interest rates and foreign currency exchange rates;
- changes in employment levels and labour costs;
- changes in aggregate investment and economic output; and
- other changes in economic conditions which may affect the income and expenses of the Fund.

7.1.7. *Tenant concentration*

Whilst the Fund has a diverse tenant mix, approximately 57% of the gross property income from the Portfolio is generated from the top 20 tenants. There is therefore a risk that if one or more of the major tenants ceases to be a tenant, the Fund may not be able to find suitable replacements or may not be able to secure lease terms that are as favourable as current terms.

Should the Fund be unable to secure a replacement tenant for a major tenant for a period of time or if replacement tenants lease the property on less favourable terms, this may result in a lower rental return to the Fund, which could materially adversely affect the financial performance of the Fund and Distributions.

7.1.8. *Development activities and risk*

In seeking to maximise returns for investors, the Fund has identified a pipeline of value-add opportunities including future development of the Properties. As described in Section 2, the Fund will seek to redevelop existing Properties to drive value and growth through site optimisation and will take reasonable steps to mitigate development and delivery risk.

There are typically higher risks associated with development activities than holding developed assets.

The risks faced by the Fund in relation to existing or future development projects will depend on the terms of the transaction at the time. The Fund will seek to mitigate the risks associated with development projects by employing the following risk mitigation strategies:

- obtaining relevant statutory permits;
- obtaining leasing pre-commitments; and
- entering into appropriate building contracts with builders and other service providers.

Development activities require various approvals from the relevant State planning authorities. There is a risk that the relevant approvals may not be obtained on the basis of the Fund's application, or are on conditions that are unsatisfactory or may not be granted at all. Changes in Government regulations and policies, failure to obtain or delays in the granting of planning approvals may affect the amount and timing of the Fund's future profits.

There is a risk that a contractor engaged on a given project is unable to complete the specified works on time or there could be default on other obligations under its contract. Completion of construction works may be delayed for various reasons, including pandemics, industrial disputes, inclement weather, permitted variations to the works, changes to legislative requirements, delays in authority inspections or regulatory approvals or a builder experiencing financial difficulties. Even where a development is under a fixed price contract, there is a risk of potential contractor default where actual development costs are materially greater than expected. In those circumstances, the actual development costs may not be able to be funded by the contractor and the development may not complete unless the Fund agrees to bear the excess costs or is able to replace the contractor. However, the Fund may not be able to replace the contractor with another with similar experience and/or on terms as advantageous to it. In addition, the Fund may suffer loss of rent in respect of a delay in completion. Any of these factors could materially adversely affect the financial performance of the Fund and Distributions.

Following completion of any development works, the Property may be exposed to residual defects. In each case, the Fund will seek to mitigate the residual defects risk through the inclusion of certain contractual protections in relevant construction contracts. Notwithstanding this, the Fund would remain exposed to potential losses (i) which may not be covered by the provisions of the contract or may exceed the amounts set aside under a bank guarantees (or arise after the bank guarantee is released), or (ii) which may be incurred in the event of a counterparty default if a claim were made. This could materially adversely affect the financial performance of the Fund and Distributions.

The Fund may be exposed to delay claims from tenants (in the form of rent abatements) if there is a delay in construction works and handover. The Fund will seek to manage this risk in its building contracts and build programs.

7.1.9. *Exposure to Government policy risk and change in law*

In relation the Fund's medical Properties, the healthcare sector is subject to a number of regulatory influences. Changes to State and Federal government policies on the regulation of primary care and hospitals may have a direct impact on the provision of these services and therefore the Properties owned by the Fund. A reduction in the Commonwealth Government's financial assistance to these sectors would reduce the affordability of services and hence the financial ability of the lessee. This could ultimately adversely affect the financial performance of the Fund and Distributions.

In addition, there is a risk that other participants in the industry could, through their actions and business practices, cause future regulatory changes that have an adverse impact on the Fund's financial performance. Any new regulatory restrictions or changes in Government attitudes or policies in relation to any or all of the existing regulatory areas could adversely affect the financial performance of the Fund and Distributions.

7. Risks

In relation to the Fund's essential retail Properties, retail tenancies legislation is in force in each Australian State and Territory which regulates the terms on which leases and licences are granted to tenants of retail premises. As a retail business is carried on at a number of Properties in the Portfolio, the Fund has considered the potential application of retail tenancies legislation in respect of the its business and, in the case of each lease, considers that such legislation by its terms does not apply to the leases or, if it does apply, it intends to comply with applicable legislation.

There is a risk that retail tenancies legislation as applicable in any Australian State or Territory may be amended in a manner unfavourable to the Fund or that the Fund does not comply with applicable retail tenancies legislation. In that event, the Fund may be adversely impacted as a result.

Furthermore, the Fund is subject to a range of laws and regulations in the ordinary course of its business. These laws and regulations include those relating to tenancies, planning and zoning, employment, property and taxation (including GST and stamp duty). There is the risk that changes in any law, regulation or government policy affecting the Fund's operations (which may or may not have a retrospective effect) will have an effect on the Portfolio and/or the Fund's performance and Distributions. This may include changes to taxation regimes. Any changes may adversely affect the value of the Portfolio, including by increasing its costs either directly (for example, by increasing a tax or duty the Fund is required to pay) or indirectly (for example, by increasing the cost of complying with a particular legal requirement or increasing competition for tenants from other landlords).

7.1.10. Facilities may lose their approvals or accreditations

Primary care facilities, hospitals and pharmacies are required to be approved and accredited in various ways. These approvals are can be subject to regular review and may be revoked in certain circumstances. If any existing approvals are adversely amended or revoked, this could adversely affect the financial performance of the Fund and Distributions.

7.1.11. Operators may impact investor perception of the industry

In relation to the medical Properties within the Portfolio, these Properties may be operated by primary care providers and hospitals. There is a risk that an event occurring in a Property or a number of Properties (such as the outbreak of sickness or a labour relations problem) may negatively affect investor perceptions of the industry and the business of the Fund and its tenants.

Further, in relation to the essential retail Properties within the Portfolio, there is a risk that an event occurring in a Property or a number of Properties (such as the outbreak of sickness or a labour relations problem) may negatively affect investor perceptions of the industry and the business of the Fund and their tenants.

7.1.12. Private health insurance fund membership may decrease, and members may downgrade their level of coverage

A number of factors including, but not limited to, a worsening economic climate, changes in economic incentives, annual increases to private health insurance premiums and other factors may cause the number of members in private health insurance funds to fall or result in members choosing to decrease the level of their private health insurance coverage. This could reduce demand for certain services provided by hospital, primary care and specialist healthcare and wellness operators which could adversely affect the financial performance of the medical assets and its tenants.

7.1.13. Forecast capital expenditure

The forecast capital expenditure described in Section 6 represents the Fund's current best estimate of the associated costs in maintaining and developing the Portfolio over the forecast period. There is a risk that the required capital expenditure will exceed the current forecasts.

Some examples of circumstances that may require capital expenditure in excess of the forecast amount include changes to development plans, Property damage caused by fire, flood or other disaster, changes to laws or Council requirements such as environmental, building or safety regulations, or property defects or environmental issues that become apparent in the future and need to be repaired or addressed. Any required or unforeseen material capital expenditure on the Properties that is not covered by insurance could impact the Fund's financial performance and Distributions.

7.1.14. Environmental and contamination risks

Property income, Distributions or Property valuations could be adversely affected by discovery of an environmental contaminant and the costs of Property preservation or remediation associated with environmental contamination. This risk may occur whether or not the contamination was accidental, caused by the Fund, or by prior owners or third parties. This risk may not be possible to ascertain in due diligence on a new acquisition. Government authorities may require the Fund to remediate such contamination and require it to undertake any such remediation at its own cost. Remediation costs may be significant, and there may be consequential effects such as Property closure and loss of rent (including potential costs of relocation of tenants in some circumstances) which could adversely affect Distributions and the Security price of the Fund. It may also potentially hinder the ability of the Fund to dispose of the Property and its ability to be used as collateral may be limited.

In addition, environmental laws impose penalties for environmental damage and contamination which may be material. Should a person be exposed to a hazardous substance at a Property within the Portfolio, they may make a personal injury claim against the Fund. Such a claim could be material. Environmental issues may also result in interruptions to the operations of a Property. Any lost income caused by such an interruption to operations may not be recoverable.

The operations of the Fund and the tenants are subject to Government environmental legislation. New or more stringent environmental laws or regulations could be introduced in the future, for example in relation to climate change, which may require the Fund to incur additional material expenditure to ensure that the required compliance is maintained.

While environmental issues are continually monitored, there is no assurance that the Fund's operations or those of a tenant will not be affected by an environmental incident or subject to environmental liabilities, which could impact the reputation and financial performance of the Fund and Distributions.

7.1.15. Health and Safety

There is a risk that liability arising from health and safety matters at a Property may be attributable to the Fund as the landlord instead of, or in addition to, the tenant. To the extent that any liabilities may be borne by the Fund, this may impact the financial performance of the Fund (to the extent not covered by insurance). In addition, penalties may be imposed upon the Fund which may have an adverse impact on the Fund or Distributions.

Certain cladding material has been identified at some of the Properties in the Portfolio. Due to the flammable nature of certain cladding materials, if not appropriately dealt with, they may cause damage to the Properties and persons on site, which may have an adverse impact on the Fund or Distributions. The Property Manager will seek / has sought independent expert advice regarding the safety and suitability of any cladding products present at the identified site.

7.1.16. E-Commerce trends

In relation to the essential retail Properties within the Portfolio, there has been a documented trend towards consumers using e-commerce sales channels when purchasing goods and services. This trend has resulted in disruption to the operations of traditional retailers, some of which are tenants within some of the Portfolio Properties.

Moreover, the overall disruption to retailing in Australia associated with e-commerce may ultimately impact upon the rents that can be charged by retail-focused landlords, such as the Fund.

While the Fund can take steps to mitigate its exposure to these trends, a fundamental shift away from in-store shopping across all retail categories would likely have an impact on the Fund's financial performance, financial position and Distributions.

However, the Fund believes the Portfolio is better positioned to withstand structural changes relative to traditional regional and sub-regional shopping centres in the retail landscape due to increasing e-commerce, with 'essentials' exposure through supermarkets, pharmacies, medical and allied health.

7. Risks

In relation to the medical Properties within the Portfolio, the Fund recognises there has been a documented increase in the adoption of telehealth (defined as the provision of healthcare related services and information via telecommunication technologies). The overall disruption to healthcare providers associated with telehealth trends may ultimately impact upon the rents that can be charged by medical focused landlords, such as the Fund.

A fundamental shift away from the provision of healthcare on premise, across all healthcare service categories, would likely have an impact on the Fund's financial performance, financial position and Distributions.

7.1.17. Transactions that are signed but not completed/consent risk

Completion of the acquisition or transfer of the Additional Properties has not yet occurred and will not occur until after the completion of the Offer. Some of the acquisitions are conditional upon the consent of third parties which, whilst unlikely, have not been given at the date of this PDS and may not be provided. Where the consent of a third party is not received, the acquisition may not proceed and the Portfolio will differ from that set out in this PDS. That may have an adverse impact on the Fund's financial performance and Distributions.

7.1.18. Financial Forecasts

This PDS contains Forecast Financial Information for the period from Allotment to the period ending 30 June 2022. The forward-looking statements, opinions and estimates provided in this PDS, including the Forecast Financial Information, rely on various factors, many of which are outside the control of the Responsible Entity. There can be no guarantee that the assumptions on which the forward-looking statements, opinions and estimates are based, will ultimately prove to be valid or accurate, including rents, property costs and corporate expenses incurred by the Fund.

The Fund and the Responsible Entity give no assurance that the Fund's actual results will not differ materially from those presented in the Forecast Financial Information. Any material adverse difference may adversely affect the value of the Securities.

7.1.19. No guarantee of Distributions or capital returns

There is no guarantee as to the amount of any income or capital return from the Securities or the performance of the Fund as its ability to pay Distributions is subject to many variables.

Even if the Fund is able to pay a Distribution, its ability to maintain and/or increase Distributions over time cannot be guaranteed as its ability to do so is dependent on a number of factors including rental income, acquisitions and completion of developments on time or to budget.

If any of these factors are not met, the Fund's ability to maintain or increase Distributions may be adversely impacted.

Furthermore, there may be restrictions on the Fund's ability to pay Distributions to Securityholders during the term of the Debt Facility. As a general matter, the Fund is permitted to pay Distributions, other than where an Event of Default or Review Event has occurred or is subsisting under the Debt Facility.

7.1.20. Acquisitions

The Responsible Entity and the Investment Manager will continue to seek to identify new properties for acquisition. There is a risk that the Responsible Entity or the Investment Manager will be unable to identify future properties that meet the Fund's investment objectives, or if such properties are identified, that they cannot be acquired on suitable terms. A failure to identify appropriate properties or successfully acquire such properties could adversely affect the growth prospects and the financial performance of the Fund.

The Responsible Entity has endeavoured, and will continue to endeavor, to do all reasonable and necessary due diligence on acquisition properties. However, there remains a risk that potential issues are uncovered subsequent to due diligence and that these risks cannot be fully mitigated by the warranties and indemnities in the sale agreements, or related insurance arrangements, for those acquisitions.

In the event an unforeseen liability arises in respect of which the purchaser is not able to be indemnified, this may adversely impact the financial performance of the Fund and Distributions. There can also be no guarantee as to the financial capacity of vendors of properties. In these circumstances, if a warranty or other claim was made under an acquisition agreement, there is a risk that funds may not be available to meet that claim. Any inability to recover amounts claimed from vendors could materially adversely impact the Fund's financial performance.

There is also a risk that acquired properties do not perform as expected due to a variety of factors including but not limited to changing property market conditions, tenants vacating the properties or tenant default.

In relation to the Portfolio, some of the information regarding the Additional Properties has been derived from information made available by or on behalf of the vendors of each property. Although the Responsible Entity (and its advisers) have conducted reasonable levels of due diligence, they have not verified the accuracy and completeness of all information provided to it. To the extent that any of this information is incomplete, inaccurate or misleading, there is a risk that the financial performance of the Fund may differ, potentially adversely, from its expectations. Further, if the properties have not been managed consistently with expectations or contractual requirements, there is a risk that the financial performance of the Fund may differ from expectations, potentially adversely, including writing down the carrying value of assets.

7.1.21. Management of the Fund and reliance on key personnel

By investing in the Fund, Securityholders have delegated investment decisions to the Responsible Entity and its officers. The Responsible Entity has delegated the day to day management of the Fund and the Portfolio to the Managers, as well as to other external service providers. Accordingly, the Fund is reliant on the management expertise, support, experience and strategies of the key executives of RAM Group and other third parties, which cannot be assured. If RAM Group and other third parties do not perform as service providers this could have an adverse impact on the management and performance of the Fund and therefore Distributions and the Security price. The past performance of the RAM Group is not a guarantee of the future performance of the Fund.

The ability of the Responsible Entity to discharge its responsibilities in terms of managing the Portfolio depends to a significant extent, on the experience, knowledge and performance of its key personnel, in particular the senior management of RAM Group disclosed in Section 5. The loss of key personnel, a sustained underperformance by key personnel or any delay in the appointment of their suitable replacements may therefore materially adversely affect the financial performance of the Fund and Distributions.

Further, if RAM Property Funds Management Ltd is replaced as the Responsible Entity of the Fund by an entity that is not a related body corporate of the RAM Group, adverse effects may be experienced by the Fund due to the loss of the services of the Managers (as the Investment Management Agreement and Property Management Agreement will provide the incoming responsible entity and the Managers a right to terminate immediately in these circumstances). If the agreement is terminated as a result of the change in responsible entity, the Managers will be entitled to a compensation payment equal to two years Investment Management Fees or Property Management Fees (as applicable) payable to the Managers.

7.1.22. Relationship with RAM Group

Although the Fund believes that its close association with RAM Group will bring many benefits, there are also certain risks that are inherent in the relationship.

In performing its roles of Responsible Entity of the Fund, manager of the Fund and the Properties, property developer, and provider of corporate and other services, the interests of RAM Group and the Fund may not be aligned. Although many aspects of the relationship will be governed by the detailed agreements summarised in this PDS, these agreements were negotiated between affiliated entities. Because of its dependence on RAM Group and the limited termination rights in the agreements between the Fund and RAM Group, it may be difficult for the Fund to negotiate amendments to those agreements, and it would be difficult for the Fund to remove RAM Group from any of the roles it will perform with respect to the Properties and the operation of Fund.

In addition, RAM Australia Group Pty Ltd as the sole shareholder of the Responsible Entity has the power to appoint and remove Directors to the Board of the Responsible Entity, and Securityholders will not have such power. The only way for Securityholders to change the Board and management of Fund would be to vote to remove the Responsible Entity (noting that RAM Group Fund and RAM Property Securities Fund will retain an interest in the Fund and could vote on such a resolution). Such an action would be a termination event under the agreements between the Fund and the Managers.

7.1.23. Conflicts of interest

The Responsible Entity may be the responsible entity of other funds managed by the RAM Group. In considering investment opportunities, the Managers and Responsible Entity must make a decision as to which of the Fund, or RAM, or any other funds managed in the future by the Responsible Entity or members of RAM Group, will have the opportunities right to participate in the relevant opportunities. The Investment Manager currently intends to first offer to the Fund any opportunities to acquire an investment in an asset that the Investment Manager identifies and which the Investment Manager considers falls within the Fund's investment strategy; however neither the Fund, nor RAM Group (nor any other fund), will otherwise have priority over the other in relation to any investment opportunities.

The Responsible Entity, its affiliates and its various service providers may from time to time act as issuer, investment manager, market maker, custodian, security registry, broker, administrator, distributor or dealer to other parties or funds that have similar objectives to those of the Fund. It is, therefore, possible that any of them may have potential conflicts of interest with the Fund.

The Responsible Entity and its affiliates may invest in, directly or indirectly, or manage or advise other funds which invest in assets which may also be purchased by the Fund.

Neither the Responsible Entity nor any of its affiliates nor any person connected with it is under any obligation to offer investment opportunities to the Fund.

The Responsible Entity, from time to time, engage affiliates and/or associates in their professional advisory capacity. The parties in their capacity as advisers may receive fees for providing services including, but not limited to, accounting, legal, human resources and/or strategic advice. The amount of these fees and payment terms will be negotiated at arm's length and will be deducted from the returns of the Fund or paid directly by the Responsible Entity. The Responsible Entity maintains a conflicts of interest policy to ensure that it manages its obligations to the Fund such that all conflicts (if any) are resolved fairly.

7.1.24. Sector concentration

The Portfolio principally comprises retail and medical-provider tenanted Properties. The Fund's performance depends on, in part, the performance of the retail and health sectors in Australia. If there is a downturn in these sectors, the Fund's performance may be affected by way of lower rental income which may impact FFO of the Fund and Distributions.

7.1.25. Regional exposure

The Portfolio includes some Properties located in regional areas of Australia. Regional areas tend to have smaller population sizes, fewer public services and less infrastructure. This could negatively impact the ability to find tenants willing to operate their business in regional areas and thus risk rental income generation, which may impact FFO of the Fund and Distributions. The value of the Portfolio could also subsequently decrease due to the lower demand for leasing arrangements over property located in regional areas.

7.1.26. The Fund may be unable to refinance, repay or renew its debt

The Fund uses bank debt to partially fund its business operations. The Fund will be subject to various financial and non-financial covenants under the Debt Facilities which could limit its future financial flexibility. Details of the Fund's Debt Facilities are set out in Section 2.6.

Interest payable on the Debt Facilities will depend on the interest rate, which is comprised of a base interest rate plus a variable interest rate margin. An increase in interest rates or an increase in the margins on which financing can be obtained may increase the Fund's financing costs. For example, the applicable margin for each tranche of the Debt Facilities will increase as the loan to value ratio increases.

The Fund will target a Gearing range of 25% to 40%. The level of Gearing will magnify the effect on the Fund of any changes in interest rates or changes in value or performance measures. A higher level of gearing will increase the effect. If the level of Gearing increases over the term of the Debt Facility this is a factor that may create refinancing risk on the Fund's debt facilities as they approach expiration.

If the Fund's financial performance deteriorates, including due to a decline in rental income or the value of the Portfolio, the Fund may be unable to meet the covenants under the Debt Facilities. This may require the Fund to seek amendments, waivers of covenant compliance or alternative borrowing arrangements, to reduce debt or raise additional equity.

If a breach of covenant under the Debt Facilities were to occur, there is no assurance that a debt financier would consent to an amendment or waiver, or that debt financiers would not exercise enforcement rights, including cancelling the Debt Facilities, requiring immediate repayment or enforcing their security. If a debt financier enforces its security over the relevant assets of a subsidiary of the Fund which has provided security to support the Fund's debt financing and forces a sale of the secured Property, there is a risk that the value received may be less than the amount of the secured obligations and may be less than the optimal sale price. If the Fund is unable to repay or refinance the Debt Facilities upon maturity or in the event of a breach of covenant, the Fund may have to seek further equity, dispose of assets or enter into new debt facilities on less favourable terms. These factors could materially adversely affect the Fund's ability to operate its business, acquire new properties and fund capital expenditure and could materially adversely affect the financial performance of the Fund and Distributions, and the Fund may suffer reputational damage which could result in lenders being unwilling to extend additional finance or potentially raise future borrowing costs.

In the future, the Fund may also need to access additional debt financing to grow its operations and its Portfolio. If the Fund is unable to refinance, repay or renew its debt facilities or otherwise obtain debt finance on favourable terms, the Fund may not meet its growth targets, which may adversely impact the Fund's financial performance and Distributions.

The Fund's ability to extend the Debt Facilities or to borrow money for refinancing, capital expenditure or acquisitions will depend on a range of factors including general economic conditions, debt and equity market conditions, as well as the Fund's financial position, financial performance and reputation. Changes in the above factors may impact the cost or availability of funding, and accordingly the Fund's financial performance, financial position and Distributions. There can be no assurances that future financing will be available on terms acceptable to the Fund, or at all.

To the extent that the Fund incurs variable rate indebtedness that is unhedged, increases in interest rates may increase the cost of borrowing and this may adversely affect the Fund's ability to make timely payments in respect of the Debt Facilities. In order to reduce exposure to the impact of moving interest rates, the Fund will enter into interest rate swaps at or around Completion.

However, where interest bearing indebtedness is hedged, hedging arrangements themselves involve risk, such as the risk that counterparties may fail to honour their obligations under these arrangements, and that such arrangements may not be effective in reducing exposure to movements in interest rates.

7.1.27. Stamp Duty on Acquisitions

Currently, there are 11 Additional Properties that will settle post Allotment Date. Ad valorem stamp duty will be payable on the acquisition of properties from third parties by the Fund, including the acquisition of the 11 Additional Properties located in Queensland, Western Australia, Northern Territory and Victoria. The current Stamp Duty cost is estimated to be in the order of $6.7 million.

To the extent that stamp duty is levied other than as expected, then the Fund may incur significant unexpected costs.

7.1.28. Tax

The taxation treatment for Securityholders is dependent upon the tax law as currently enacted in Australia. Changes to Australian tax legislation or regulations, or the interpretation thereof by the courts, may impact on the manner or basis of taxation of the Fund or Securityholders. Further details of tax consequences for certain Australian investors are provided in Section 11 of this PDS.

An investment in the Securities involves tax considerations that differ for each investor. Investors are encouraged to seek professional tax advice in connection with any investment in the Fund.

7.1.29. Insolvency Event and Termination

In the event of any liquidation or winding up of the Fund, the claims of the Fund's creditors will rank ahead of those of its Securityholders. Under such circumstances the Fund will first repay or discharge all claims and debts of its creditors.

Any surplus assets will then be distributed to the Fund's Securityholders. All Securityholders will rank equally in their claim and will be entitled to an equal share per Security.

In the event the Fund is terminated or wound up, the claims of the Fund's creditors will have priority over the claims of Securityholders. Under such circumstances, the Responsible Entity may sell Properties and first repay or discharge all costs and liabilities owed to the Fund's creditors before distributing the remaining proceeds to Securityholders. Any remaining proceeds will be distributed among Securityholders pro rata in accordance with the proportion of Securities held by Securityholders. As such, there is a risk that Securityholders may receive no amount, or an amount less than the purchase price, on termination or winding up of the Fund.

7.1.30. Compliance Risk

The Responsible Entity is subject to strict regulatory and compliance arrangements under the Corporations Act and ASIC policy. If the Responsible Entity breaches the Corporations Act or the terms of its AFSL, ASIC may take action to suspend or revoke the licence, which in turn would adversely impact the ability of the Responsible Entity to manage the Fund. In order to ensure compliance with the Funds' Constitutions, the Corporations Act and the Listing Rules, the Responsible Entity has adopted a Compliance Plan (set out in Section 13.4) which sets out the key processes the Responsible Entity will apply in complying with its compliance obligations.

7.1.31. Disputes and Litigation

The Fund may be the subject of claims, disputes or litigation in the course of its business by Securityholders, tenants, landlords, governmental agencies or other third parties.

For example, tenants may claim that rent is not due and payable, governmental agencies may claim that the Fund has not paid rates or other taxes or is not compliant with applicable planning or zoning laws and third parties may claim for breach of contract.

Any complaints, disputes, claims or litigation in which the Fund is involved may result in a financial penalty, the inability of the Fund to conduct its business or implement its strategy and/or damage to the Fund's reputation and may divert financial and managerial resources away from running the Fund's business.

Any of these potential outcomes may adversely affect the Fund's financial performance and Distributions.

7.1.32. The Fund may suffer loss for which it is not insured

The Fund will carry a range of insurances which the Board of the Responsible Entity and management view as customary for the Properties. However, there are certain events for which the Fund will not maintain insurance cover. Insurance cover may not be available for certain kinds of losses, which may include, but are not limited to loss caused by:

- war or political or civil instability;
- terrorism; and
- catastrophic events such as floods or bushfires.

If any of the Fund's Properties are damaged or destroyed by an event for which the Fund does not have coverage, the Fund could incur a capital loss and lose income which could reduce Securityholders' returns.

Dependent on the type of coverage, the Fund may have to incur an excess prior to any payment by the insurer or pay for any difference between the full replacement cost and insured amount. The Fund may also incur increases to its insurance premium applicable to other areas of cover as a result of the event requiring insurance.

The Fund may not be able to recover under its insurance if the company or companies providing the insurance (or any reinsurance) are under financial distress or insolvency.

7.1.33. Data breach

The Fund will collect, process and store, through the ordinary course of its business operations, a wide range of data, including confidential data relating to its tenants. Measures that the Fund employs to secure and protect technology systems and data may not be sufficient to prevent system failures or data breaches arising from factors beyond its control and/or to detect or prevent unauthorised access to, or disclosure of, confidential information and data.

There is a risk that the Fund's systems, or those of its third-party service providers, fail, or are subject to disruption as a result of external threats or system errors. Cyber-attacks, data theft, data loss, human error or malfeasance may also result in data breaches resulting from unauthorised access to, or disclosure of, information (including sensitive and/or confidential information), whether malicious or inadvertent. The Responsible Entity relies on the Manager and other service providers. Failure in their systems likely to impact of the Fund.

Despite seeking to maximise the protection of data, there is a risk that the Fund is exposed to a security breach or successful cyber-attack. Any systemic failure and/or data security breaches could result in significant disruption to the Fund's services, loss of system integrity, breaches of the Fund's obligations under applicable data protection laws or contractual agreements, an obligation under privacy laws to notify individuals and the Australian Information Commissioner of the breach, and/or reputational damage, and could reduce its ability to retain existing tenants and generate new tenants, each of which could have a material adverse effect on the Fund's financial performance and Distributions.

Further, there is a risk that the Fund may be unable to provide critical business processes due to a potential distributed denial-of-service attack, resulting in disruption of services, loss of customers and financial and reputational damage.

7.1.34. Intellectual Property

RAM Group uses the words and logos of "RAM" and "Real Assets Real Returns" as an important aspect of RAM Group and the Fund's marketing strategy. RAM Group owns the registered trademark of the words and logo of "Real Assets Real Returns".

If a third party accuses the Fund of infringing its intellectual property rights or if a third party commences litigation against the Fund for the infringement of trade mark or other intellectual property rights, the Fund may incur significant costs in defending such action, whether or not it ultimately prevails. In addition, parties making claims against the Fund may be able to obtain injunctive or other equitable relief that could limit or prevent the Fund from the use of the term "RAM" or associated logo. In the event of a successful claim of infringement against the Fund, it may be required to pay damages. Defence of any litigation could impact the Fund's ability to conduct is business and could cause it to incur substantial expenditure.

7.1.35. *Reliance on third parties*

The Responsible Entity engages third party services providers in respect of part or the whole of the Portfolio. The terms of such engagement and the nature, scope and fees relating to the services provided by such third party service providers will be subject to contractual arrangements between the Responsible Entity or the Manager and the relevant third parties. A failure of third parties to discharge their agreed responsibilities may adversely affect the management and financial performance of the Fund and therefore also adversely impact returns to Securityholders.

7.1.36. *Failure of risk management and internal control strategies*

The Fund will implement risk management strategies and internal controls involving processes and procedures intended to identify, monitor and mitigate the risks to which it is subject, including risks related to liquidity, interest rates, counterparties, compliance, market conduct, bribery and corruption, anti-money laundering and counter terrorism funding compliance, insurance and operational, all of which are important to the Fund's reputation and business operations.

However, there are inherent limitations with any risk management and internal control framework as there may exist, or emerge in the future, risks that the Fund has not adequately anticipated or identified. If any of the Fund's risk management and internal control processes and procedures prove ineffective or inadequate, or are otherwise not appropriately implemented, the financial performance of the Fund and Distributions could be adversely impacted.

7.1.37. *Treatment of the Fund as a "flow-through" entity*

The information in this PDS assumes that the Fund will be treated as a "flow-through" entity for Australian income tax purposes under the Attribution Managed Investment Trust rules such that the net income of the Fund will be taxable in the hands of the Securityholders on an attribution basis. However, the Fund would lose this "flow-through" status if:

- there was a legislative change which removed the "flow-through" status of property trusts; or
- the Fund engaged in activities which lead to it being taxed on its net income at the corporate tax rate for Australian income tax purposes.

Depending on the Securityholder's individual circumstances, a loss of the "flow-through" treatment of the Fund may adversely affect the after-tax investment returns.

7.2. General risks

7.2.1. *Price of securities may fluctuate*

The Securities in the Fund quoted on the ASX will become subject to the general market risk that is inherent in all securities traded on a stock exchange. This may result in fluctuations in the price of Securities that are not explained by the fundamental operations and activities of the Fund. There is no guarantee that the price of the Securities will increase following quotation on ASX, even if the Fund's earnings increase.

The Securities may trade at, above or below the Offer Price due to a number of factors, including:

- general market conditions;
- shifts in consumer sentiment;
- fluctuations in the local and global market for listed stocks;
- changes to Government policy, legislation or regulation;
- inclusion in or removal from particular market indices; and
- the nature of the markets in which the Fund operates.

Other factors that may negatively affect investor sentiment and influence the Fund specifically or the stock market more generally include acts of terrorism, an outbreak of international hostilities, civil unrest, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events.

7.2.2. Liquidity of securities

There can be no guarantee that an active market for the Securities will develop following Completion of the Offer. There may be relatively few potential buyers or sellers of the Securities on the ASX at any given time. This may increase the volatility of the market price of the Securities. It may also affect the prevailing market price at which Securityholders are able to sell their Securities. This could result in Securityholders receiving a market price for their Securities that is less than the price that they paid.

7.2.3. Dilution from future capital raisings

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

7.2.4. Force Majeure and COVID-19

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of the Fund and the price of the Securities. These events include but are not limited to pandemics, acts of terrorism, an outbreak of international hostilities, civil unrest, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events that can have an adverse effect on the Fund's ability to conduct its business.

Further, these unforeseen circumstances and situations may affect any of the Fund's Properties. Even though these unforeseen circumstances are outside the control of the Responsible Entity, the Fund may be required to remediate any resulting damage or loss. The cost of remediation could be substantial. In addition, if the Fund is not able to remediate a Property, this may adversely affect its ability to sell the relevant Property or to use it as collateral for borrowings.

The events relating to COVID-19 have resulted in significant market falls and volatility including in the prices of securities trading on ASX and on other foreign securities exchanges. There is continued uncertainty as to the further impact of COVID-19 including in relation to governmental action, work stoppages, lockdown, quarantines, travel restrictions and the impact on the Australian and global economies and share markets. In light of recent Australian and global macroeconomic events, including though not limited to the impact of COVID-19 and other factors, it is likely that Australia and other international economies will remain in recession or downturn of uncertain severity and duration which would further affect consumer spending, continue to impact on the operating and financial performance and prospects of the Fund and continue to interfere with the Fund's business.

The nature and extent of the effect of the COVID-19 outbreak on the performance of the Fund remains unknown. Any governmental or industrial measures taken in response to COVID-19 may adversely impact the Fund's operations and are likely to be beyond the control of the Fund. The Fund is monitoring the situation closely and considering the impact of COVID-19 on its business and financial performance.

However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. In compliance with its continuous disclosure obligations, the Fund will continue to update the market in regard to the impact of COVID-19 on its business and any adverse impact on the Fund.

7.2.5. Climate Change

Climate Change presents a potentially material risk to the Fund. The increasing severity of acute weather events (such as heatwaves, cyclones and storms) and chronic climate impacts may affect one or more of the Fund's Properties (and associated communities) through physical damage, operating costs, consumer visitation and ability to trade and operate. These acute weather events may be sudden and acute or more gradual in nature. For example, a Property may be damaged by storms or flooding which requires extensive repairs and may impact rental income at that Property. Alternatively, tenants may be impacted by disruptions to their operations.

The Responsible Entity has conducted both high-level and asset-level assessments of physical risks in order to identify and mitigate those risks.

Transitioning to a lower-carbon economy may entail extensive policy, legal, technology and market changes to address mitigation and adaption requirements related to climate change. These may require the Fund to incur costs to address these changes. The transition to a low-carbon economy may enable the Fund to realise opportunities such as reducing its reliance on the electricity grid by generating onsite renewable energy which also protects its business from future energy market and policy uncertainty.

7.2.6. Accounting Standards

The Australian Accounting Standards to which the Fund adheres are set by the Australian Accountings Standards Board (AASB) and are consequently outside of the control of the Responsible Entity and its Directors. Changes to accounting standards issued by AASB or changes to the commonly held views on the application of those standards could materially adversely affect the financial performance and position reported in the Fund's financial statements.

7.2.7. Expected future events may not occur

Certain statements in this PDS constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance and achievements of the Fund to differ materially from any future results, performance or achievements expressed or implied in such forward-looking statements.

Given these uncertainties, prospective investors should not place undue reliance on such forward-looking statements. In addition, under no circumstances should a forward-looking statement be regarded as a representation or warranty by the Fund or any other person referred to in this PDS that a particular outcome or future event is guaranteed.

8. Details of the Offer

8. Details of the Offer

8.1. Overview of the Offer

This PDS relates to an initial public offering of Securities by RAM Essential Services Property Fund. The Responsible Entity of the Fund intends to issue approximately 356.9 million Securities, raising proceeds of approximately $356.9 million at the Offer Price of $1.00 per Security.

The Securities being offered under this PDS will represent approximately 68.5% of the total number of Securities on issue following Completion, being 521.1 million Securities. All Securities offered under this PDS will rank equally with the existing Securities on issue. Refer to Section 13.1.1 for details of the rights attaching to Securities. The Offer is made on the terms, and is subject to the conditions, set out in this PDS.

8.2. Structure of the Offer

The Offer comprises:

- **The Institutional Offer,** which consists of an offer to Institutional Investors in Australia and a number of other eligible jurisdictions to apply for Securities; and
- **The Broker Firm Offer:** which is open to Australian and New Zealand resident retail clients of Brokers who have received a firm allocation of Securities from their Broker.

No general public offer is being made under the Offer. Members of the public wishing to subscribe for Securities under the Offer must do so through a Broker.

The allocation of Securities between (and within) the Retail Offer and the Institutional Offer was determined by agreement between the Responsible Entity and the Joint Lead Managers, having regard to the allocation policies set out in Section 8.11.

The Issuers reserve the right to not proceed with the Offer at any time before the issue or transfer of Securities to successful Applicants.

8.3. Capital and Securityholding structure

8.3.1. Capital and Securityholding structure

Security holders	Number of Securities pre Completion	Number of Securities post Completion
RAM Group and RAM Group managed funds	281.7 million	156.3 million
Directors	–	0.7 million
Existing Securityholders	10.1 million	12.8 million
New Securityholders	–	351.2 million
Total Securities	**291.8 million**	**521.1 million**

8.4. Offer Price and free float

The Offer Price at which new Securities are being offered is $1.00 per Security. The Fund's free float at the time of Completion is expected to be approximately 68%.[1]

1. Based on the exclusion of securities owned by RAM and RAM managed funds from the free float calculation. Subject to the discretion and determination of ASX in allocating an official free float percentage following completion of the Offer.

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8.5. Purpose of the Offer

The Offer is being conducted in order to:

- provide Existing Securityholders with an opportunity to realise their investment;
- fund the acquisitions of 11 medical assets (Additional Properties) to be included as part of the Portfolio at the completion of the Offer;
- refinance existing debt facility of the Stapled Entities; and
- fund transaction costs associated with the Offer and provide the Fund with working capital on completion of the Offer.

8.6. Sources and uses of funds

The Offer is expected to raise approximately $356.9 million, with proceeds to be used as set out below.

Sources of funds	$ million	Uses of funds	$ million
Offer proceeds	356.9	Redemption of Units held by Existing Securityholders	150.2
		Acquisitions of Additional Properties	122.0
		Transaction Costs related to the Offer[2]	24.5
		Repayment of existing bank debt	60.2
Total sources	**356.9**	**Total uses**	**356.9**

8.7. Summary of the Offer

The following is a summary of the Offer:

Topic	Summary
What is the type of Security being offered?	New Securities (being a fully paid ordinary Security conferring a beneficial interest in the Fund).
What is the consideration payable for each Security being offered under the Offer?	The Offer Price is $1.00 per Security.

2. The $24.5 million Transaction Costs include property acquisition costs of $1.9 million and a one-off $0.6 million finance facilitation fee payable to the Investment Manager. The $1.9 million acquisition costs is based on the rate of 1.5% of the purchase price of the 11 Additional Properties that will settle within 14 days of Completion, which was the applicable rate for this fee under the previous terms of the constitution and investment management agreement of RAMPF when the contracts for the acquisition of these Additional Properties were entered into. The Acquisition Fee payable to the Investment Manager for any Property acquired directly or indirectly by the Fund after the date of the PDS will be 0.75% of the purchase price of the Property in proportion to the Fund's economic interest in the Property. The one-off $0.6 million financing facilitation fee is based on the rate of 0.25% of the Debt Facility amount of $250 million, which was the applicable rate for this fee under the previous terms of the investment management agreement of RARPF and RAMPF respectively when the Debt Facility Agreement was entered into.

8. Details of the Offer

Topic	Summary
What is the Offer Period?	The key dates, including details of the Offer Period, are set out in the key dates in the Key Information Section of this PDS. These key dates are indicative only and may change. Unless otherwise indicated, all times are stated in Sydney Time. The Responsible Entity, with the consent of the Joint Lead Managers, reserves the right to amend any or all of the times and dates of the Offer without notice subject to the Listing Rules, the Corporations Act and other applicable laws, including closing the Offer early, extending the Offer, deferring the date of Completion, accepting late Applications either generally or in particular cases, allotting Securities at different times to different Applicants or to cancel or withdraw the Offer without prior notice. If the Offer is cancelled or withdrawn before the allocation and issue of Securities to successful Applications, then all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. The quotation and commencement of trading of the Securities is subject to confirmation from ASX.
How much is to be raised under the Offer?	$356.9 million is to be raised under the Offer.
Will the Offer be extended into New Zealand?	Yes. All Securities offered to investors in New Zealand under the Offer are being offered under the Mutual Recognition Regime. No offer of Securities is being made to investors in New Zealand until such time as the relevant notice and accompanying documents required to be lodged under the Mutual Recognition Regime have been lodged. Investors in New Zealand should refer to the Warning for New Zealand Investors in the Important information section of the PDS.
Is the Offer underwritten?	The Offer is fully underwritten by UBS and Credit Suisse (together the "Underwriters"). More detail on the underwriting agreement are set out in Section 13.10.
Who are the Joint Lead Managers of the Offer?	The Joint Lead Managers of the Offer are UBS, Credit Suisse, Ord Minnett and E&P Corporate Advisory.
What are the minimum and maximum Application amounts?	For applicants under the Broker Firm Offer, the minimum application is $2,000 worth of Securities in aggregate and increments of at least $500 thereafter. Applicants under the Institutional Offer have been provided with information regarding the Institutional Offer by the Joint Lead Managers. There is no maximum Application amount, however you may be subject to scale back.

Topic	Summary
What is the allocation policy?	The allocation of Securities between the Broker Firm Offer and the Institutional Offer was determined by the Responsible Entity in agreement with the Joint Lead Managers having regard to the policies outlined in Section 8. **Institutional Offer:** the allocation of Securities among Applicants in the Institutional Offer was determined by agreement with the Joint Lead Managers and the Responsible Entity. Refer to Section 8.12. **Broker Firm Offer:** Securities, which will be allocated to Brokers for allocation to their Australian and New Zealand resident clients, will be issued to the Applicants nominated by those Brokers (subject to the right of the Joint Lead Managers and the Responsible Entity to reject or scale back Applications). It will be a matter for the Brokers how they allocate stock among their eligible Australian and New Zealand retail clients, and they will hold sole responsibility for ensuring that clients who have been provided a firm allocation receive their Securities. Refer to Section 8.13. Applicants whose Applications are accepted in full will receive the whole number of Securities calculated by dividing the Application Monies by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of Securities to be allocated will be rounded down. No refunds pursuant solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Responsible Entity.
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched to successful Applicants by standard post on or about 25 October 2021. Refunds (without interest) to Applicants who make an Application and receive an allocation of Securities, the value of which is smaller than the Application Monies, will be made as soon as practicable after Completion.
Will the Securities be quoted on ASX?	The Responsible Entity has applied for admission of the Fund to the Official List and quotation of the Stapled Securities on ASX. The Fund's expected ASX code will be "REP". If permission is not permitted for the official quotation of the Securities on ASX, all Application Monies received by the Responsible Entity will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.
When can I sell my Securities on ASX?	It is expected that the Securities will commence trading on ASX on or about 20 October 2021 on a conditional and deferred settlement basis. It is expected that Securities will commence trading on ASX on a normal settlement basis on or about 22 October 2021. It is the responsibility of the Applicants to confirm their allocation of Securities prior to trading in Securities. Securityholders who sell Securities before they receive their holding statements do so at their own risk.
Are there any escrow arrangements?	No escrow arrangements apply to Securities issued under the Offer.

8. Details of the Offer

Topic	Summary
Has any ASIC relief or ASX waiver or confirmation been sought, obtained or been relied on?	Yes. Details are provided in Sections 14.3 and 14.4.
Are there any tax considerations?	Yes. Details are provided in Section 11.
Are there any brokerage, commissions or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of Securities under the Offer. See Sections 13 for details of various fees payable by the Responsible Entity to the Joint Lead Managers.
What should you do with any enquiries?	All enquiries in relation to this PDS should be directed to the Offer Information Line on +61 1800 134 068 (toll free within Australia) between 8:30am and 5:30pm (Sydney Time) Monday to Friday (excluding public holidays) during the Offer Period. All enquiries in relation to the Broker Firm Offer should be directed to your Broker. If you are unclear in relation to any matter or are uncertain as to whether the Fund is a suitable investment for you, you should seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before making a decision to invest.

8.8. RAM Group participation in the Offer

RAM Group and RAM Group managed funds are expected to subscribe for approximately 156.3 million Securities, representing approximately 30% of Securities on issue at Completion. Allocation of Securities to RAM Group and RAM Group managed funds are subject to the Issuer's absolute discretion regarding the allocation of Securities to Applicants in the Offer having regard to the allocation policies set out in Section 8.11.

8.9. Joint Lead Managers

The Responsible Entity has appointed UBS, Credit Suisse, Ord Minnett and E&P Corporate Advisory as Joint Lead Managers to the Offer.

8.10. Underwriting

The Offer is fully underwritten. The Responsible Entity and the Underwriters have entered into an Underwriting Agreement dated on or about the date of this PDS in respect of the Offer. Under the Underwriting Agreement, UBS and Credit Suisse have agreed to act as financial advisers and underwriters of the Offer. A summary of certain terms of the underwriting arrangements, including the termination provisions, is provided in Section 13.10.

8.11. Allocation policy

The allocation of Securities between the Institutional Offer and Broker Firm Offer was determined by the Responsible Entity in agreement with the Joint Lead Managers as outlined below:

- **Institutional Offer:** The allocation of Securities among Applicants in the Institutional Offer was determined by agreement between the Joint Lead Managers and the Responsible Entity.
- **Broker Firm Offer:** For Broker Firm Offer Applicants, it will be a matter for the Brokers how they allocate firm stock among their eligible clients. However, the Responsible Entity, in consultation with the Joint Lead Managers, reserves the right to reject or scale back Applications in the Broker Firm Offer.

The Issuers have absolute discretion regarding the allocation of Securities to Applicants in the Offer (subject to Brokers in the Broker Firm Retail Offer having sole discretion in respect of the allocation of Securities to their clients) and may reject an Application, or allocate fewer Securities than applied for, in their absolute discretion. The Issuers may also aggregate Applications if they wish to do so.

Applicants whose Applications are accepted in full will receive the whole number of Securities calculated by dividing the Application Monies by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of Securities to be allocated will be rounded down. No refunds pursuant solely to rounding will be provided.

Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Responsible Entity.

8.12. Institutional Offer

8.12.1. Invitations to bid

The Responsible Entity and the Joint Lead Managers will invite certain Institutional Investors to apply for Securities via the Institutional Offer. The Institutional Offer will comprise an Offer provided to Australian resident Institutional Investors and other eligible Institutional Investors in eligible jurisdictions to bid for Securities in the Fund, as outlined in this PDS. The Joint Lead Managers will provide direct guidance to select Institutional Investors regarding the Application procedure for the Institutional Offer.

8.12.2. Allocation policy under the Institutional Offer

The allocation of Securities among Applicants in the Institutional Offer will be determined by the Joint Lead Managers in consultation with the Responsible Entity. The Joint Lead Managers, in consultation with the Responsible Entity, have absolute discretion regarding the basis of allocation of Securities among Institutional Investors, and there is no assurance that any Institutional Investor will be allocated any Securities, or the number of Securities for which it bids. The allocation policy will also be influenced by a number of factors, including:

- number of Securities bid for and commitments made by particular Applicants;
- the timeliness of the bid and level of engagement by particular Applicants;
- the Responsible Entity's desire for an informed and active trading market following the commencement of trading on ASX;
- the Responsible Entity's desire to establish a broad register of Institutional Investors;
- overall level of demand under the Broker Firm Offer and Institutional Offer;
- the size and type of funds under management of particular Applicants;
- the likelihood that particular Applicants will be long-term Securityholders; and
- other factors that the Responsible Entity and Joint Lead Managers consider appropriate.

8.13. Broker Firm Offer

8.13.1. Who can apply?

The Broker Firm Offer is open to Applicants who have received a firm allocation from their Broker to apply for Securities under this PDS and who are Australian and New Zealand resident retail clients of participating Brokers. If a Broker offers you a firm allocation, you will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. You should contact your Broker to determine whether they are a participating Broker and may allocate Stapled Securities to you under the Broker Firm Offer.

For the avoidance of doubt, the Broker Firm Offer is not open to any Applicants that are located in the United States or that are, or are acting for the account or benefit of, US Persons.

8.13.2. How to apply

Applications for Securities may only be made on an Application Form attached to or accompanying this PDS. If you are an investor investing under the Broker Firm Offer, you should complete and lodge your Application Form with the Broker from whom you received your firm allocation. Application Forms for the Broker Firm Offer must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Application Form. By making an Application, you declare that you were given access to the PDS, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this PDS or the complete and unaltered electronic version of this PDS.

8.13.3. Minimum and maximum Application amounts

The minimum Application under the Broker Firm Offer is $2,000 worth of Securities. There is no maximum number or value of Securities that may be applied for under the Broker Firm Offer. The Responsible Entity and the Joint Lead Managers also reserve the right to aggregate any Applications, which they believe may be multiple applications from the same person. For Applicants applying under the Broker Firm Offer, the minimum Application amount is $2,000 and in increments of at least $500 thereafter, or as directed by the Applicant's Broker.

The Joint Lead Managers and the Responsible Entity may determine a person to be eligible to participate in the Broker Firm Offer, and may amend or waive the Broker Firm Offer application procedures or requirements, at their discretion, in compliance with applicable laws.

8.13.4. Broker Firm Offer opening date and Broker Firm Offer closing date

The Broker Firm Offer opens at 8:30am (Sydney time) on Friday, 8 October 2021 and is expected to close at 5:00pm (Sydney time) on Friday, 15 October 2021. The Responsible Entity with the consent of the Joint Lead Managers, may elect to close the Broker Firm Offer or any part of it early, extend the Broker Firm Offer or any part of it, or accept late Applications either generally or in particular cases. The Broker Firm Offer or any part of it may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

8.13.5. How to pay

Applicants under the Broker Firm Offer must lodge their Application Form and pay their Application Monies to their Broker in accordance with instructions provided by that Broker. Applicants under the Broker Firm Offer must not send their Application Forms to the Registry.

8.13.6. *Allocation policy under the Broker Firm Offer*

Securities, which will be allocated to Brokers for allocation to their Australian and New Zealand resident clients, will be issued to the Applicants nominated by those Brokers (subject to the right of the Joint Lead Managers and the Responsible Entity to reject or scale back Applications). It will be a matter for the Brokers how they allocate stock among their eligible Australian and New Zealand retail clients, and they will hold sole responsibility for ensuring that clients who have been provided a firm allocation receive their Securities.

8.13.7. *Announcement of final allocation in the Broker Firm Offer*

Applicants in the Broker Firm Offer should confirm their final allocation with the Broker from whom they received their allocation. They may also call the Offer Information Line on +61 1800 134 068 (toll free within Australia) from 8:30am until 5:30pm (Sydney time) Monday to Friday to confirm their allocations during the Offer Period. If you sell Securities before receiving a holding statement, you do so at your own risk, even if you have confirmed your firm allocation with your Broker or obtained details of your holding from the Offer Information Line.

8.14. No cooling-off

Applicants should note that there will not be any applicable cooling-off period in relation to Applications. Once an Application has been lodged, it cannot be withdrawn. Should quotation of Securities be granted by the ASX, Securityholders will have the opportunity to sell their Securities at the prevailing market price, which may be different to the Offer Price.

8.15. Acknowledgements of Applicants

By submitting an Application, each Applicant under the Offer acknowledges, confirms and agrees:

- that the Applicant has reviewed and read in full a printed or electronic copy of this PDS (and any supplementary PDS);
- that the Applicant has submitted a complete and accurate Application Form per the instructions laid out in this PDS;
- that all information provided by an Applicant in any filings related to the application process is complete, accurate and not misleading (including by any omission of relevant information);
- declared that, where applicable (i.e., the Applicant is a natural person) the Applicant(s) is/are over 18 years of age and do/does not suffer from any legal disability preventing them from applying for Securities;
- that the signature (particularly where a corporate or trust/trustee) is valid and binding;
- that, once the Responsible Entity or a Broker receives an Application Form, it may not be withdrawn;
- that it has applied for the number of Securities (or equivalent dollar amount) shown on the front of the Application Form;
- to being allocated and issued the number of Securities applied for (or a lower number allocated in a way described in this PDS), or no Securities at all;
- to become a Securityholder of the Fund and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- that the Responsible Entity and the Joint Lead Managers, and their respective officers or agents, are authorised to do anything on behalf of the Applicant(s) necessary for Securities to be allocated to the Applicant(s), including to act on instructions received by the Registry upon using the contact details in the Application Form;
- that, in some circumstances, the Responsible Entity may not pay Distributions;
- that the information contained in this PDS (or any supplementary PDS) is not financial product advice or a recommendation that Securities are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and taxation issues) of the Applicant(s);
- that the Applicant(s) is/are a resident of Australia (except as applicable to the Institutional Offer and Broker Firm Offer);
- that the Offer may be withdrawn by the Responsible Entity and/or may otherwise not proceed in the circumstances described in this PDS; and
- that if Listing does not occur for any reason, the Offer will not proceed.

8. Details of the Offer

By submitting an Application, each Applicant in the Broker Firm Offer will be taken to have represented, warranted and agreed as follows:

- it understands that the Securities have not been, and will not be, registered under the US Securities Act or the Securities laws in accordance with the US Securities Act registration requirements or of any State of the United States and may not be offered, sold or resold, pledged or transferred in the United States or to, or for the account or benefit of, US Person, except in accordance with the US Securities Act regulation requirements or in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable State Securities laws;
- it is not in the United States and it is not, and is not acting for the account of benefit of, a US Person;
- it has not sent and will not send this PDS or any other material relating to the Offer to any person in the United States;
- it is purchasing the Securities in an "offshore transaction" (as defined in Rule 902(h) under the US Securities Act); and
- it will not offer or sell the Securities in the United States or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration requirements of the US Securities Act and in compliance with all applicable laws in the jurisdiction in which Securities are offered and sold.

8.16. Restrictions on distribution

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

This PDS may not be released or distributed in the United States or of any person that is, or is acting for the account or benefit of, a US Person, and may only be distributed to eligible Institutional Investors and other eligible investors to whom the Offer may lawfully be made in accordance with the laws of any applicable Offer jurisdiction as set out in this PDS.

This PDS does not constitute an offer to sell, or a solicitation of an offer to buy, Securities in the United States or any person that is, or is acting for the account or benefit of, a US Person. The Securities have not been, and will not be, registered under the US Securities Act or the securities law of any state or other jurisdiction of the United States. Accordingly, the Securities to be offered and sold in the Offer may not be offered or sold, directly or indirectly, to any person in the United States or any person that is, or is acting for the account or benefit of, a US Persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable US state securities law.

The Securities to be offered and sold in the Offer may only be offered and sold (i) outside the United States to eligible Institutional Investors and other eligible investors that are not, and are not acting for the account or benefit of, US Persons and (ii) in the United States, to Eligible U.S. Fund Managers, in each case, in "offshore transactions" (as defined in Rule 902(h) under the US Securities Act) in reliance on Regulation S under the US Securities Act.

8.17. Discretion regarding the Offer

The Responsible Entity may withdraw the Offer at any time before the issue of Securities to successful Applicants. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest). The Responsible Entity and the Joint Lead Managers also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Securities than applied or bid for.

8.18. Application to ASX for Listing of the Fund and quotation of Securities

The Responsible Entity has applied to the ASX for admission of the Fund to the Official List and quotation of the Securities on ASX. The Fund's expected ASX code will be "REP".

ASX takes no responsibility for this PDS or the investment to which it relates. The fact that ASX may admit the Fund to the Official List is not to be taken as an indication of the merits of the Fund or the Securities offered for subscription.

If permission is not permitted for the official quotation of the Securities on ASX, all Application Monies received by the Responsible Entity will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act.

Subject to certain conditions (including any waivers obtained by the Responsible Entity from time to time), the Responsible Entity will be required to comply with the Listing Rules.

8.19. CHESS and issuer sponsored holdings

The Responsible Entity has applied (or will apply) to participate in the ASX's Clearing House Electronic Sub-register System (CHESS) and will comply with the Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in Securities quoted on ASX under which transfers are affected in an electronic form.

When the Securities become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, being an electronic CHESS sub-register or an issuer sponsored sub-register. For all successful Applicants, the Securities of a Securityholder who is a participant in CHESS or a Securityholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Securities will be registered on the issuer sponsored sub-register.

Following Completion, Securityholders will be sent a holding statement that sets out the number of Securities that have been allocated to them. This statement will also provide details of a Securityholder's Holder Identification Number (HIN) for CHESS holders or, where applicable, the Securityholder Reference Number (SRN) of issuer sponsored holders. Securityholders will subsequently receive statements showing any changes to their securityholding Certificates will not be issued.

Securityholders will receive subsequent statements shortly after the end of the month in which there has been a change to their holding and as otherwise required under the Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Securityholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Registry in the case of a holding on the issuer sponsored sub-register. The Fund and the Registry may charge a fee for these additional issuer sponsored statements.

8.20. Conditional selling of Securities on-market

It is expected that trading of the Securities on ASX on a conditional basis will commence on Wednesday, 20 October 2021.

Trades occurring on ASX before the date on which the Securities are issued will be conditional on settlement of the Offer and the issue of the Securities occurring (the "Conditions").

Conditional trading will continue until the Fund has advised ASX that the Conditions have been satisfied, which is expected to be on Friday, 22 October 2021.

If the Conditions have not been satisfied by the end of the conditional settlement trading period or the Offer is withdrawn, the Offer will not complete and all trades conducted during the conditional settlement trading period will be invalid and will not settle. All Application Monies received will be refunded to Applicants. No interest will be paid on any Application Monies refunded as a result of the Offer not completing.

Following satisfaction of the Conditions, trading on ASX will begin on an unconditional, normal settlement basis on Friday, 22 October 2021. Following the issue of Securities, successful Applicants will receive a holding statement setting out the number of Securities issued to them under the Offer. It is expected that holding statements will be dispatched by standard post on Monday, 25 October 2021.

It is the responsibility of each person who trades in Securities to confirm their own holding before trading in Securities. Investors will be able to confirm their holdings by telephoning the Offer Information Line on +61 1800 134 068 (toll free within Australia) from 8:30am to 5:30pm (Sydney time), Monday to Friday. If you sell Securities before receiving a holding statement, you do so at your own risk. The Fund, the Share Registry and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, if you sell Securities before receiving your holding statement, even if you obtained details of your holding from the Offer Information Line or confirmed your firm allocation through a Broker.

8.21. Brokerage, commission and stamp duty

No brokerage, commission or stamp duty is payable by Applicants who apply for Securities under the Offer. Various fees in relation to the Offer may be payable by the Fund to the Joint Lead Managers. See Section 12 for further details. Investors who buy or sell Securities on the ASX may be subject to brokerage and other Transaction Costs. No stamp duty will be payable by an investor on any subsequent trading of Securities in the Fund on the ASX, provided the investor does not acquire (whether alone or together with related associates) 90% or more of the Securities in the Fund.

8.22. Foreign selling restrictions

This PDS has been prepared to comply with the requirements of the laws of Australia. The distribution of this PDS in jurisdictions outside of Australia and New Zealand may be restricted by law; and persons who come into possession of this PDS should seek their own advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable Securities laws. This document does not constitute an offer of Securities in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia and New Zealand except to the extent permitted below.

See Section 14.2 for further details regarding foreign selling restrictions.

8.23. Taxation issues

Some tax implications of investing in the Fund are explained in Section 11. It is intended to be a brief guide only and does not purport to be a complete statement of the relevant tax law, nor does it take into account your individual circumstances. Accordingly, we strongly recommend that you seek independent professional taxation advice on the tax implications of investing in the Fund relevant to your specific circumstances.

8.24. Return of Application Monies

Application Monies for the Securities may be held for up to one month, starting on the day on which the money was received, before the Securities are issued or the Application Monies are returned.

Application Monies will be refunded (in full or in part) in Australian dollars where an Application is rejected, an Application is subject to scale-back or the Offer is withdrawn (either partially or completely) or cancelled.

No interest will be paid on any refunded amounts. Refund cheques will be sent following Completion of the Offer or as otherwise applicable in the circumstances outlined above.

8.25. Enquiries

This PDS provides information for potential investors in the Fund, and should be read in its entirety. If, after reading this PDS, you have any questions about any aspect of an investment in the Fund, please contact your stockbroker, accountant or independent financial adviser. Enquiries from Australian resident investors relating to this PDS, or requests for additional copies of this PDS, should be directed to the Offer Information Line on +61 1800 134 068 (toll free within Australia).

9. Independent Limited Assurance Report

9. Independent Limited Assurance Report

30 September 2021

The Directors
RAM Property Funds Management Limited
Suite 3201, Level 32, Australia Square
264 George Street
Sydney NSW 2000

The Due Diligence Committee,
each of its members and their representatives

Dear Directors, members of the Due Diligence Committee and their representatives

INDEPENDENT ACCOUNTANT'S REPORT

INDEPENDENT LIMITED ASSURANCE REPORT ON RAM ESSENTIAL SERVICES PROPERTY FUND'S PRO FORMA CONSOLIDATED STATEMENT OF FINANCIAL POSITION AND FORECAST FINANCIAL INFORMATION

1. Introduction

PKF Corporate Finance (NSW) Pty Limited ("**PKFCF**", "**We**", "**Us**") have been engaged by RAM Property Funds Management Limited ("**RE**", "**you**") to prepare this report for inclusion in the product disclosure statement to be issued by the RE in connection with the proposed initial public offering of stapled securities in RAM Essential Services Property Fund ("**Fund**"), each stapled security comprising one ordinary fully paid unit in RAM Australia Retail Property Fund ("**RARPF**") stapled to one ordinary fully paid unit in RAM Australia Medical Property Fund ("**RAMPF**") (RARPF and RAMPF collectively "**the Stapled Trusts**") to be dated on or about 30 September 2021 ("**PDS**"), and listing on the Australian Securities Exchange ("**ASX**") ("**Listing**").

Expressions defined in the PDS have the same meaning in this report, unless otherwise specified.

2. Scope

You have requested PKFCF to perform a limited assurance engagement in relation to the pro forma consolidated statement of financial position and forecast financial information described below and included in the PDS.

2.1. Pro forma Consolidated Statement of Financial Position

The Pro forma Consolidated Statement of Financial Position at the Allotment date, being 22 October 2021 ("**Allotment**") reflects the impact of the pro forma adjustments (as described in the PDS) on the financial position of the Stapled Trusts at Allotment (the "**Pro forma Consolidated Statement of Financial Position**").

The Pro forma Consolidated Statement of Financial Position is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial report prepared in accordance with the Corporations Act 2001.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and the event(s) or transaction(s) to which the Pro forma Adjustments relate, as described in Section 6.2 of the PDS. Due to its nature, the Pro forma

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Consolidated Statement of Financial Position does not represent the Stapled Trusts' actual or prospective financial position.

The Pro forma Consolidated Statement of Financial Position has been compiled to illustrate the impact of the Offer and associated transactions on the financial position as at Allotment.

For the purposes of preparing this report we have performed limited assurance procedures in relation to the Pro forma Consolidated Statement of Financial Position in order to state whether, on the basis of the procedures described, anything comes to our attention that would cause us to believe that the Pro forma Consolidated Statement of Financial Position is not prepared or presented fairly, in all material respects, by the directors in accordance with the stated basis of preparation.

2.2. Forecast Financial Information and directors' best estimate assumptions

You have requested PKFCF to perform limited assurance procedures in relation to the:

- pro forma and statutory forecast consolidated income statements for the period from Allotment to 30 June 2022; and
- the pro forma forecast consolidated distribution statements for the period from Allotment to 30 June 2022.

as described in Section 6.1 of the PDS (the "**Forecast Financial Information**"). The directors' best-estimate assumptions underlying the Forecast Financial Information are described in Section 6.5 of the PDS. As stated in Section 6.2 of the PDS, the basis of preparation of the Forecast Financial Information is the recognition and measurement principles contained in Australian Accounting Standards and the Stapled Trusts' accounting policies.

The Pro Forma Consolidated Statement of Financial Position and the Forecast Financial Information together form the "**Financial Information**").

We have performed limited assurance procedures in relation to the Forecast Financial Information, set out in Section 6.3 of the PDS, and the directors' best-estimate assumptions underlying it in order to state whether, on the basis of the procedures described, anything has come to our attention that causes us to believe that:

- the directors' best-estimate assumptions do not provide reasonable grounds for the Forecast Financial Information;
- in all material respects the Forecast Financial Information is not:
  - prepared on the basis of the directors' best-estimate assumptions as described in the PDS; and
  - presented fairly in accordance with the recognition and measurement principles contained in Australian Accounting Standards and the Stapled Trusts' accounting policies;
- the Forecast Financial Information itself is unreasonable.

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

Our limited assurance procedures consisted primarily of:

- comparison and analytical review procedures;
- discussions with management and directors of RE of the factors considered in
- determining their assumptions; and
- examination, on a test basis, of evidence supporting:
  - the assumptions and amounts in the Forecast Financial Information; and
  - the application of accounting policies used in the Forecast Financial Information.

The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, an audit. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed an audit. Accordingly, we do not express an audit opinion.

3. Directors' Responsibilities

The directors of the RE are responsible for the preparation of:

- the Pro forma Consolidated Statement of Financial Position, including the selection and determination of the pro forma transactions and/or adjustments; and
- the Forecast Financial Information, including the directors' best-estimate assumptions on which the Forecast Financial Information is based and the sensitivity of the Forecast Financial Information to changes in key assumptions.

The directors' responsibility includes establishing and maintaining such internal controls as the directors determine are necessary to enable the preparation of financial information that is free from material misstatement, whether due to fraud or error.

4. Our Responsibilities

Our responsibility is to express a limited assurance conclusion on the Financial Information, based on the review procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and / or Prospective Financial Information*.

Our procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures to the accounting records in support of the Financial Information.

The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, an audit. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed an audit. Accordingly, we do not express an audit opinion about whether the Financial Information is prepared, in all material respects, by the directors in accordance with the stated basis of preparation.

5. Conclusions

5.1. Review statement on the Pro forma Consolidated Statement of Financial Position

Based on our independent review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro forma Consolidated Statement of Financial Position at Allotment, as set out in Section 6.4 of the PDS, is not prepared or presented fairly, in all material respects, in accordance with stated basis of preparation, the recognition and measurement principles prescribed in Australian Accounting Standards, and the Stapled Trusts' accounting policies.

5.2. Forecast Financial Information and the Directors' Best-Estimate Assumptions

Based on our procedures, which are not an audit, nothing has come to our attention which causes us to believe that:

- the directors' best-estimate assumptions used in the preparation of the Forecast Financial Information do not provide reasonable grounds for the Forecast Financial Information; and
- in all material respects, the Forecast Financial Information:
  - is not prepared on the basis of the directors' best-estimate assumptions as described in Section 6.5 of the PDS; and
  - is not presented fairly in accordance with the recognition and measurement principles contained in Australian Accounting Standards, and the Stapled Trusts' accounting policies; and
- the Forecast Financial Information itself is unreasonable.

The Forecast Financial Information has been prepared by the RE's management and adopted and disclosed by the directors in order to provide prospective investors with a guide to the potential financial performance of RAM Essential Services Property Fund for the period from Allotment to 30 June 2022.

There is a considerable degree of subjective judgement involved in preparing forecasts since they relate to event(s) and transaction(s) that have not yet occurred and may not occur. Actual results are likely to be different from the Forecast Financial Information since anticipated event(s) or transaction(s) frequently do not occur as expected and the variation may be material.

The directors' best-estimate assumptions on which the Forecast Financial Information is based relate to future event(s) and/or transaction(s) that management expect to occur and actions that management expect to take and are also subject to uncertainties and contingencies, which are often outside the control of the RE. Evidence may be available to support the directors' best-estimate assumptions on which the Forecast Financial Information is based, however such evidence is generally future-oriented and therefore speculative in nature. We are therefore not in a position to express a reasonable assurance conclusion on those best-estimate assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the directors' best estimate assumptions. The limited assurance conclusion expressed in this report has been formed on the above basis.

Prospective investors should be aware of the material risks and uncertainties in relation to an investment in the Fund, which are detailed in the PDS, and the inherent uncertainty relating to the Forecast Financial Information. Accordingly, prospective investors should have regard to the investment risks and sensitivities as described in Section 7 of the PDS. The sensitivity analysis described in Section 6.6 of the PDS demonstrates the impact on the Forecast Financial Information of changes in key best-estimate assumptions. We express no opinion as to whether the Forecast Financial Information will be achieved.

We have assumed, and relied on representations from certain members of management of the RE, that all material information concerning the prospects and proposed operations of RE has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

6. General Advice Warning

This report has been prepared and included in the PDS to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on the information contained in this report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

7. Independence

PKFCF does not have any pecuniary interests that could reasonable be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. PKFCF will receive a professional fee for the preparation of this Independent Limited Assurance Report and its participation in due diligence processes relating to the transaction.

8. Restriction on Use

Without modifying our conclusions, we draw attention to Section 6.2 of the PDS, which describes the purpose of the Financial Information, being for inclusion in the PDS. As a result, the Financial Information may not be suitable for use for another purpose. We disclaim any assumption of responsibility for any reliance on this report, or on the Financial Information to which it relates, for any purpose other than that for which it was prepared.

PKF

9. Consent

PKFCF has consented to the inclusion of this Independent Limited Assurance Report in the PDS in the form and context in which it is so included but has not authorised the issue of the PDS. Accordingly, PKFCF makes no representation regarding, and takes no responsibility for, any other Statement, or material in, or omissions from, the PDS.

Yours faithfully

PKF Corporate Finance (NSW) Pty Limited

Andrew Jones
Executive Director

PART TWO – FINANCIAL SERVICES GUIDE

30 September 2021

What is a Financial Services Guide?

This Financial Services Guide ("**FSG**") is an important document the purpose of which is to assist you in deciding whether to use any of the general financial product advice provided in the form of an investigating accountant's report by PKF Corporate Finance (NSW) Pty Limited (ABN 65 097 893 957) ("**PKFCF**"). The use of "we", "us" or "our" is a reference to PKFCF as the holder of Australian Financial Services Licence ("**AFSL**") No. 295872.

The contents of this FSG include:

- who we are and how we can be contacted;
- what services we are authorised to provide under our AFSL;
- how we (and any other relevant parties) are remunerated in relation to any general financial product advice we may provide;
- details of any potential conflicts of interest; and
- details of our internal and external dispute resolution systems and how you can access them.

Information about us

What financial services are we licensed to provide?

The AFSL we hold authorises us to provide the following financial services to both retail and wholesale clients:

Provide financial product advice for the following classes of financial products:

- securities;
- interests in managed investment schemes excluding investor directed portfolio services; and
- deposit and payment products limited to;
    - basic deposit products;
    - deposit products other than basic deposit products; and
    - debentures, stocks or bonds issued or proposed to be issued by a government.

Our responsibility to you

We have been engaged by the Directors of RAM Property Funds Management Limited ("**Client**") to prepare an independent limited assurance report providing a review opinion (negative assurance) with respect to the financial information set out in Section 6 of the PDS to be issued by the Client on or around 30 September 2021. You are not the party or parties who engaged us to prepare the Report. We are not acting for any person other than the party or parties who engaged us. We are required by law to give you an FSG because the Report is being provided to you.

The liability of PKFCF is limited to the contents of this FSG and the Report referred to in this FSG.

Information about the general financial product advice we provide

The financial product advice provided in the Report is known as "general advice" because it does not take into account your personal objectives, financial situation or needs. You should consider whether the general advice contained in the Report is appropriate for you, having regard to your own personal objectives, financial situation or needs.

If our advice is being provided to you in connection with the acquisition or potential acquisition of a financial product issued by another party, we recommend you obtain and read carefully the relevant offer document provided by the issuer of the financial product. The purpose of the offer document is to help you make an informed decision about the acquisition of a financial product. The contents of the offer document will include details such as the risks, benefits and costs of acquiring the particular financial product.

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Associations and relationships

PKFCF provides services primarily in the area of corporate finance and is controlled by the Directors of PKF (NS) Holdings Pty Ltd ("**PKF**"). PKF and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services. Our directors may be directors of PKF. The financial product advice in the Report is provided by PKFCF and not by PKF.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and PKF (and its related bodies corporate) may from time to time provide professional services to financial product issuers in the ordinary course of business.

How are we and our employees remunerated?

We charge fees for providing Reports. Fees are agreed with the party or parties who actually engage us, and we confirm our remuneration in a written letter of engagement to the party or parties who actually engage us. Our fees are usually determined on an hourly basis. However, they may be a fixed amount or derived using another basis. We may also seek reimbursement of any out-of-pocket expenses incurred in providing the services. The estimated fee for the Report is approximately $105,000 (exclusive of GST and out-of-pocket expenses).

Neither PKFCF, nor its directors and officers, receive any commissions or other benefits arising directly from providing Reports to you. The remuneration paid to our directors and staff reflects their individual contribution to the company and covers all aspects of performance. We do not pay commissions or provide other benefits to other parties for referring prospective clients to us.

What should you do if you have a complaint?

If you have any concerns regarding the Report, you may wish to advise us. Our internal complaint handling process is designed to respond to your concerns promptly and equitably. Please address your complaint in writing to:

AFS Compliance Manager
PKF Corporate Finance (NSW) Pty Limited
GPO Box 5446
SYDNEY NSW 2001
Telephone: +61 2 8346 6000 Fax: +61 2 8346 6099

If you are not satisfied with the steps we have taken to resolve your complaint, you may contact the Financial Ombudsman Service ("**FOS**"). FOS provides free advice and assistance to consumers to help them resolve complaints relating to members of the financial services industry. Complaints may be submitted to FOS at:

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Telephone: (03) 9613 7366 Fax: (03) 9613 6399
Internet: http://www.fos.org.au

The Australian Securities and Investments Commission ("**ASIC**") regulates Australian companies, financial markets, financial services organisations and professionals who deal and advise in investments, superannuation, insurance, deposit taking and credit. Their website contains information on lodging complaints about companies and individual persons and sets out the types of complaints handled by ASIC. You may contact ASIC as follows:
Info line: 1 300 300 630
Email: infoline@asic.gov.au
Internet: http://www.asic.gov.au/asic/asic.nsf

Contact details

You may contact us using the details located below.

PKF Corporate Finance (NSW) Pty Limited
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pkf.com.au

10. Summary of Valuation Reports

10. Summary of Valuation Reports

Summary Letter | PDS/IPO

RAM Property Funds Management Limited – PDS/IPO

26 August 2021

Alex.Bourne@cbre.com.au
www.cbre.com.au

The Directors
RAM Medical

To the Directors

RE: **Valuation Summary Letter as at 31 August 2021**
RAM Property Funds Management Limited – PDS/IPO

INSTRUCTIONS

CBRE Valuations Pty Limited ("CBRE") accepted instructions dated 26 July 2021 to prepare a market Valuation for the properties listed below. The valuation reports have been prepared for RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund) and the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund. The Valuation is prepared in accordance with the Australian Property Institute Australia and New Zealand Valuation and Property Standards, having regard to ANZVGN 8 Valuations for use in Offer Documents. The instructions specifically request us to provide our opinion of the market value of the properties as at 31 August 2021 on a market value "As Is" basis subject to existing and proposed* lease agreements. The subject properties are tabled below:

NO	PROPERTY NAME	ADDRESS	SUBURB	STATE
1	Corrimal Private Healthcare Centre	20 Underwood Street	Corrimal	NSW
2	Dubbo Private Hospital	Moran Drive	Dubbo	NSW
3	Mayo Private Hospital	2 Potoroo Drive	Taree	NSW
4	North West Private Hospital	21 Brickport Road	Cooee	TAS
5	Swan Medical Centre	278 Great Eastern Highway	Midland	WA
6	Madeley Medical Centre	210 Wanneroo Road	Madeley	WA
7	Miami Private Hospital	24 Hillcrest Parade	Miami	QLD
8	The Banyans Health and Wellness Centre	789 Clear Mountain Road	Clear Mountain	QLD
9	Willetts Health Precinct	85-91 Willets Road	Mount Pleasant	QLD
10	Highlands Medical Centre	95 Alexander Drive	Highland Park	QLD
11	Parkwood Family Practice	86 Vellgrove Avenue	Parkwood	QLD
12	Bowen Hills Day Surgery	1/36 Edmondstone Street	Bowen Hills	QLD
13	North Ward Medical Centre	20-31 Leichhardt Street	North Ward	QLD
14	The Gold Coast Surgery Centre	103-113 Nerang Street	Southport	QLD

CBRE has been instructed to provide a full Valuation Report in addition to this Summary Letter which is included in the Prospectus document. In accordance with ANZVGN 8, our Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed Property Risk Assessment and SWOT Analysis, plus the report details our Critical Assumptions, General Assumptions, Disclaimers, Limitations, Qualifications and Recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, it is considered prudent to consider the entire contents of our Valuation Report. Therefore, we recommend that this Summary Letter be read and considered together with the Valuation Report. We accept no responsibility for reliance upon the Summary Letter.

*Refer to critical assumptions section. There are proposed leases to be executed for Life Fertility Clinic, Avanti Townsville and Avanti Southport

CBRE

VALUATION RATIONALE AND METHODOLOGY

In arriving at our opinion of value, we have employed industry recognised valuation methodologies. We have considered relevant general and economic factors and in particular have investigated recent sales and leasing transactions of comparable properties (as detailed within each report). In arriving at our opinion of market value in accordance with the instructions, we have placed primary emphasis on the capitalisation of market net income approach and where appropriate have also adopted discounted cash flow analysis

Capitalisation Approach

The estimated total income on a face market rental basis has been adjusted to reflect anticipated operating costs to produce a net income on a fully leased basis. The adopted fully leased net income has been capitalised in perpetuity from the valuation date at a market derived capitalisation rate, which we feel reflects the nature, location, and tenancy profile of the property when compared with current market investment criteria.

We have then made various capital adjustments to the calculated core value, including variables such as:
Existing Vacancies, Existing Commitments, Rent Adjustments, Impending Expiries, Capital Expenditure

Discounted Cash Flow Approach

The Discounted Cash Flow analysis allows an investor or owner to make an assessment of the long-term return that is likely to be derived from a property with a combination of both rental and capital growth over an assumed investment horizon. A wide range of assumptions are made including a target or pre-selected internal rate of return, rental growth, occupancy, sale price of the property at the end of the investment horizon, potential capital expenditure, costs associated with the initial purchase of the property, and also its disposal at the end of the investment period.

Having regard to these factors, we have carried out a discounted cash flow analysis over a 10 year investment horizon in which we have assumed that the property is sold at the commencement of the 11th year. The cash flow analysis comprises annual income streams. The analysis proceeds on a before tax basis, and while we have not qualified any potential taxation benefits associated with the property, we are of the view that these are an issue which a prospective purchaser would reflect in its consideration.

The analysis is predicated on the assumption of a cash purchase. No allowance for interest and other funding costs have been made.

VALUATION SUMMARY

In arriving at our opinion of market value in accordance with the instructions, we have placed primary emphasis on the capitalisation of market net income approach and where appropriate have also adopted discounted cash flow analysis. A detailed explanation of the asset's investment credentials and the application of the discounted cash flow and capitalisation of market and/or passing income methodology are provided in each Valuation Report.

The adopted market values (as at 31 August 2021) and a brief description of each asset is detailed overleaf:

10. Summary of Valuation Reports

Summary Letter | PDS/IPO

RAM Property Funds Management Limited – PDS/IPO

No	Property Name	Adopted Capitalisation Rate	Adopted Discount Rate	IRR (10 Yr)	Equivalent Market Yield	Adopted Value	$/sqm GLA or $ per bed
1	Corrimal Private Healthcare Centre (NSW)	6.50%	7.00%	6.89%	6.55%	$6,100,000	$6,224
	A two level medical centre constructed in 2012, located within Corrimal, a northern suburb of Wollongong City Council. The building provides 5 tenancies and includes on grade car parking for 20 vehicles.						
2	Dubbo Private Hospital (NSW)	5.25%	6.25%	6.35%	5.20%	$21,000,000	$396,226
	A purpose built hospital constructed in 1994 over three levels and licensed for 53 patients in 44 wards with three operating theatres. Located within Dubbo, 390 kilometres north west of Sydney. The hospital is situated within close proximity to the Dubbo Public Hospital and is licensed for the following classes: Anaesthesia, Cosmetic Surgery, Gastrointestinal Endoscopy, Medical, Paediatric, Rehabilitation and Surgical. Fully leased to Healthe Care Dubbo Pty Ltd.						
3	Mayo Private Hospital (NSW)	5.00%	6.25%	6.25%	5.02%	$48,000,000	$607,595
	A purpose built hospital constructed in 1997 and licensed for 79 patients in 74 wards with three operating theatres. Located within Taree on the mid north coast of New South Wales, 316 kilometres north of Sydney. The hospital is situated 4 kilometres north west of Manning Base Hospital and is licensed for the following classes: Anaesthesia, Cardiac Catheterisation, Cosmetic Surgery, Gastrointestinal Endoscopy, Intensive Care Level 1, Medical, Mental Health, Paediatric, Rehabilitation, Renal Dialysis and Surgical. Fully leased to Mayo Healthcare Group Pty Ltd.						
4	North West Private Hospital (TAS)	5.15%	6.25%	6.11%	5.15%	$37,800,000	$713,208
	A purpose built hospital constructed in 1988 and extended from 1994 licensed for a total of 70 patient beds made up of 58 inpatient and 12 day beds. The hospital has recently undergone a minor extension to include an additional 4 inpatient beds, there are now 53 inpatient beds and 12 day beds/chairs. Located within Burnie in north west Tasmania, 325 kilometres north west of Hobart and 137 kilometres west of Launceston. The hospital adjoins North West Regional Hospital and specialises in general medical, surgical, maternity, obstetrics, gynaecology, mental health and palliative care. The property includes a medical centre and additional lettable area leased to the University of Tasmania.						
5	Madeley Medical Centre (WA)	6.00%	6.75%	6.62%	6.13%	$9,750,000	$6,592
	Madeley Medical Centre comprises a circa 1980's built single level medical centre which underwent an extension in 2017 to construct the radiology, optometrist and pharmacy tenancies. Accommodation to the medical centre comprises seven tenancies, including a GP clinic and various other medical uses. Located in the suburb of Madeley, approximately 15 kilometres north of the Perth CBD.						
6	Swan Medical Centre (WA)	6.00%	6.50%	6.66%	5.97%	$7,780,000	$7,979
	Swan Medical Centre comprises a circa 1980's built single level medical centre of brick and iron construction. Accommodation comprises four tenancies, including a GP clinic, pharmacy, physiotherapy and pathology. Located in the Midland town centre, approximately 17 kilometres east of the Perth CBD.						
7	Miami Private Hospital (QLD)	5.50%	7.00%	6.94%	5.53%	$17,750,000	$7,553
	The Miami Day Hospital and retail centre was originally constructed circa 1988 however refurbished in 2018 to provide the current day hospital and fitness/retail accommodation. The Miami Day Hospital occupies a 2 level building with frontage to Hillcrest Parade and Pacific Avenue, with Snap Fitness, Supertint and 9 Rounds located within 2 single level buildings on the corner of Hillcrest Parade and Gold Coast Highway. The property includes a telecommunications lease and electronic advertising sign fronting the Gold Coast Highway. On-site parking for 24 vehicles is provided.						
8	The Banyans Health and Wellness Clinic (QLD)	6.25%	7.00%	6.78%	6.25%	$8,320,000	$5,756
	The Banyans comprises a drug and alcohol rehabilitation clinic including inpatient accommodation (i.e. 9 patient rooms plus an overnight nurse's room), consulting rooms, treatment rooms, and a gymnasium. The clinic is at an elevation of around 300 metres above the surrounding countryside and is serviced by an unlimited water supply from an adjacent dam, which is secured by a 99 year lease. There facility features a direct NBN link and fully automated 37 KVA standby generator service. On site car parking is provided adjacent the consulting rooms.						

CBRE

No	Property Name	Adopted Capitalisation Rate	Adopted Discount Rate	IRR (10 Yr)	Equivalent Market Yield	Adopted Value	$/sqm GLA or $ per bed
9	Willetts Health Precinct (QLD)	5.50%	6.75%	6.65%	5.58%	$16,100,000	$6,550
	Balance Land (Lot 1)					$600,000	
	The improvements comprise a modern (circa 1999) purpose-built medical centre with 3 separate buildings including the Mackay Day Surgery, Central Queensland Eye Centre and Willetts Centre. The day surgery is constructed over a single level and is situated on Lot 3. The eye centre is situated on Lot 4 and contains 2 tenancies over 2 levels. The Willetts Centre is situated on Lot 5 and contains 5 tenancies over a single level. On site car parking is provided for a total of approximately 80 vehicles. Basic landscaping is provided to the property boundaries. The property includes 2,000 sqm of vacant balance land (Lot 1).						
10	Highlands Health Centre (QLD)	6.00%	6.75%	6.75%	5.96%	$8,500,000	$9,120
	The subject comprises a single level commercial building with undercroft car parking, located within Highland Park in the Gold Coast Local Government Area, some 74 kilometres south of the Brisbane CBD. The building is currently leased to IPN Medical Centres who hold a number of sub-leases, the total lettable area is 932 sqm.						
11	Parkwood Family Practice (QLD)	5.50%	6.50%	6.55%	5.50%	$7,400,000	$8,645
	The property comprises a predominately one storey medical centre, constructed circa 1990's, with four tenancies including a family practice, pharmacy, physiotherapist and pathologist centre. There is an undercroft car park providing accommodation for 10 vehicles and a visitor car park providing 26 car spaces. The buildings total lettable area is 856 sqm.						
12	Bowen Hills Day Surgery (QLD)	4.75%	6.25%	6.35%	4.74%	$20,500,000	$9,500
	The improvements comprises a 2 level, community titled building built in 1980's with major refurbishments completed in 2010. The building is occupied by Life Fertility Clinic with accommodation including a reception with waiting area, offices, staff amenities', laboratory, medical storage, training rooms, consulting rooms, and procedure rooms. On site parking is provided for 29 vehicles.						
13	North Ward Medical Centre (QLD)	6.00%	6.75%	6.80%	6.00%	$12,350,000	$5,120
	The improvements comprise a 3 level purpose built medical centre providing Avanti over 55s fitness centre and education facilities over all 3 levels, with physiologists on Level 3. Uncovered on-site car parking for 78 vehicles is provided at grade.						
14	The Gold Coast Surgery Centre (QLD)	6.00%	7.00%	7.00%	6.20%	$19,950,000	$7,120
	The improvements comprise a 3 level purpose built medical centre providing radiology, pathology and pharmacy tenancies on the ground level; Avanti over 55s fitness centre on the first level, and medical suites on the second level. Basement level car parking is provided for approximately 85 vehicles and podium level with 19 vehicles plus two ambulance bays at ground level.						

Market Movement

The valuations referred to, represents the value of each property as at the date of valuation only. The value assessed may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements or factors specific to the particular property or particular property sector). CBRE is not liable for losses arising from any subsequent changes in value.

Summary Letter | PDS/IPO

RAM Property Funds Management Limited – PDS/IPO

Critical Assumptions and Reliance on Information Provided

A summary of Critical Assumptions noted in the full Valuation Reports are detailed as follows:

<u>Common Points</u>

Restricted Inspections

- A restricted inspection has been undertaken for **Dubbo Private Hospital, Mayo Private Hospital and Northwest private Hospital, whilst the other properties were inspected internally, excluding some areas due to privacy or health restraints.**
- The COVID-19 global pandemic has limited our ability to inspect the property as would be required under normal circumstances. Accordingly, we have proceeded on the following basis:
  - **The valuer confirms that the valuation has been conducted on a Desktop basis only and no inspection has taken place.**
- The land, improvements and occupancy description contained herein is based on the valuer's desktop valuation relying upon information obtained from:
  - The previous valuations in October 2020
  - Reference to aerial photographs from Nearmap
  - Verbal discussions with the owner.
  - Information received from the client and various online property data resources.
- We have made the critical assumption that the improvements and internal occupancy description contained herein in our report is accurate. Caution is advised in this regard. We recommend confirmation of our assumptions once internal access to the site is available.
- Whilst all attempts to verify this information have been undertaken, the report should be referred back to the valuer should any improvement detail be proven to be incorrect as at date of valuation

Leases

- That the leases as provided are bona fide and complete copies.

Capital Expenditure

- The properties range in average to good condition and will require capital expenditure in the medium term. We have relied on the capital expenditure budget provided by the instructing party and adopted a general capital expenditure over the cash flow horizon.

License – NSW Hospitals

- That the facility is licenced under the Private Health Facilities Act 2007 to have both first and second stage recovery wards.
- In NSW private hospitals and day procedure centres are licensed under the Private Health Facilities Act 2007 and Regulation. Private health facilities are defined in that Act as being premises at which patients are admitted, provided with medical, surgical or other prescribed treatment and then discharged, or premises at which patients are provided with prescribed services or treatments.

Financial Reporting

- There is no material change in the property market or the property between inspection and valuation dates.

Elective Surgery

- During the initial stages of the COVID-19 pandemic the NSW government suspended all non-urgent elective surgery to ensure adequate hospital capacity to respond to COVID-19. On 21 April 2020 Australian Health Protection Principal Committee (AHPPCC) recommended elective surgery to be incrementally recommence from Monday 27 April. National Cabinet advised a 3 Stage strategy with restoration of 100% of elective surgery from 1 July 2020.
- Most recently NSW Health has announced that non-urgent elective surgery will be temporarily postponed at public hospitals in Greater Sydney, excluding the Illawarra Shoalhaven and Central Coast Local Health Districts, from Monday, 2 August 2021.
- Because of the subject property's regional location, Dubbo, we have assumed it will remain unaffected by such Sydney centric restrictions. However, we recommend close monitoring of Government action as the COVID-19 pandemic continues to evolve.
- We note that on 31 March 2020, a major partnership with the private hospital sector was announced as part of national efforts to address the COVID-19 pandemic. The objective of this Agreement is to provide financial assistance for the additional costs incurred by state health services in responding to the COVID-19 outbreak, including as a result of the diagnosis and treatment of patients with COVID-19 or suspected of having COVID-19, and efforts to minimise the spread of COVID-19 in the Australian community

Selling Period

- The nominated selling period does not include an allowance to obtain any government legislated approval to transfer the hospital bed licenses to a new provider.

<u>1. Corrimal Private Healthcare Centre (NSW)</u>

Profit Rent

- Passing rental is considered above market, therefore $170,815 of the property's value is attributable to profit rent. It is important to note that the profit rent will continue to diminish until such leases expire.

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3. Mayo Private Hospital (NSW)

Put and Call Option Deed

- There is a put and call option deed that gives Mayo the option to purchase the balance land known as Lot 104 in the subdivision plan for $1.0. The put option and call option expiry date is 20 years after the option commencement date (the executed agreement was undated, the land transacted on 15 December 2011, we assume the commencement date is a similar date), expiry is approximately December 2031.
- Our critical assumption is that the land identified within the put and call option deed has no effect on the operation of the hospital facilities or access.

Land Area

- We have adopted a land area of 33,840 sqm due to the put and call option which Mayo Healthcare Group Pty Ltd can purchase the remaining 49,050 sqm for $1.

4. North West Private Hospital (TAS)

Lease Variation

- That the lease to Healthe Care Burnie Pty Ltd has been extended via a lease variation in the form of an extension of lease term to 20 December 2036 under Clause 40.8 of the lease which gives the landlord the right to issue a landlords notice in respect of the options to renew commencing 21 December 2021, 21 December 2026 and 21 December 2031.

5. Swan Medical Centre (WA)

Survey Plan

- We have requested a formal survey plan; however, we have not been provided with one. We have been advised, however, that the floor area is 975 sqm and that such area which we note is supported by our onsite "check" measurements. We therefore critically assume that such area is accurate.

Management Fees

- The lease is contradictory with respect to the recovery of Management Fees. The lease states that the Lessor can recover all statutory and variable outgoings, however, they cannot recover Management Fees. However, discussions with the Owner indicates that throughout the Due Diligence period in early 2021 they received legal advice with respect to this, as the Outgoings clause under the lease is somewhat ambiguous and contradictory with respect to whether the Management Fees are recoverable or not. The part of the Outgoings clause under the lease which makes reference to this is summarised as follows:
  - "… and any other outgoings, costs and expenses incurred by or payable by the Lessor for the management, administration, repair and maintenance of the Premises as the owner and all outgoings usually payable by such owner (except that the Lessee will not be liable to pay any management fees of any kind)."
- Further discussions with the Owner indicates that their discussions with the previous Owner indicated that Management Fees had been recovered throughout the term of the lease, with this continuing to occur for the Owner subsequent to the settlement.
- In having regard to the above, we note that our valuation assessment critically assumes that the Landlord can recover Management Fees, and CBRE reserves the right to review our valuation assessment if the Owner or Reliant Party receives any further legal advice that is contradictory to this assumption.

Caveats

- We note that there are two Caveats listed on the Certificate of Title – refer to Section 4.3. We understand that these Caveats relate to the Lessee's leasehold interests in the property and we therefore critically assume that they do not detrimentally impact the value of the subject property.

6. Madeley Medical Centre (WA)

Car Parking Licence

- The southern portion of the car park is situated on the adjoining property to the south and is subject to a Car Park Licence. We have viewed a copy of the Licence and note that the Licence is subject to an annual licence fee which is currently in the order of $30,000 per annum and will be subject to annual fixed 3% increases.
- Discussions with the Owner indicates that the car parking licence fee is fully recoverable by the Tenants, with this arrangement being a continuation of what occurred under the previous Ownership (ie. prior to the recent settlement). We have viewed copies of each of the lease agreements and note that whilst a number provide provision for the recovery of the tenant's proportion of the licence fee, there are a number of leases that remain silent on the recovery. We note that this is most likely due to these leases commencing prior to the installation of this portion of the car park, and therefore the commencement of the Licence.
- In having regard to the above, we note that our valuation assessment critically assumes that the Landlord can recover the car park licence fee, and CBRE reserves the right to review our valuation assessment if the Owner or Reliant Party receives any further legal advice that is contradictory to this assumption. With respect to this, we also recommend that any future leases that commence include a clause which details this recovery.

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Ownership
- We have ordered copies of the Certificate of Title and note that they are "Subject to Dealing" and still lies the previous owner, Core Capital, as the Registered Proprietor. We note that this is due to the recent settlement on 6 August 2021 which has yet to have been processed through the Landgate title ordering system, and therefore RAM Medical Property Nominees Pty Ltd are the Registered Proprietor.

7. Miami Private Hospital (QLD)

Asbestos
- The improvements on the corner of Hillcrest Parade and Gold Coast Highway are estimated to have been completed prior to 1990. We have assumed that the improvements are free of asbestos and hazardous materials, or should these materials be present then they do not pose significant risk to human health, nor require immediate removal. We have made no allowances in our valuation for site remediation works

Development Application
- Our valuation has been prepared ignoring the current development application, which is yet to be approved by the Gold Coast City Council. Our adopted capitalisation rates reflects the potential uplift in value once the application is approved.

9. Willets Health Precinct (QLD)

Contract of Sale
- Our valuation assumes that the final sale has been executed in accordance with the supplied terms as outlined in the HOA.
- Such contract terms are noted to include a two-year Vendor rental guarantee over the vacant 87 sqm tenancy based on a rent of $400 psm gross or $69,600 per annum, to be paid in monthly instalments effective from the Settlement Date. It is assumed that such rental guarantee is transferrable to a notional third party buyer.
- Similarly, the Vendor is responsible for any outstanding incentives at the date of settlement. It is a critical assumption of our assessment that all incentives are paid out.

Leases
- At the date of valuation, agreements to exercise the option period or sign a new lease for tenants Ross Medland, Lyndon Walker, and Dr Perera Pty Ltd had not been executed. Our valuation has been prepared assuming letting up allowances for these impending lease expiries.

10. Highlands Health Centre (QLD)

Contract of Sale
- Our valuation assumes that the final sale has been executed in accordance with the supplied terms as outlined in the HOA.
- Under the contract terms the Vendor is responsible for any outstanding incentives at the date of settlement. It is a critical assumption of our assessment that all incentives are paid out.

11. Parkwood Family Practice (QLD)

Contract of Sale
- Our valuation assumes that the final sale has been executed in accordance with the supplied terms as outlined in the HOA.
- Under the contract terms the Vendor is responsible for any outstanding incentives at the date of settlement. It is a critical assumption of our assessment that all incentives are paid out

12. Bowen Hills Day Surgery (QLD)

Contract of Sale
- Our valuation assumes that the final sale has been executed in accordance with the supplied terms as outlined in the HOA.
- Under the contract terms the Vendor is responsible for any outstanding incentives at the date of settlement. It is a critical assumption of our assessment that all incentives are paid out

Lease
- Our valuation assumes that the lease to Life Fertility Clinic Pty Ltd will be signed and executed in accordance with the draft terms and conditions provided.

13. North Ward Medical Centre (QLD)

Contract of Sale
- Our valuation assumes that the final sale has been executed in accordance with the supplied terms as outlined in the HOA.
- Under the contract terms the Vendor is responsible for any outstanding incentives at the date of settlement. It is a critical assumption of our assessment that all incentives are paid out

Leases
- Our valuation assumes that the lease to Avanti (Townsville) Pty Ltd will be signed and executed in accordance with the draft terms and conditions provided.
- Our valuation assumes that the existing leases to Performance Physiotherapy, Paul Davis Gym, and Townsville Orthopaedics have been surrendered.

14. The Gold Coast Surgery Centre (QLD)

Contract of Sale	▪ Our valuation assumes that the final sale has been executed in accordance with the supplied terms as outlined in the HOA. ▪ Under the contract terms the Vendor is responsible for any outstanding incentives at the date of settlement. It is a critical assumption of our assessment that all incentives are paid out
Leases	▪ Our valuation assumes that the lease to Avanti (Southport) Pty Ltd will be signed and executed in accordance with the draft terms and conditions provided.

- Our valuation calculations include rental growth assumptions throughout a defined cash flow period. These assumptions have been based on prevailing economic and market conditions as at the date of valuation. Market conditions will change over time influenced by internal and external factors against which a review of the assumptions may be warranted. Therefore reliance upon these projections must be made with full acceptance of their limited reliability and with due consideration of the commercial risks related to such forecasts. The Discounted Cash Flow method of valuation referred to in the Valuation Report has been undertaken for the purpose of assisting in the determination of the current market value of the interest in the property and we make no guarantees or warranty as to the accuracy of future rental income stream projections, as these can be impacted by a combination of unforeseen circumstances.

- We have relied upon information provided by RAM Property Funds Management Limited.

- We have had no input into the PDS/IPO and any statements within this document are the responsibility of RAM Property Funds Management Limited.

- Our valuations are based upon the most current information available at the time the valuation was prepared. CBRE accepts no responsibility for subsequent changes in information as to income, expenses or market conditions. Any subsequent change in lease terms may also have a corresponding change to the value.

- In the current market, it is our view that a 6-12 month marketing period may be required to effect a disposal of the interest in the various assets assuming a professional marketing campaign.

10. Summary of Valuation Reports

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RAM Property Funds Management Limited – PDS/IPO

Report Content

Our Valuation Reports, in addition to the content noted earlier, contains detailed information and descriptions pertaining to: Instructions; Use and Reliance; Site Details including Location, Legal, Environmental and Town Planning; and Building Improvements along with analysis of the asset's Occupational and Financial attributes. This is followed by a comprehensive Economic, Investment Market and QLD, NSW and WA Commercial Office Market Overview and details of the sales evidence regarded, along with our Investment Considerations. Finally, the report considers the value and marketability of the property. We again refer the reader of this letter to the individual Valuation Reports for detail in respect of the above items.

Material Uncertainty & Significant Valuation Uncertainty – Novel Coronavirus

The COVID-19 outbreak, declared by the World Health Organisation as a "Global Pandemic" on the 11th March 2020, is causing heightened uncertainty in both local and global property markets.

Under International Valuation Standards (IVS 103), it is necessary for the Valuer to disclose circumstances of significant uncertainty that directly affect the valuation. To this end, both the Australian Property Institute (API) and Royal Institution of Chartered Surveyors (RICS) have recommended the consideration of statements in regard to the significant/material valuation uncertainly resulting from the current coronavirus pandemic. The following disclosure statement incorporates the key aspects of API and RICS suggested phrasing.

"We face an unprecedented set of circumstances on which to base a market value judgment, given comparable transactions and market evidence since the outbreak are limited and transactions prior to the outbreak hold less weight for comparison purposes. This significant uncertainty leads to our valuation being subject to significant valuation uncertainty at the date of valuation. Consequently, less certainty – and a higher degree of caution – should be attached to our valuation than would normally be the case.

Our valuation is based on the information available to us at the date of valuation. Whilst we have taken all reasonable steps to estimate the effect on the property, due to the significant uncertainty in property and capital markets, together with the rapid unfolding of these events, it is difficult to quantify and assess the impact that the outbreak has had on capital values.

This valuation is current at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of factors that the Valuer could not reasonably have been aware of as at the date of valuation).

We do not accept responsibility or liability for any losses arising from such subsequent changes in value, due to the degree of valuation uncertainty. Given the valuation uncertainty noted, we recommend that the user(s) of this report review this valuation periodically."

For the avoidance of doubt, the inclusion of the 'significant valuation uncertainty' declaration above does not mean that the valuation cannot be relied upon. Rather, the declaration has been included to ensure transparency of the fact that in the current extraordinary circumstances; less certainty can be attached to the valuation than would otherwise be the case. The significant uncertainty declaration is to serve as a precaution and does not invalidate the valuation.

Consent

CBRE consents to this Summary Letter being included in the PDS, noting CBRE was involved only in the preparation of this Summary Letter and the Valuation Reports referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.

This Summary Letter is for information purposes only subject to RAM Property Funds Management Limited making recipients of the Product Disclosure Statement aware of the following liability disclaimers.

Liability Disclaimer

(a) CBRE is not operating under an Australian Financial Services Licence when providing the full Valuation Reports or this Product Disclosure Statement and those documents do not constitute financial product advice. This is a sophisticated asset class and investors should consider obtaining independent advice from their financial advisor before making any decision to invest in/with RAM Property Funds Management Limited.

(b) CBRE disclaims any liability to any person in the event of an omission from, or false and misleading statements included in the Product Disclosure Statement, other than in respect to this Summary Letter and the individual Valuation Reports.

(c) Each Valuation Report and this Summary Letter are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the Product Disclosure Statement. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.

(d) CBRE has prepared the full Valuation Report and this Product Disclosure Statement relying on and referring to information provided by third parties in including financial and market information ("Information"). CBRE assumes that the Information is accurate, reliable and complete and it has not tested the information in that respect.

(e) References to any Property's value within this Summary Letter or the Product Disclosure Statement have been extracted from CBRE's Valuation Reports. The Valuation Reports draw attention to the key issues and considerations impacting value and provides a detailed assessment and analysis as well as key critical assumptions, general assumptions, disclaimers, limitations, qualifications and recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, CBRE recommends that this Summary Letter and any references to value within the Product Disclosure Statement must be read and considered together with the Valuation Reports. This Summary Letter is to be read in conjunction with our full Valuation Reports dated 31 August 2021 and is subject to the Assumptions, Limitations, Disclaimers and Qualifications contained therein. We refer the reader to RAM Property Funds Management Limited to obtain a copy of the Full Valuation Report.

(f) No responsibility is accepted for any loss or damage arising as a result of reliance upon this Summary Letter and the Full Valuation Reports.

(g) Neither this Summary Letter nor the full Valuation Reports may be reproduced in whole or in part without prior written approval of CBRE.

(h) CBRE charges a professional fee for producing valuation reports, and the fee paid by RAM Property Funds Management Limited was $123,750.

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RAM Property Funds Management Limited – PDS/IPO

(i) We confirm that the valuer does not have a pecuniary interest that would conflict with a proper valuation of the interest in the property.

(j) This document is for the sole use of persons directly provided with it by CBRE. Use by, or reliance upon this document by anyone other than RAM Property Funds Management Limited is not authorised by CBRE and CBRE is not liable for any loss arising from such unauthorised use or reliance.

Yours sincerely
CBRE Valuations Pty Limited

Alex Bourne
Director
Valuation & Advisory Services

Liability limited by a scheme approved under Professional Standards Legislation.

CBRE

30 August 2021

PRIVATE AND CONFIDENTIAL

Mr. Sam Wood
Associate Director
Real Asset Management Pty Ltd (RAM)
Level 46, Rialto South Tower
525 Collins Street
Melbourne, VIC 3000

Dear Mr Wood,

RE: VALUATION SUMMARY LETTER – PROPERTIES AT MILDURA, SECRET HARBOUR, GERALDTON, ROSEBERY AND CASUARINA

Instructions

We refer to the following Valuation Proposals and associated acceptance dates requesting that we undertake a market valuation of the 100% freehold interest for acquisition and first mortgage security purposes:

Property Address (the "Properties")	Valuation Proposal Acceptance Date	Valuation Date	Inspection Date
87-89 Langtree Avenue, Mildura, VIC	15 June 2021	21 June 2021	21 June 2021
2 Clarkshill Road, Secret Harbour WA	2 July 2021	2 July 2021	2 July 2021
233 Lester Ave, Geraldton WA	2 July 2021	6 July 2021	6 July 2021
164 Forest Parade, Rosebery NT	23 July 2021	26 July 2021	26 July 2021
11 Vanderlin Drive & 7 Gsell Street, Casuarina NT	23 July 2021	26 July 2021	26 July 2021

We also refer to our Valuation Proposal dated 2 August 2021 and acceptance dated 2 August 2021 instructing us to provide this Valuation Summary Letter for inclusion in the Product Disclosure Statement (PDS).

The valuation has been undertaken as referred above and has been prepared for RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund) for Initial Public Offering, Product Disclosure Statement and First Mortgage Security Purposes only.

Disclosure

This Valuation is permitted to be disclosed to members of the Due Diligence Committee established for the IPO and ASX Listing on a strictly non-reliance basis only. JLL accepts no responsibility or liability to these parties.

This valuation summary letter is a summary of the valuation only and must not be relied upon for the purpose of assessing the Property as an investment opportunity.

As per the agreed brief we provide herein a valuation summary letter for inclusion in a prospectus to be issued by RAM Property Funds Management Limited. We accept no responsibility for reliance upon this valuation summary letter which must be read in conjunction with the full valuation report.

Our valuations reflect the valuer's view of the market at the valuation dates stated above and do not purport to predict the future. Our assessments assume that there is no material change to the Property or the market between the date of inspection and the date of valuation, and we reserve the right to review the valuations if there are material changes to the Properties or the market over this period.

Reliance on this Letter

This letter summaries the valuation conclusions of the Valuation Reports. This letter alone does not contain all the data and supporting information which is included in our reports. For further information, the reader can review the contents of the complete, self-contained reports held by the Reliant Party.

For the avoidance of doubt this Summary Letter and the Valuation Reports are prepared for Real Asset Management Pty Ltd (RAM) only.

JLL consents to this Summary Letter being included in the PDS, noting JLL was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.

10. Summary of Valuation Reports

Property Overviews

Mildura

A two-level medical building comprising 20 consulting rooms, two pathology rooms, procedure room, along with meeting and administration areas. The total lettable area of the property (as advised) is 1,608 square metres across two levels.

The property is leased to Tristar Medical Group and Mildura Optical, having a WALE of 6.21 years and a total net passing income of $364,094.

The property is situated on the north-western side of Langtree Avenue, within Mildura's Central Business District. Mildura is located approximately 550 kilometres north-west of Melbourne, on the NSW and Victorian border.

The site comprises two individually titled allotments, zoned 'Commercial 1 Zone' under the Mildura Regional Planning Scheme and has a total site area of approximately 951 square metres. One allotment is freehold and the other is held under a 'College Lease' agreement (ground lease) with 26.6 years remaining.

The valuation assumes all outstanding incentives will be paid by the vendor (and as such are excluded from the valuation modelling) per the agreed sale terms.

We were provided with a signed copy of the Heads of Agreement (HOA) which sets out the terms which RAM Australia Property Services Pty Ltd (or its nominee) proposed to acquire the Subject Property along with 2 Clarkshill Road, Secret Harbour, WA as part of a group acquisition for a total combined purchase price of $13,615,000.

Secret Harbour

The subject property comprises a two level, semi-modern medical centre with car parking provided for 29 vehicles. The building is constructed with concrete tilt panel with painted finish. Total lettable area is 1,614 square metres.

The property is leased to Care Medical Group and Ranger Secret Harbour (Pharmacy) reflecting a net passing income of $554,594 per annum and a WALE of 5.88 years (by income).

The property is bordered by three street frontages – Clarkshill Road, Oasis Drive and Ortona Crescent, in the suburb of Secret Harbour. Secret Harbour is located approximately 65 kilometres south of the Perth Central Business District (CBD), within the City of Rockingham Local Government Area.

The site is approximately 1,887 square metres and zoned "District Town Centre" and "Urban" within the City of Rockingham.

We were provided with a signed copy of the Heads of Agreement (HOA) which sets out the terms which RAM Australia Property Services Pty Ltd (or its nominee) proposed to acquire the Subject Property along with 87-89 Langtree Avenue, Mildura VIC as part of a group acquisition for a total combined purchase price of $13,615,000.

Geraldton

The Property is improved with a single-level medical facility which was constructed in 2008.

The property has a total Net Lettable Area of 1,879 square metres and 84 at-grade car parking bays inclusive of 4 disabled bays.

The Property is fully leased to Care Medical Group, who occupy the anchor tenancy and have sub-let other portions of the building to allied health groups and other operators including a pathology clinic, café, pharmacy and gymnasium.

The Subject Property is located on the southern side of Lester Avenue, at the northern end of Fitzgerald Street, within the coastal town of Geraldton.

The subject site is zoned 'Regional Centre' under the City of Greater Geraldton Planning Scheme No. 1 and has a total site area of 4,785 square metres. The property is held across two titles being Lot 60 on Deposited Plan 58242 and Lot 41 on Diagram 50140.

We were provided with a signed copy of the signed Heads of Agreement dated 27 May 2021, with RAM acquiring the property, indicating a purchase price of $13,100,000. This is based on a Net Operating Income (NOI) of $794,424.

Casuarina

11 Vanderlin Drive, Casuarina comprises a gently sloping, irregularly shaped 2,300m² parcel of land, situated to the corner of Vanderlin Drive and Gsell Street in the established suburb of Casuarina, approximately 13 kilometres (by road) north-east of the Darwin CBD.

Constructed on the site is a semi-modern style medical centre, consisting of two, single level buildings providing a total Net Lettable Area (NLA) of approximately 854m². As at the date of valuation, the buildings were configured into four tenancies and fully leased to three tenants being Specialist Diagnostic Service (Healius), Amcal Pharmacy and Top End Medical Services.

Lots 10862, 10863 & 10865, 7C Gsell Street, Casuarina comprise three strata titled lots, which form part of a semi-modern style, mixed use residential and medical complex. The three Subject Lots combine to provide an NLA of approximately 1,010m² and have been configured into three tenancies, which are leased to Golden Glow and Darwin Day Surgery.

The Properties are being purchased on an 'In One Line' basis for a purchase price of $14,000,000 excluding GST (if any payable).

The Properties were fully leased at the time of sale, with an approximate net passing income of $919,061 per annum. We have assessed an achievable net market income of approximately $891,737 per annum.

Rosebery

The parent property, consists of a near level, 4,570m² parcel of land, positioned to the corner of Forrest Parade and Haydon Street, within the established residential suburb of Rosebery, situated approximately 25 kilometres (by road) south east of the Darwin CBD. The parcel is zoned 'Commercial', under the prevailing planning scheme.

Constructed on the parent site is a modern, mixed use residential, commercial and retail complex developed circa 2016. The improvements have been constructed over three building parcels, being a service station fronting Forrest Parade to the eastern portion of the site, a two level commercial building fronting Haydon Street to the northern alignment of the site and a three level residential (16-apartments) building, with ground floor retail accommodation. The parent property provides approximately 143 car parking spaces, comprising 122 basement spaces and 21 at-grade undercroft bays.

The parent site is currently held over a single title, however is planned to be Strata Unit Titled, with the Subject of this valuation being all of the 'commercial' components of the property only and excluding the 16 residential units. The improvements which form the Subject Property can be summarised as follows:

- Building 1 - A modern service station consisting of a 217m² convenience store and a 370m² T-shaped refuelling canopy. The refuelling forecourt includes three multi-fuel bowsers, allowing the simultaneous servicing of up to six vehicles. The service station is fully leased to United Petroleum on a 10 + 5 + 5 + 5 +5 year lease, which commenced in July 2016.
- Building 2 - A Ground Floor retail tenancy situated below the residential apartments. This tenancy was formerly leased to an IGA operator, however is currently vacant and available for lease. This tenancy has an approximate NLA of 781m² and incorporates a modern fitout that includes a liquor store (formerly Cellabrations). We are advised that the tenancy retains a liquor license from the previous tenant.
- Building 3 - A modern two level, mixed use commercial building, which is currently configured to accommodate seven tenancies and providing a total NLA of approximately 1,402m². As at the date of valuation this building was leased to five tenants, being a mix of restaurants (Incredible Indian), medical (Top End Medical Services, Movement for Life Physiotherapy and Your Smile Dental) and professional services (Karina Lee Noble Accountant). As at the date of valuation, there were two vacancies to the Ground Floor of this building, totalling some 401m².

The Property is subject to a conditional (assuming Strata Unit Titling) Contract of Sale at a purchase price of $8,400,000 plus GST (if any). As at the date of valuation, the Property had an approximate net income of $416,654 per annum. We have assessed an achievable net market income of approximately $715,754 per annum.

Basis of Valuation

Market Value

The Valuation Reports conclude a market value of the Properties as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

Market Value The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

Valuation Methodologies

In arriving at our opinion of market value for assets, we have adopted the capitalisation of net income and discounted cash flow (DCF) approaches as our primary methodologies. The direct comparison approach is used as a support methodology, where the value is analysed on a rate per square metre of NLA and rate per square metre of building area.

Our valuations have been undertaken utilising the Jones Lang LaSalle proprietary valuation model.

Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings (where appropriate) in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments where applicable (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.

Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10 year investment horizon to derive a net present value for the Properties.

We stress that the estimating of future rentals and values is a very problematic exercise, which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

Our revenue projections commence with the passing rent for the Property and, where relevant, include structured annual and market rent reviews together, as provided for under the respective leases.

The property's anticipated terminal sale price at the end of the 10 year cash flow period is also discounted to its present value at a market derived discount rate and added to the discounted income stream (i.e. 10 years) to arrive at the total present market value of the property.

We have applied a terminal yield to the market net income at the start of Year 11 in order to calculate the estimated terminal sale price. This value also includes rental reversions if appropriate.

In estimating the terminal value we have had regard to assumed stable market conditions at the end of Year 10 and the age, leasing profile and condition of the Property at that time. Given the difficulty in projecting long range forecasts, we have assumed stable market conditions would be prevalent. Long term cyclical factors will undoubtedly influence and govern the actual market conditions and appropriate terminal sale capitalisation rate that should be applied.

Valuation Summary

We have included a summary of the valuation calculations for each property, presented on the following pages.

10. Summary of Valuation Reports

Mildura

Executive Summary

Property	Tristar Medical Mildura - 87-89 Langtree Avenue, Mildura, VIC
Property Description	Special Use
Net Lettable Area	1,608m²
Car Parking	Nil
Prepared For	Real Asset Management Pty Ltd
Purpose	First Mortgage Security
Date of Valuation	21 June 2021
Valuation Approach	Capitalisation of Net Income and Discounted Cashflow
Valuation	**$5,700,000 plus GST (if any)**

Valuation Analysis

Initial Yield (Net Passing)	6.39%
Initial Yield (Fully Leased)	6.39%
Equivalent Yield	6.37%
Internal Rate of Return (Ten Year)	6.48%
Weighted Average Lease Term - Income	6.21 years
Weighted Average Lease Term - Area	6.21 years
Occupancy As Valued	100.00%
Capital Value per square metre of NLA	$3,545/m²

This information in this summary is derived from and should be read in conjunction with the full text of the accompanying report.

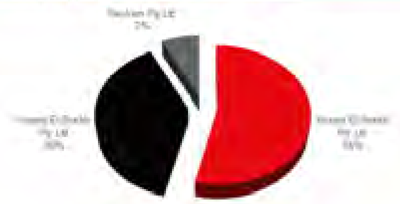
Capitalisation Approach

Value Based on Market Capitalisation	$5,700,000
Capitalisation Rate	6.37%

Discounted Cashflow Approach

Value Based on DCF Approach	$5,700,000
Discount Rate	6.50%
Terminal Capitalisation Rate	6.62%
Nominal Assumed Rental Growth	2.35% pa
Nominal Assumed CPI	2.11% pa

Major Tenant Occupancy Profile by Rental Income



Contract and Market Rental Income Summary

	Contract	Market
Rental Income	$387,302	$492,849
Other Income		
Recoverable Outgoings	$105,547	
Gross Income	$492,849	$492,849
Total Outgoings	($128,755)	($128,755)
Less Year 1 Incentives		
Net Income	**$364,094**	**$364,094**

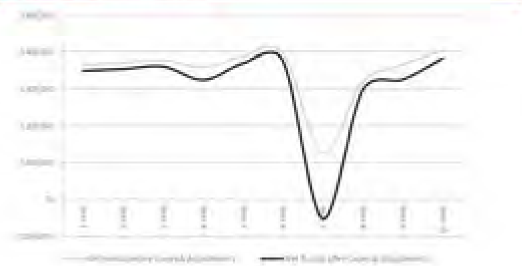
DCF Sensitivity Analysis

Discount Rate	Terminal Yield		
	6.37%	6.62%	6.87%
6.25%	$5,940,000	$5,800,000	$5,670,000
6.50%	$5,830,000	**$5,700,000**	$5,570,000
6.75%	$5,720,000	$5,590,000	$5,470,000

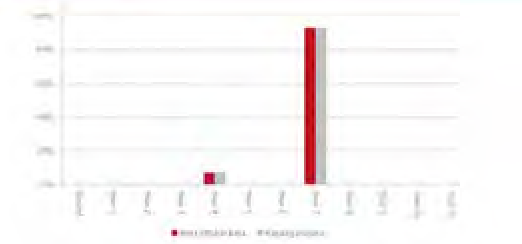
Capex and Letting Up Assumptions

	Year 1	Year 2	Year 3
Capex	$16,080	$16,562	$17,058
Letting Up	$0	$0	$0
Unexpired Incentives	$0	$0	$0

Projected Net Rental Cash Flow



Lease Expiry Profile



PDS Letter – Properties located at Mildura, Secret Harbour, Geraldton, Rosebery and Casuarina.

Secret Harbour

Executive Summary

Property	2 Cornhill Road, Secret Harbour, WA
Property Description	Special Use
Net Lettable Area	1,614m²
Car Parking	28 spaces - 1 car park per 57.64 sqm
Prepared For	Real Asset Management Pty Ltd
Purpose	Acquisition
Date of Valuation	2 July 2021
Valuation Approach	Capitalisation of Net Income and Discounted Cashflow
Valuation	**$7,920,000 plus GST (if any)**

Valuation Analysis

Initial Yield (Net Passing)	7.00%
Initial Yield (Fully Leased)	7.00%
Equivalent Yield	6.50%
Internal Rate of Return (Ten Year)	7.01%
Weighted Average Lease Term - Income	5.68 years
Weighted Average Lease Term - Area	5.78 years
Occupancy As Valued	100.00%
Capital Value per square metre of NLA	$4,907/m²

This information in this summary is derived from and should be read in conjunction with the full text of the accompanying report.

Capitalisation Approach

Value Based on Market Capitalisation	$7,920,000
Capitalisation Rate	6.50%

Discounted Cashflow Approach

Value Based on DCF Approach	$7,930,000
Discount Rate	7.00%
Terminal Capitalisation Rate	6.75%
Nominal Assumed Rental Growth	2.43% pa
Nominal Assumed CPI	2.19% pa

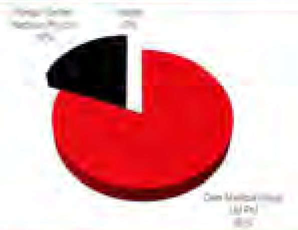
Contract and Market Rental Income Summary

	Contract	Market
Rental Income	$629,997	$683,332
Other Income		
Recoverable Outgoings	$78,648	
Gross Income	$708,645	$683,332
Total Outgoings	($154,051)	($154,051)
Less Year 1 Incentives		
Net Income	**$554,594**	**$529,281**

DCF Sensitivity Analysis

Discount Rate	Terminal Yield		
	6.50%	6.75%	7.00%
6.75%	$8,250,000	$8,070,000	$7,890,000
7.00%	$8,110,000	**$7,930,000**	$7,750,000
7.25%	$7,960,000	$7,790,000	$7,620,000

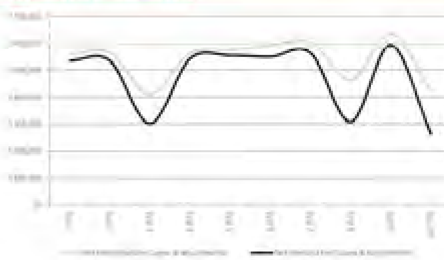
Major Tenant Occupancy Profile by Rental Income



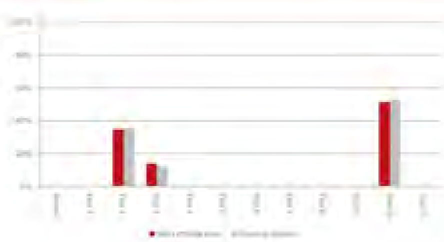
Capex and Letting Up Assumptions

	Year 1	Year 2	Year 3
Capex	$25,000	$29,870	$69,365
Letting Up	$0	$0	$185,353
Unexpired Incentives	$0	$0	$0

Projected Net Rental Cash Flow



Lease Expiry Profile



10. Summary of Valuation Reports

Geraldton

Executive Summary

Property	Panaceum Medical Centre - 233 Lester Avenue & 41 Fitzgerald Street, Geraldton, WA
Property Description	Healthcare & Senior Living
Net Lettable Area	1,879m²
Car Parking	Nil
Prepared For	Real Asset Management Pty Ltd
Purpose	Acquisition
Date of Valuation	6 July 2021
Valuation Approach	Capitalisation of Net Income and Discounted Cashflow
Valuation	**$13,100,000 plus GST (if any)**

Valuation Analysis	
Initial Yield (Net Passing)	6.05%
Initial Yield (Fully Leased)	6.05%
Equivalent Yield	6.03%
Internal Rate of Return (Ten Year)	6.72%
Weighted Average Lease Term - Income	10.00 years
Weighted Average Lease Term - Area	10.00 years
Occupancy As Valued	100.00%
Capital Value per square metre of NLA	$6,972/m²

This information in this summary is derived from and should be read in conjunction with the full text of the accompanying report.

Capitalisation Approach

Value Based on Market Capitalisation	$13,170,000
Capitalisation Rate	6.00%

Discounted Cashflow Approach

Value Based on DCF Approach	$13,070,000
Discount Rate	6.75%
Terminal Capitalisation Rate	6.25%
Nominal Assumed Rental Growth	2.50% pa
Nominal Assumed CPI	2.19% pa

Contract and Market Rental Income Summary

	Contract	Market
Rental Income	$794,424	$876,779
Other Income		
Recoverable Outgoings	$82,355	
Gross Income	$876,779	$876,779
Total Outgoings	($83,754)	($83,754)
Less Year 1 Incentives		
Net Income	**$793,025**	**$793,025**

DCF Sensitivity Analysis

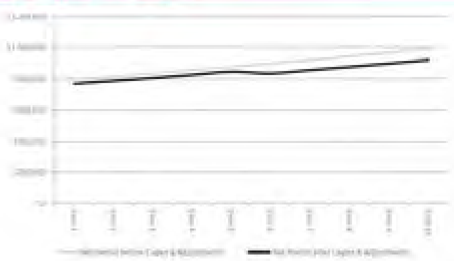
Discount Rate	Terminal Yield 6.00%	6.25%	6.50%
6.50%	$13,650,000	$13,310,000	$13,000,000
6.75%	$13,410,000	**$13,070,000**	$12,770,000
7.00%	$13,170,000	$12,840,000	$12,550,000

Major Tenant Occupancy Profile by Rental Income

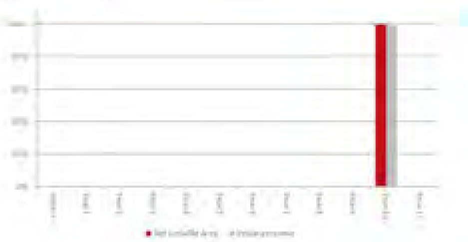
Capex and Letting Up Assumptions

	Year 1	Year 2	Year 3
Capex	$25,790	$28,366	$29,217
Letting Up	$0	$0	$0
Unexpired Incentives	$0	$0	$0

Projected Net Rental Cash Flow



Lease Expiry Profile



PDS Letter – Properties located at Mildura, Secret Harbour, Geraldton, Rosebery and Casuarina.

Casuarina

Executive Summary

Property	11 Vanderlin Drive and Lots 10862, 10863 & 10865, 7C Gsell Street, Casuarina NT 0810
Property Description	Medical Centre
Net Lettable Area	1,864m²
Prepared For	Real Asset Management Pty Ltd
Purpose	Acquisition
Date of Valuation	26 July 2021
Valuation Approach	Capitalisation of Net Income and Discounted Cashflow
Valuation	**$14,000,000 plus GST (if any)**

Valuation Analysis

Initial Yield (Net Passing)	6.56%
Initial Yield (Fully Leased)	6.56%
Equivalent Yield	6.27%
Internal Rate of Return (Ten Year)	6.49%
Weighted Average Lease Term - Income	4.17 years
Weighted Average Lease Term - Area	3.63 years
Occupancy As Valued	100.00%
Capital Value per square metre of NLA	$7,510/m²

This information in this summary is derived from and should be read in conjunction with the full text of the accompanying report.

Capitalisation Approach

Value Based on Market Capitalisation	$14,051,000
Capitalisation Rate	6.25%

Discounted Cashflow Approach

Value Based on DCF Approach	$13,991,000
Discount Rate	6.50%
Terminal Capitalisation Rate	6.50%
Nominal Assumed Rental Growth	2.43% pa
Nominal Assumed CPI	2.18% pa

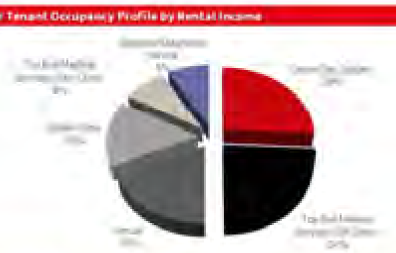
Contract and Market Rental Income Summary

	Contract	Market
Rental Income	$933,005	$984,962
Other Income		
Recoverable Outgoings	$79,282	
Gross Income	$1,012,287	$984,962
Total Outgoings	($93,225)	($93,225)
Less Year 1 Incentives		
Net Income	**$919,061**	**$891,737**

DCF Sensitivity Analysis

Discount Rate	Terminal Yield		
	6.25%	6.50%	6.75%
6.25%	$14,697,000	$14,252,000	$13,923,000
6.50%	$14,338,000	**$13,991,000**	$13,670,000
6.75%	$14,075,000	$13,737,000	$13,423,000

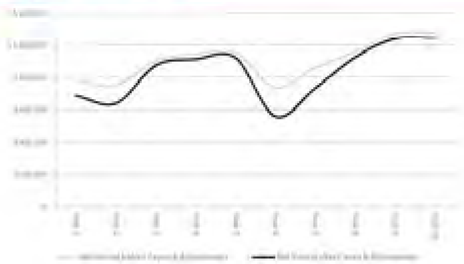
Major Tenant Occupancy Profile by Rental Income



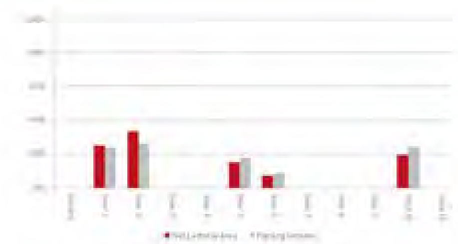
Capex and Letting Up Assumptions

	Year 1	Year 2	Year 3
Capex	$62,626	$76,276	$29,190
Letting Up	$162,246	$203,658	$0
Unexpired Incentives	$0	$0	$0

Projected Net Rental Cash Flow



Lease Expiry Profile



PDS Letter – Properties located at Mildura, Secret Harbour, Geraldton, Rosebery and Casuarina.

10. Summary of Valuation Reports

Rosebery

Executive Summary

Property	154 Forrest Parade, Rosebery NT 0832
Property Description	Medical & Retail Centre
Net Lettable Area	2,400m²
Car Parking	Nil
Prepared For	Real Asset Management Pty Ltd
Purpose	First Mortgage Security
Date of Valuation	26 July 2021
Valuation Approach	Capitalisation of Net Income and Discounted Cashflow
Valuation	**$8,400,000 plus GST (if any)**

Valuation Analysis	
Initial Yield (Net Passing)	4.96%
Initial Yield (Fully Leased)	8.52%
Equivalent Yield	7.83%
Internal Rate of Return (Ten Year)	7.93%
Weighted Average Lease Term - Income	2.71 years
Weighted Average Lease Term - Area	2.00 years
Occupancy As Valued	50.75%
Capital Value per square metre of NLA	$3,500/m²

This information in this summary is derived from and should be read in conjunction with the full text of the accompanying report.

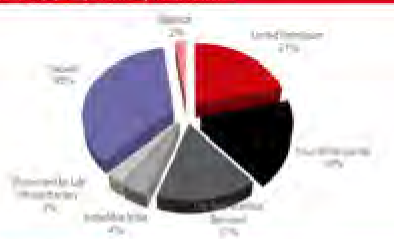
Capitalisation Approach

Value Based on Market Capitalisation	$8,496,000
Capitalisation Rate	7.75%

Discounted Cashflow Approach

Value Based on DCF Approach	$8,362,000
Discount Rate	8.00%
Terminal Capitalisation Rate	8.00%
Nominal Assumed Rental Growth	2.39% pa
Nominal Assumed CPI	2.18% pa

Major Tenant Occupancy Profile by Rental Income



Contract and Market Rental Income Summary

	Contract	Market
Rental Income	$524,534	$842,724
Other Income		
Recoverable Outgoings	$19,090	
Gross Income	$543,624	$842,724
Total Outgoings	($126,970)	($126,970)
Less Year 1 Incentives		
Net Income	**$416,654**	**$715,754**

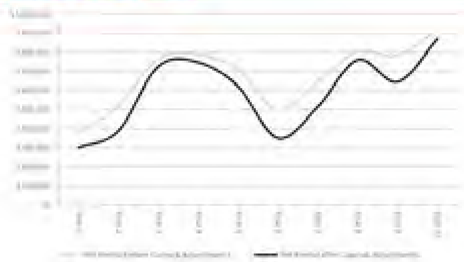
DCF Sensitivity Analysis

Discount Rate	Terminal Yield		
	7.75%	8.00%	8.25%
7.75%	$8,675,000	$8,513,000	$8,360,000
8.00%	$8,521,000	**$8,362,000**	$8,213,000
8.25%	$8,370,000	$8,215,000	$8,069,000

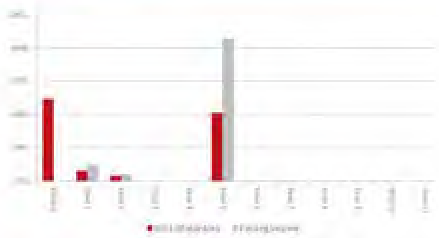
Capex and Letting Up Assumptions

	Year 1	Year 2	Year 3
Capex	$47,475	$103,191	$37,399
Letting Up	$487,821	$148,545	$0
Unexpired Incentives	$0	$0	$0

Projected Net Rental Cash Flow



Lease Expiry Profile



PDS Letter – Properties located at Mildura, Secret Harbour, Geraldton, Rosebery and Casuarina.

Novel Coronavirus (COVID-19) Pandemic

- The outbreak of the Novel Coronavirus (COVID-19) was declared as a 'Global Pandemic' by the World Health Organisation on 11 March 2020. We have seen global financial markets impacted and travel restrictions and recommendations being implemented by many countries, including Australia.
- The real estate market is being impacted by the uncertainty that the COVID-19 outbreak has caused. Market conditions are changing daily at present. As at the date of valuation we consider that there is a significant market uncertainty.
- This valuation is current at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of factors that the Valuer could not reasonably have been aware of as at the date of valuation).
- We do not accept responsibility or liability for any losses arising from such subsequent changes in value.
- Given the valuation uncertainty noted, we recommend that the user(s) of this report review this valuation periodically.
- For the avoidance of doubt, the inclusion of the 'market uncertainty' declaration above does not mean that the valuation cannot be relied upon. Rather, the phrase is used in order to be clear and transparent with all parties, in a professional manner that – in the current extraordinary circumstances – less certainty can be attached to the valuation than would otherwise be the case.

Critical Assumptions

The Valuations are issued subject to the following Critical Assumptions:

- We note that we have been provided with Heads of Agreements for all the properties, however do not have a full copy of the signed Contract of Sales and Vendors Statements. Should any of the terms in these documents be of a material nature we reserve the right to review our valuations. In the event that negotiations regarding the sale of the Properties lead to a change in the purchase price, the report should be returned to the valuer for comment.
- We note that 164 Forrest Street, Rosebery has not yet been Strata/Group Titled. Our valuation proceeds on the basis, that this property is Strata/Group Titled in line with the advice of the instructing party.
- The Valuations are issued in accordance with the Special Conditions, qualifications and limitations below, and others contained in the valuation reports:

Special Conditions, Qualification and Limitations

JLL consent to the inclusion of our Valuation in the Product Disclosure Statement on the following conditions:

- This Valuation is prepared as a valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- JLL has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS/IM/IPO. This Valuation nor the Summary Letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the properties or the investment opportunity contained in the PDS.
- The Valuation and the Summary Letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this Valuation report nor the Summary Letter may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared this valuation solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report and is subject to the assumptions, limitations and disclaimers contained therein.
- JLL will specifically disclaim liability to any potential investor using the valuation report and Summary Letter except to the extent the Summary Letter contains a misleading or deceptive statement, or an omission of material required by the Corporations Act.

- JLL will specifically disclaim all liability with respect to parts of the PDS or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act in Australia or the Companies Act in New Zealand from, any part of the offer document not prepared by JLL.
- JLL has received a fee from Client for the preparation of the valuation reports and this summary letter.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members. [this clause should be removed for New Zealand]
- In appointing JLL, the Client and Reliant Parties acknowledge and accept the JLL Terms & Conditions for Business for Valuations.
- JLL will specifically disclaim liability to any potential investor using the valuation report and Summary Letter except to the extent the Summary Letter contains a misleading or deceptive statement or an omission of material required by the Corporations Act.
- JLL will specifically disclaim all liability with respect to parts of the PDS or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the corporation act from, any part of the offer document not prepared by JLL.

Valuer's Experience and Interest

The Primary valuers who prepared the valuation reports are Alicia Cain (Mildura), Andrew Buchanan (Secret Harbour and Geraldton) and Cameron Dickson (Rosebery and Casuarina). The Valuers have over 10 years valuation experience in a range of property types and are authorised under the requirements of the Australian Property Institute to practise as valuers in Victoria, Western Australia and Northern Territory.

The above mentioned Valuers do not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's values or that could conflict with a proper valuation of the Properties.

Liability Disclaimer

This summary letter and the valuation reports have been prepared for RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund) for Initial Public Offering, Product Disclosure Statement and First Mortgage Security Purposes only and is subject to the conditions referred to in this summary letter. Neither JLL nor any of its Directors makes any representation in relation to the prospectus nor accepts responsibility for any information or representation made in the prospectus, other than this summary letter.

The Valuations are permitted to be disclosed to members of the Due Diligence Committee established for the IPO and ASX Listing on a strictly non-reliance basis only. JLL accepts no responsibility or liability to these parties.

The valuation reports and this summary letter are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the prospectus. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.

JLL has prepared the full valuation reports and this summary letter relying on and referring to information provided by third parties including financial and market information ("Information"). JLL assumes that the Information is accurate, reliable and complete and it has not tested the information in that respect.

JLL was involved only in the preparation of this summary letter and the valuation reports referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the prospectus, other than in respect of the valuation reports and this summary letter.

This summary letter (which is subject to the conditions referred to above) and the valuation report may not be relied on by any other party other than RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund). Responsibility is disclaimed for any loss or damage suffered by any person (including but not limited to any potential investors or shareholders) for any reason.

References to the Property's value within this summary letter or the prospectus have been extracted from JLL's valuation report. The valuation report draws attention to the key issues and considerations impacting value and provides a detailed assessment and analysis as well as key critical assumptions, assumptions, disclaimers, limitations and qualifications and recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, JLL recommends that this summary letter and any references to value within the prospectus must be read and considered together with the valuation report. This summary letter is to be read in conjunction with our full valuation reports and is subject to the assumptions, limitations, disclaimers and qualifications contained therein. We refer the reader to RAM Property Funds Management Limited to obtain a copy of the full valuation report.

No liability for negligence or otherwise is assumed by JLL for the material contained in this summary letter or the valuation report. Any liability on the part of the JLL group, its employees, officers, servants and its agents for any claim arising out of or in connection with this summary letter or the valuation report, other than liability which is totally excluded by this clause and summary letter, shall not (whether or not such liability results from or involves negligence) exceed $1,000.

Yours faithfully,

Jones Lang LaSalle Advisory Services Pty Ltd

Alicia Cain ***AAPI***
(Primary Valuer)
Director
Alternative Investments - Australia
Certified Practising Valuer

Andrew Buchanan ***AAPI MRICS***
(Primary Valuer)
Director
Valuation Advisory - WA
Certified Practising Valuer
(API Member: 65331, LVL 44366)

Cameron Dickson ***AAPI***
(Primary Valuer)
Director
Alternative Investments - Australia
Certified Practising Valuer

Date of Issuance: 30 August 2021

This Summary Letter is an abstract of the contents of the Valuation Reports. The valuation assessments and reports are contingent upon a number of conditions, qualifications and critical assumptions which are fully described and set out in the body of the reports.

It is essential that before the addressee (Reliant Party) relies on the valuations, they read the reports in their entirety, including any Annexures. Should the addressee (Reliant Party) be or become aware of any issue or issues that cast doubt on or are in conflict with the conditions, qualifications or assumptions contained within this Summary Letter or Valuation Reports, they must notify JLL in writing so that any conflicts may be considered and if appropriate, an amended report issued.

Liability limited by a scheme approved under Professional Standards Legislation.

10. Summary of Valuation Reports

DS:DS
J00003611

m3property
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ABN 60 153 395 405
Level 23, 25 Martin Place, Sydney, NSW, 2000
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14 September 2021

Doug Rapson
Director – Asset Management
RAM Group
Level 19, 123 Eagle Street
BRISBANE, QLD, 4000

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY
GUNNEDAH SHOPPING CENTRE, 80-98 LITTLE CONADILLY STREET, GUNNEDAH, NSW, 2380

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Gunnedah Shopping Centre, 80-98 Little Conadilly Street, Gunnedah, NSW, 2380 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

Gunnedah Shopping Centre comprises a single storey, semi-enclosed neighbourhood shopping centre constructed in 2006. It is anchored by a small format Coles supermarket, and K Hub Discount Department Store, along with The Reject Shop, 4 specialty tenants, and an ATM. The property is located within the established suburb of Springfield, approximately 21.5 kilometres by road east of the Ipswich CBD and 33 kilometres by road south-west of the Brisbane CBD.

Gunnedah Shopping Centre is located in the rural township of Gunnedah, approximately 440 kilometres northwest of the Sydney CBD. Gunnedah is situated within the Liverpool Plains, with 80% of the Gunnedah Shire local government area dedicated to farming.

The property is fully leased as at the date of valuation and provides a WALE of 4.21 years by income and 4.10 years by area.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	15,800,000
Market Capitalisation Rate	6.75%
Discounted Cashflow Approach	15,800,000
Discount Rate	7.25%
Terminal Capitalisation Rate	7.00%
Adopted Market Value	**15,800,000**
Initial Passing Yield	6.85%
Initial Passing Yield (Fully Leased)	6.85%
Equivalent Market Yield	6.76%
Internal Rate of Return (10 years)	7.27%
Value per m²	2,841

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
- m3property has not operated under an Australian financial services licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the PDS.
- The formal valuation and this letter are strictly limited to the matters contained within them and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of m3property.
- m3property has prepared this letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- m3property is not related to RAM group and is therefore independent of them. m3property have no interest in the subject property and no personal interest with respect to the parties involved.
- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
- m3property has received a fee from RAM Group for the preparation of the valuation report and this summary letter.
- m3property are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under professional Standards legislation and is compulsory for all API members.

Liability Disclaimer

This letter has been prepared subject to the conditions referred to in this letter. Neither m3property nor any of its directors makes any representation in relation to the PDS nor accepts any responsibility for any information or representation made in the PDS, other than this summary letter.

m3property was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS, other than in respect of the valuation report and this summary letter.

Yours sincerely
m3property

Don Semken
Director
don.semken@m3property.com.au

Page 3

DG:HS
J3257

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7 September 2021

Doug Rapson
Director – Asset Management
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY – NORTH LAKES CONVENIENCE CENTRE, 1-3 COLLEGE STREET, NORTH LAKES, QLD, 4509

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, North Lakes Convenience Centre, 1-3 College Street, North Lakes, Qld, 4509 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

10. Summary of Valuation Reports

Brief Property Description

The property is located within the established Master Planned Community of North Lakes, approximately 29 kilometres by road north of the Brisbane GPO and approximately 1.5 kilometres north of Westfield North Lakes and the North Lakes town centre.

The property is improved with a modern, circa 2005 single level 'U' shaped convenience-based retail centre comprising a total of nine tenancies. The centre comprises a total Gross Lettable Area Retail (GLAR) of 906 square metres with the tenancies ranging in size from 38 square metres to 180 square metres. We note that the subject has development approval for the construction of a further 260 square metres of lettable area. At grade parking for 60 vehicles is provided, equating to a ratio of 6.6 bays per 100 square metres of GLAR.

The property is 89% occupied as at the date of valuation and provides a WALE of 4.40 years by income and 4.57 years by area.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	7,350,000
Market Capitalisation Rate	6.00%
Discounted Cashflow Approach	7,300,000
Discount Rate	7.00%
Terminal Capitalisation Rate	6.25%
Adopted Market Value	**7,350,000**

Key Metrics	
Initial Passing Yield	5.62%
Initial Passing Yield (Fully Leased)	6.68%
Equivalent Market Yield	6.00%
Internal Rate of Return (10 years)	6.86%
Value per m²	8,113

Additional Land Valuation		
Gross Floor Area	m²	260
Rate	$/m²	$1,500
Additional Land Value	$	$390,000
Rounded Value	$	$390,000
Adopted Value plus Additional Land	**$**	**7,740,000**

Page 2

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
- m3property has not operated under an Australian financial services licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the PDS.
- The formal valuation and this letter are strictly limited to the matters contained within them and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of m3property.
- m3property has prepared this letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- m3property is not related to RAM group and is therefore independent of them. m3property have no interest in the subject property and no personal interest with respect to the parties involved.
- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
- m3property has received a fee from RAM Group for the preparation of the valuation report and this summary letter.
- m3property are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under professional Standards legislation and is compulsory for all API members.

Liability Disclaimer

This letter has been prepared subject to the conditions referred to in this letter. Neither m3property nor any of its directors makes any representation in relation to the PDS nor accepts any responsibility for any information or representation made in the PDS, other than this summary letter.

m3property was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS, other than in respect of the valuation report and this summary letter.

Yours sincerely
m3property

Duane Gilliland
duane.gilliland@m3property.com.au

10. Summary of Valuation Reports

DG:HS
J3257

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7 September 2021

Doug Rapson
Director – Asset Management
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY – KEPPEL BAY PLAZA, 64 JAMES STREET, 8-10 PARK STREET & 69 QUEEN STREET, YEPPOON, QLD, 4703

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Keppel Bay Plaza, 64 James Street, 8-10 Park Street & 69 Queen Street, Yeppoon, Qld, 4703 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

Keppel Bay Plaza comprises a predominately enclosed single level neighbourhood centre comprising a total GLAR of 7,273 square metres. The main centre is anchored by a small format Coles supermarket (2,539 square metres), a former Target Discount Department Store, 19 specialty tenancies and three vacant kiosk sites. During the inspection a detached building was nearing completion to the south-western corner which will comprise a 500 square metre gymnasium tenancy and a 100 square metre specialty tenancy. A further single level office building providing three tenancies is located to the Queen Street frontage and is located on its own allotment. The centre was constructed in 1978, extensively extended in 1994 with refurbishments undertaken in 2014 and 2021. At grade parking is provided for 329 vehicles, which equates to a ratio of 4.52 bays per 100 square metres of GLAR.

The property is located within the coastal township of Yeppoon, approximately 42 kilometres by road north-east of the regional centre of Rockhampton and approximately 656 kilometres by road north-west of Brisbane.

The property is 65.7% occupied as at the date of valuation and provides a WALE of 1.96 years by income and 1.77 years by area.

RAM are planning a redevelopment of the eastern end of the complex. The proposed development will include the reconfiguration and extension of the former Target DDS to accommodate a cinema tenancy, relocation of the existing amenities and reconfiguration of the existing mall/entries and specialty tenancies to provide a number of food and beverage tenancies as well as retail specialties. Proposed works also include the reconfiguration of the vehicular access from Queen Street to provide a dedicated loading bay for Coles. On Completion of the works the centre will comprise a Coles supermarket, cinema mini-major tenancy, 25 specialty tenancies, a single kiosk as well as the two freestanding buildings. RAM have received a signed LOO from Coles and board approval as well as an AFL for the cinema tenancy and several signed HOA's for the specialty tenancies. We have been verbally advised that DA is not required due to being mainly internal works with the proposed development likely to be completed by April 2022.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

10. Summary of Valuation Reports

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	29,750,000
Market Capitalisation Rate	7.25%
Discounted Cashflow Approach	30,000,000
Discount Rate	8.00%
Terminal Capitalisation Rate	7.50%
Adopted Market Value	**30,000,000**
Initial Passing Yield	4.75%
Initial Passing Yield (Fully Leased)	8.76%
Equivalent Market Yield	7.20%
Internal Rate of Return (10 years)	7.96%
Value per m²	4,125

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
- m3property has not operated under an Australian financial services licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the PDS.
- The formal valuation and this letter are strictly limited to the matters contained within them and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of m3property.
- m3property has prepared this letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- m3property is not related to RAM group and is therefore independent of them. m3property have no interest in the subject property and no personal interest with respect to the parties involved.
- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
- m3property has received a fee from RAM Group for the preparation of the valuation report and this summary letter.
- m3property are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under professional Standards legislation and is compulsory for all API members.

Liability Disclaimer

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Yours sincerely
m3property

Duane Gilliland
duane.gilliland@m3property.com.au

10. Summary of Valuation Reports

SO:aw2
J3140

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8 September 2021

Doug Rapson
Director – Asset Management
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: doug.rapson@ram.com.au

Dear Doug

RE: VALUATION SUMMARY – MOWBRAY MARKETPLACE, 272 INVERMAY ROAD, MOWBRAY, TAS

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Mowbray Marketplace, 272 Invermay Road, Mowbray, Tasmania (“Property”) on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement (“PDS”) for an Initial Public Offering (“IPO”) of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the “Market Value” of the Property. The term “Market Value” is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

“*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*”

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

The property comprises a single level sub-regional shopping centre. The centre comprises two components, being a Woolworths anchored neighbourhood centre which was constructed circa 1999 and a Target anchored centre constructed circa 2013. The Woolworths component also includes The Reject Shop mini-major, 10 speciality tenancies and two kiosks. The Target centre also includes a Chemist Warehouse mini-major and five speciality tenancies. There are also Woolworths Petrol and Cellarbrations freestanding tenancies. The centre has at-grade parking.

Located in the northern Launceston suburb of Mowbray, approximately four kilometres north of the Launceston CBD. Launceston is approximately 200 kilometres north of Hobart.

The property is 97.6% occupied as at the date of valuation and provides a WALE of 5.25 years by income and 5.66 years by area.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	44,500,000
Market Capitalisation Rate	6.25%
Discounted Cashflow Approach	43,600,000
Discount Rate	6.50%
Terminal Capitalisation Rate	6.50%
Adopted Market Value	**44,100,000**
Initial Passing Yield	6.37%
Initial Passing Yield (Fully Leased)	6.61%
Equivalent Market Yield	6.30%
Internal Rate of Return (10 years)	6.35%
Value per m²	3,672

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
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Yours sincerely
m3property

Shaun O'Sullivan
Director
shaun.osullivan@m3property.com.au

10. Summary of Valuation Reports

DG:HS
J3247

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7 September 2021

Doug Rapson
Director – Asset Management
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY – SPRINGFIELD FAIR, 16 SPRINGFIELD PARKWAY, SPRINGFIELD, QLD, 4300

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Springfield Fair, 16 Springfield Parkway, Springfield, Qld, 4300 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

Springfield Fair is an enclosed single level neighbourhood shopping centre comprising a total GLAR of 5,681 square metres. The centre is anchored by a Coles supermarket (3,248 square metres), 16 specialty tenancies, a kiosk and two ATMs. The centre has approval to redevelop a freestanding building to accommodate a 450 square metre tenancy and a 201 square metre tenancy. The centre was constructed in 1997, with extensions/refurbishments undertaken in 2006 and in 2019/2020. At grade parking will be provided for 268 vehicles (82 covered bays), which equates to a ratio of 4.71 bays per 100 square metres of GLAR.

The property is located within the established suburb of Springfield, approximately 21.5 kilometres by road east of the Ipswich CBD and 33 kilometres by road south-west of the Brisbane CBD.

The property is 99.9% occupied as at the date of valuation and provides a WALE of 7.47 years by income and 7.91 years by area.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	37,500,000
Market Capitalisation Rate	5.50%
Discounted Cashflow Approach	36,250,000
Discount Rate	6.25%
Terminal Capitalisation Rate	5.75%
Adopted Market Value	**37,000,000**
Initial Passing Yield	5.80%
Initial Passing Yield (Fully Leased)	5.81%
Equivalent Market Yield	5.56%
Internal Rate of Return (10 years)	6.00%
Value per m²	6,513

10. Summary of Valuation Reports

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

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- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
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Liability Disclaimer

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Yours sincerely
m3property

Duane Gilliland
duane.gilliland@m3property.com.au

Page 3

Office | Retail | Industrial | Hotels & Leisure | Residential Development | Retirement & Healthcare | Agribusiness | Rating & Taxing | Government | Specialised Assets

CBRE

Our Ref: 2141040101329

CBRE Valuations Pty Limited
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31 August 2021

The Directors
Real Asset Management Pty Ltd
Level 19, 123 Eagle Street
Brisbane QLD 4000

Attention: Doug Rapson, Director

Dear Sir/Madam,

Summary of Valuation Report: The Hub Westlake, 180 Westlake Drive, Westlake QLD 4074

CBRE Valuations Pty Limited ("CBRE") accepted instructions dated 20 July 2021 to prepare a Valuation of the freehold interest in the property listed above. The Valuation is to be relied upon for Product Disclosure Statement (PDS) / Prospectus "Offer Document" and Initial Product Offering (IPO) purposes only and is specifically addressed for use and reliance upon by the parties named in the full Valuation Report. The Valuation is prepared in accordance with the Australian Property Institute Australia and New Zealand Valuation and Property Standards January 2012, having regard to ANZVGN 8, Valuations for use in Offer Documents. We have provided our opinion of the market value of the property on the following basis:

- Market Value – As Is - Subject to existing occupancy arrangements
  (*Refer to critical assumptions noted overleaf)

CBRE has been instructed to provide a full Valuation Report in addition to this Summary Letter to be included in the Product Disclosure Statement ("PDS"). In accordance with ANZVGN 8, our Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed Property Risk Assessment and SWOT Analysis, plus the report details our Critical Assumptions, Assumptions, Disclaimers, Limitations and Qualifications and our Recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, it is considered prudent to consider the entire contents of our Valuation Report. Therefore, we recommend that this Summary Letter is to be read and considered together with the Valuation Report. We accept no responsibility for reliance upon the Summary Letter. We refer the reader to Real Asset Management Pty Limited to arrange to view our Valuation Report.

Brief Description of the Property

The property is improved with a semi-modern retail convenience centre which was originally constructed circa 1980s and was comprehensively refurbished and extended in 2017, which included the construction of a 286 square metre swim school facility to the rear of the specialty shops along the north western alignment of the property. The complex incorporates IGA and 10 specialty tenancies (including the freestanding swim school). On site car parking is provided for 59 vehicles.

Tenancy Details

The property currently accommodates IGA and 8 specialty tenancies. Of these tenancies, there is 1 tenancy currently vacant (and no tenancies on monthly agreements).

Market Movement

The valuation referred to above represents the value of the property as at the date of valuation only. The value assessed may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements or factors specific to the particular property or particular property sector). CBRE is not liable for losses arising from any subsequent changes in value.

Market Uncertainty

As of mid-August 2021, New South Wales and the Greater Melbourne area are in strict lockdowns to try to curtail outbreaks of the highly infectious "delta" strain of the coronavirus. The latest outbreaks demonstrate how difficult containment of the disease is and how quickly it can spread through a still largely unvaccinated population. Long periods of lockdown have proven to be damaging to the economy, however remain the primary means of defence at this time.

Critical Assumptions and Reliance on Information Provided

There are no Critical Assumptions noted in the full Valuation Report.

Our valuation is based upon the most current information available at the time the valuation was prepared. CBRE accepts no responsibility for subsequent changes in information as to income, expenses or market conditions. Any subsequent change in lease terms may also have a corresponding change to the value.

In the current market it is our view that a 6-month marketing period may be required to affect a disposal of asset assuming a professional marketing campaign.

Report Content

Our Valuation Report, in addition to the content noted earlier, contains detailed information and description pertaining to: Instructions, Reliance and Liability; Site Details including Location, Legal, Environmental and Town Planning; Building Improvements; and our analysis of the asset's Occupational and Financial attributes. This is followed by a comprehensive Economic, Retail Market and Investment Market Overview and details of the sales evidence considered, along with our Investment Considerations. Finally, the report considers the value and marketability of the property. We again refer the reader of this letter to our Valuation Report for detail in respect of the above items.

Investment Sales Evidence

To assess the appropriate market parameters for the subject, we have had regard to recent investment sales transactions which we consider useful as a guide to investment parameters, as detailed in the table overleaf.

Centre Name	Sale Price	Sale Date	GLAR	Initial Yield	Equiv Yield	IRR	Analysed $psm
Noosa Outlook Shopping Centre Tewantin	$10,950,000	Aug 2021	1,471	4.97%	4.85%	6.07%	$7,444
Milton Village Milton	$36,500,000	Jun 2021	2,852	5.47%	5.66%	7.50%	$12,797
Albion Central Albion	$11,560,000	Apr 2021	1,007	5.96%	5.85%	7.61%	$11,480
76 Enoggera Road Newmarket	$11,400,000	Nov 2020	1,069	5.21%	5.10%	6.41%	$10,664
The Village, Sandstone Point Sandstone Point	$12,600,000	Oct 2020	2,288	6.16%	6.00%	7.91%	$5,507
IGA West Mackay West Mackay	$10,400,000	Oct 2020	2,011	7.22%	6.71%	9.17%	$5,172
Crestwood Plaza Molendinar	$17,550,000	Oct 2020	3,796	5.73%	6.80%	7.75%	$4,623
Bridge Street Plaza Torrington (Toowoomba)	$10,500,000	Sep 2020	2,465	4.74%	6.11%	7.26%	$4,260
Horizon at Wellington Point Wellington Point	$14,340,000	Jun 2020	2,617	8.39%	8.34%	9.25%	$5,480
Bardon Central Bardon	$8,850,000	Mar 2020	1,146	6.94%	6.65%	7.52%	$7,723
St Lucia Marketplace St Lucia	$15,000,000	Nov 2019	1,900	5.22%	5.56%	7.15%	$7,895
Rochedale Central Rochedale	$13,500,000	Jul 2019	2,000	5.29%	6.55%	8.09%	$6,750
The Markets Flagstone Flagstone	$9,783,752	Mar 2019	1,747	6.46%	6.58%	8.13%	$5,600
Twin Parks Shopping Centre Tingalpa	$12,500,000	Feb 2019	1,613	5.88%	6.26%	7.77%	$7,750

The sales analysis indicates:

- Equivalent yields of 5.10% to 8.34% and initial yields of 4.74% to 8.39%.
- Internal Rates of Return on a 10 year cash flow basis of 6.41% to 9.25%, however it is noted that the majority of neighbourhood centre purchasers are yield focussed, with limited (if any) reliance on DCF analysis in making their investment decisions.
- A capital value rate comparison of $4,260 to $11,480 per square metre of lettable area.

Valuation Rationale

In arriving at our opinion of value, we have considered relevant general and economic factors and have investigated recent sales and leasing transactions of comparable properties.

In assessing the market value of the subject, we have placed primary emphasis on the capitalisation of net income approach and have additionally undertaken a DCF analysis as a supporting method of valuation. A detailed explanation of the investment credentials and the application of the capitalisation approach and DCF methodology is provided in the full Valuation Report.

Valuation & Advisory Services

CBRE

Valuation Summary

Based on the various valuation methodologies considered, we summarise our valuation and conclusions, as at 31 August 2021, as follows:

The Hub Westlake - Market Value - As Is - Subject to existing occupancy arrangements
$10,600,000 (Ten Million Six Hundred Thousand Dollars) GST exclusive.

The table below outlines our valuation conclusion for the subject property and provides a summary of the tenancy profile and key investment parameters as at 31 August 2021.

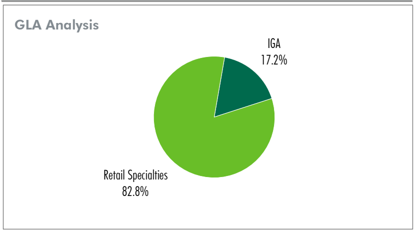
Valuation Summary		
Gross Lettable Area	1,659.0 sqm	
Valuation Approach	Capitalisation, DCF	
Date of Valuation	**31-Aug-2021**	
Market Value	**10,600,000**	
Net Passing Income	642,277	
Net Income, Fully Leased	686,652	
Net Market Income, Fully Leased	686,652	
Outstanding Tenant Incentives	465,000	
Passing Initial Yield	6.06%	
Reversionary Yield	6.48%	
Capitalisation Rate	6.00%	
Equivalent (Market) Yield	5.94%	
Terminal Yield	6.25%	
10 Year IRR (Target / Indicated)	8.00%	7.97%
DCF Apportionment (Cash Flow / Terminal Value)	39.18%	60.82%
Capital Value $psm	$6,389	
	By Area	By Income
Vacancy Allowance - Specialties		2.50%
Current Vacancy - Specialties	5.17%	6.29%
Current Vacancy - Whole Centre	4.28%	5.59%

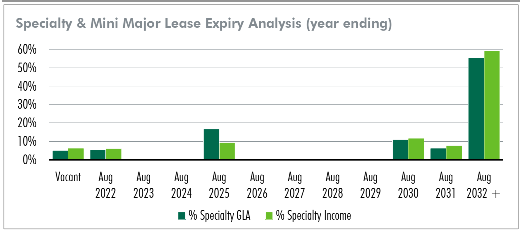
Note: Net income figures above are before deduction of vacancy/bad debts allow.

Rental Analysis	Passing Rent		Market Rent	
Item	$pa	$psm	$pa	$psm
Tenant/Component				
Majors	88,200	308	88,200	308
Mini Majors	-	-	-	-
Specialties (incl Non-Retail)	661,333	508	661,333	508
Office	-	-	-	-
Pad Sites	-	-	-	-
Gross Rent (as occupied)	749,533	472	749,533	472
Other Income	6,607	3.98	6,607	3.98
Electricity Profit	-	-	-	-
Gross Income	756,140	456	756,140	456
Statutory Expenses	(38,346)	(23)	(38,346)	(23)
Operating Expenses	(73,017)	(44)	(73,017)	(44)
Non Recoverable Expenses	(2,500)	(2)	(2,500)	(2)
Net Income	642,277	387	642,277	387
Future Income from Vacancies	44,375	625	44,375	625
Net Income (Fully Leased)	686,652	414	686,652	414
Vacancy/Bad Debts Allowance	(17,643)	(11)	(17,643)	(11)
NET INCOME	**669,009**	**403**	**669,009**	**403**

Tenancy Profile			
Tenant/ Category	Area (sqm)	Gross Rent	Expiry / % G.Rent
IGA	286.0	88,200	Mar-25
Major (1)	286.0	88,200	11.8%
Specialties - Leased (7)	1,302.0	661,333	88.2%
MM/Specialty - Vacant (1)	71.0		
TOTAL (Fully Leased)	**1,659.0**	**749,533**	**100.0%**

Moving Annual Turnover					
Tenant/ Category	Last Year	This Year	% Var	Current % GOC	Rev % GOC
IGA	-	-	0.0%	0.0%	0.0%
Total Majors	-	-	0.0%		
Specialties	-	-	0.0%	0.0%	0.0%
Other Reporting	-	-	0.0%		
TOTAL	**0**	**0**	**-**		





CBRE

Consent

CBRE provides it consent for the inclusion of this Summary Letter within the PDS, subject to Real Asset Management Pty Limited making recipients of the PDS aware of the following liability disclaimers.

Liability Disclaimer

- CBRE is not operating under an Australian Financial Services Licence when providing the full Valuation Report or this Summary Letter and those documents do not constitute financial product advice. Investors should consider obtaining independent advice from their financial advisor before making any decision to invest in/with Real Asset Management Pty Limited.
- CBRE disclaims any liability to any person in the event of an omission from, or false and misleading statements included in the PDS, other than in respect to this Summary Letter and the full Valuation Report.
- The Valuation Report and this Summary Letter are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- CBRE has prepared the full Valuation Report and this Summary Letter relying on and referring to information provided by third parties including financial and market information ("Information"). CBRE assumes that the Information is accurate, reliable and complete and it has not tested the information in that respect.
- References to the Property's value within this Summary Letter or the PDS have been extracted from CBRE's Valuation Report. The Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed assessment and analysis as well as key critical assumptions, assumptions, disclaimers, limitations and qualifications and recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, CBRE recommends that this Summary Letter and any references to value within the PDS must be read and considered together with the Valuation Report. This Summary Letter is to be read in conjunction with our full Valuation Report and is subject to the Assumptions, Limitations, Disclaimers and Qualifications contained therein. We refer the reader to Real Asset Management Pty Limited to arrange to view our Valuation Report.
- No responsibility is accepted for any loss or damage arising as a result of reliance upon this Summary Letter.
- Neither this Summary Letter nor the full Valuation Report may be reproduced in whole or in part without prior written approval of CBRE.
- CBRE charges a professional fee for producing valuation reports, and the fee paid by Real Asset Management Pty Limited for the Valuation Report and this Summary Letter was $8,500 exclusive of GST.
- We confirm that the valuer does not have a pecuniary interest that would conflict with a proper valuation of the interest in the properties.
- This document is for the sole use of persons directly provided with it by CBRE. Use by, or reliance upon this document by anyone other than those parties named above is not authorised by CBRE and CBRE is not liable for any loss arising from such unauthorised use or reliance.

Yours sincerely
CBRE Valuations Pty Limited

Andrew Sutton
Director – Valuation & Advisory Services

Liability limited by a scheme approved under Professional Standards Legislation.

10. Summary of Valuation Reports

LB:MW1
1001719

m3property
Adelaide. Brisbane. Melbourne. Sydney
m3property Australia Pty Ltd
ABN 60 153 395 405
Level 29, 600 Bourke Street, Melbourne, Vic, 3000
Telephone +61 3 9605 1000
Email infovic@m3property.com.au
www.m3property.com.au

13 August 2021

Sam Wood
Associate Director - Real Estate Asset Manager
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: Sam.wood@ram.com.au

Dear Sam,

RE: VALUATION SUMMARY
493 BALLARAT ROAD, SUNSHINE

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, 493 Ballarat Road, Sunshine (“Property”) on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement (“PDS”) for an Initial Public Offering (“IPO”) of units in the Fund.

Reliance on this Letter

This letter has been prepared for RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund) and the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 21 June 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the “Market Value” of the Property. The term “Market Value” is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

“*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*”

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

Comprises a circa 1990s single level concrete tilt panel building with at grade carparking along the western and southern boundaries. We are advised the southern portion of the building comprising 'Tenancy 2' was refurbished between circa 2014 and 2015. The building affords an approximate net lettable area of 1,000 square metres over the combined tenancy areas, primarily providing specialist gastroenterology, endoscopy and hepatology inpatient services. The subject property is configured to provide two procedure rooms and associated procedure and standard ancillary areas, 10 recovery bed areas, numerous consulting rooms and a pathology collection room. As at the date on inspection, the property was wholly occupied by Dr. Gastroenterology Pty Ltd (T/A Dr Gastroenterology and Dr Scope) pursuant to two concurrent lease agreements.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including analysis available market evidence, and we applied that analysis to the primary approaches being the capitalisation of income and discounted cash flow.

It is noted that in the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

10. Summary of Valuation Reports

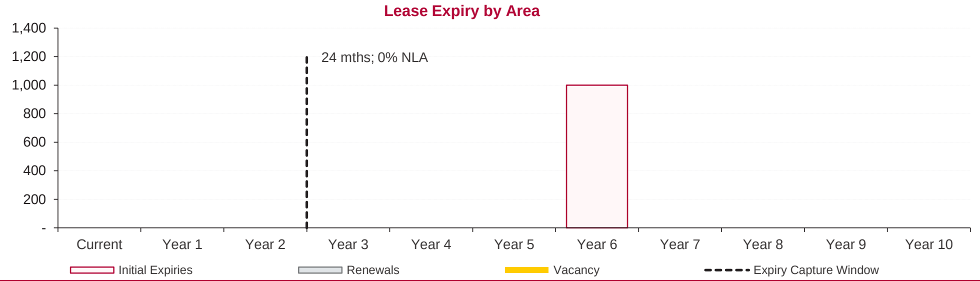
Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Summary

Valuation Details				
Date of Valuation				21 June 2021
Purpose of Valuation				First Mortgage Security
Interest Valued				100% Freehold
Income Assessment	**Net**	**$/m²**	**Gross**	**$/m²**
Passing Income	499,135	499	563,432	563
Passing Income (fully leased)	499,135	499	563,432	563
Market Income	499,135	499	563,432	563
Outgoings $ pa.	(64,297)	(64)	(64,297)	(64)
Day Surgery Passing Income	535,600	536	563,432	563
Day Surgery Market Income	535,600	536	563,432	563
Area & Occupancy Details				
Total NLA				1,000.00
Occupied NLA			*100.0%*	1,000.00
Vacant NLA			-	-
Weighted Lease Duration By Area				5.82 years
Weighted Lease Duration By Net Passing Income				5.82 years

Lease Expiry by Area



Valuation Conclusion and Metrics	
Capitalisation Approach	**9,950,000**
DCF Approach	**10,100,000**
Adopted Market Value	**10,025,000**
Initial Yield	**4.98%**
Initial Yield (After Abatements)	4.98%
Initial Yield (Fully Leased)	4.98%
Equated Market Yield	**4.96%**
Capital Value $/m² - NLA	**10,025**
10 Year IRR	**6.09%**
7 Year IRR	5.84%
5 Year IRR	5.17%
3 Year IRR	4.59%
10 Year Average Cash on Cash (on Gross Investment Capital)	4.87%

Page 3

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

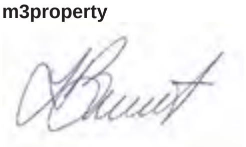
- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
- m3property has not operated under an Australian financial services licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the PDS.
- The formal valuation and this letter are strictly limited to the matters contained within them and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of m3property.
- m3property has prepared this letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report of 21 June 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
- m3property has received a fee from RAM Group for the preparation of the valuation report and this summary letter.
- m3property are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under professional Standards legislation and is compulsory for all API members.

Liability Disclaimer

This letter has been prepared subject to the conditions referred to in this letter. Neither m3property nor any of its directors makes any representation in relation to the PDS nor accepts any responsibility for any information or representation made in the PDS, other than this summary letter.

m3property was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS, other than in respect of the valuation report and this summary letter.

Yours sincerely
m3property



Laila Burnet
laila.burnet@m3property.com.au

10. Summary of Valuation Reports

DG:HS
J3248

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8 September 2021

Doug Rapson
Director – Asset Management
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY – WINDAROO VILLAGE, 12 CARL HECK BOULEVARD, WINDAROO, QLD, 4207

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Windaroo Village, 2 Carl Heck Boulevard, Windaroo, Qld, 4207 (“Property”) on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement (“PDS”) for an Initial Public Offering (“IPO”) of units in the Fund.

We have been specifically instructed to complete our assessment on an As If Complete basis subject to the existing leases and the proposed leases.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the “Market Value” of the Property. The term “Market Value” is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

“*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*”

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

The property is located within the established suburb of Windaroo, approximately 38.5 kilometres by road south of the Brisbane GPO. The property is located on the corner of Beaudesert Beenleigh Road, Carl Heck Boulevard and Mewing Court. The centre receives good exposure to passing vehicle traffic along Beaudesert Beenleigh Road.

Windaroo Village is a single level, convenience-based retail centre which was significantly damaged by a fire in June 2021. At the time of inspection two tenancies (Liquorland and Dominos) were trading with IGA and TSG temporary closed due to smoke damage and were scheduled to re-open in the coming week. The remainder of the complex was demolished to a ground slab level. The complex was constructed in 1997 with refurbishments undertaken since. We have been advised by the instructing party that they have received insurance approval to reconstruct the damaged part of the centre (1,066 square metres) with handover expected in January/February and a re-opening of March 2022. As per our instructions we have completed our assessment on an As If Complete basis with the impacted tenancies taking occupation of the re-built tenancies subject to their existing lease agreements.

On completion, the property will provide a total GLAR of 1,795 square metres. The centre will be anchored by a 387 square metre IGA supermarket tenancy, a 436 square metre Snap Fitness tenancy, seven specialty tenancies and an ATM. We have assumed that the reconstructed section will present to a good condition.

On an As If Complete basis the property will be 100% occupied and provides a WALE of 5.26 years by income and 5.45 years by area.

Valuation Rationale

In assessing the Market Value of the Property As If Complete, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value As If Complete.

Valuation Reconciliation	
Market Capitalisation Approach	11,000,000
Market Capitalisation Rate	5.75%
Discounted Cashflow Approach	10,700,000
Discount Rate	6.75%
Terminal Capitalisation Rate	6.00%
Adopted Market Value	**10,900,000**
Initial Passing Yield	5.91%
Initial Passing Yield (Fully Leased)	5.91%
Equivalent Market Yield	5.79%
Internal Rate of Return (10 years)	6.47%
Value per m²	6,072

10. Summary of Valuation Reports

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
- m3property has not operated under an Australian financial services licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the PDS.
- The formal valuation and this letter are strictly limited to the matters contained within them and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of m3property.
- m3property has prepared this letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- m3property is not related to RAM group and is therefore independent of them. m3property have no interest in the subject property and no personal interest with respect to the parties involved.
- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
- m3property has received a fee from RAM Group for the preparation of the valuation report and this summary letter.
- m3property are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under professional Standards legislation and is compulsory for all API members.

Liability Disclaimer

This letter has been prepared subject to the conditions referred to in this letter. Neither m3property nor any of its directors makes any representation in relation to the PDS nor accepts any responsibility for any information or representation made in the PDS, other than this summary letter.

m3property was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS, other than in respect of the valuation report and this summary letter.

Yours sincerely
m3property

Duane Gilliland
duane.gilliland@m3property.com.au

Valuation Advisory

Broadway Plaza Valuation Summary Letter

31 August 2021

Liability limited by a scheme approved under Professional Standards Legislation

Table of Contents

31 August 2021

Real Asset Management Group *('RAM')*
RAM Property Funds Management Limited
264 George St,
Sydney NSW 2000

Attention: The Directors
RAM Property Funds Management Limited

Dear Directors,

Broadway Plaza – Valuation Summary

1. Introduction

Jones Lang LaSalle Advisory Services Pty Ltd *('JLL')* accepted written instructions, received on 2 August 2021, by Mr Jay Chai, Analyst, Real Asset Management Group *(RAM) for* RAM Property Funds Management Limited.

The instructions request that we undertake a market valuation of the 100% freehold stratum interest in Broadway Plaza, 1-9 Broadway, Punchbowl, New South Wales *(Subject).*

The valuation has been undertaken as at 31 August 2021 and has been prepared for RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund) for Initial Public Offering, Product Disclosure Statement and Financial Reporting Purposes only.

Disclosure

This Valuation is permitted to be disclosed to members of the Due Diligence Committee established for the IPO and ASX Listing on a strictly non-reliance basis only. JLL accepts no responsibility or liability to these parties.

This valuation summary letter is a summary of the valuation only and must not be relied upon for the purpose of assessing the Property as an investment opportunity.

As per the agreed brief we provide herein a valuation summary letter for inclusion in a prospectus to be issued by RAM Property Funds Management Limited. We accept no responsibility for reliance upon this valuation summary letter which must be read in conjunction with the full valuation report.

Brief Property Description

Broadway Plaza Shopping Centre was constructed circa 2013 and comprises a two level, stratum titled neighbourhood shopping centre positioned within a 7-storey mixed-use development. The centre is anchored by a Woolworths supermarket, together with 3 large format tenancies, 21 speciality tenancies and 2 ATMs, providing a gross lettable area (GLAR) of approximately 8,452.20m². Ancillary improvements comprise a total of 362 basement car parking bays.

Broadway Plaza Shopping Centre is situated on a single, corner allotment designated 'B2 Local Centre Zone' pursuant to the City of Canterbury Bankstown. The total site area of the development is 29,510m².

Broadway Plaza is located in the south western Sydney suburb of Punchbowl, approximately 18 kilometres from the Sydney CBD and located within the Local Government Area of Canterbury Bankstown Council.

Reliance on this Letter

This letter summarises our full valuation report, which is dated 31 August 2021, and is subject to the assumptions, limitations and disclaimers contained therein.

This letter alone does not contain all of the data and supporting information which is included in our report. We accept no responsibility for reliance upon this valuation summary letter, which must be read in conjunction with the full valuation report, together with all of the risks and critical assumptions contained therein.

2. Valuer's Experience and Interest

The Valuer who prepared the valuation report is Hanna S Clarke. The Valuer has over 15 years valuation experience in a range of property types and is authorised under the requirements of the Australian Property Institute to practise as a valuer.

3. Conflict of Interest

The above mentioned Valuer does not have any pecuniary interest that could reasonably be regarded as being capable of affecting their ability to give an unbiased opinion of the Property's value or that could conflict with a proper valuation of the Property.

4. Basis of Valuation

Market Value

The value given herein is that of the market value of the Property as defined by the International Valuation Standards Committee (IVSC), and endorsed by the API and PINZ, which is as follows:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

We confirm that this valuation has been undertaken on the basis of the price that might reasonably be expected if the Property was sold at the date of valuation assuming:

- a willing, but not anxious, buyer and seller;
- a reasonable period within which to negotiate the sale, having regard to the nature and situation of the Property and the state of the market for property of the same kind;
- that the Property was reasonably exposed to that market;
- that no account is taken of the value of other advantages or benefits additional to market value, to the buyer incidental to ownership of the Property being valued;
- that the current proprietor has sufficient resources to allow a reasonable period for the exposure of the Property for sale; and
- that the current proprietor has sufficient resources to negotiate an agreement for the sale of the Property.

Included within the valuation is Lessor-owned items of building fixtures, fittings, plant and equipment. These items exclude all movable equipment, furniture, furnishings and tenant owned fit-out and improvements.

5. Valuation Methodology

In arriving at our opinion of market value for the Property, we have adopted the capitalisation of net income and discounted cash flow approaches as our primary methodologies.

Our valuation has been undertaken utilising the JLL proprietary valuation model.

Capitalisation Approach

The capitalisation approach involves the addition of our opinion of market rent for the various components of the Property, and the deduction of outgoings in order to determine the net market income of the Property. This net market income is capitalised at the adopted capitalisation rate to derive a core value.

Adjustments (for rental reversions, letting up allowances and capital expenditure) have been made where appropriate in order to derive the resultant value.

Discounted Cash Flow Approach

We have undertaken a discounted cash flow analysis over a 10-year investment horizon to derive a net present value for the Property. The cash flow outputs are summarised and appended to this report.

We stress that the estimating of future rentals and values is a very problematic exercise which at best should be regarded as an indicative assessment of possibilities rather than absolute certainties. The process of making forward projection of key elements includes assumptions regarding a considerable number of variables which are acutely sensitive to changing conditions, variation in any of which may significantly affect value.

For personal use only

6. Critical Assumptions, Conditions and Limitations

In the preparation of the valuation assessment we have made a variety of key assumptions and important comments. In this regard we advise that the entire report, including annexures, must be read and understood by the nominated parties to whom reliance is extended so that the various assumptions and comments are understood in the context of the adopted valuation.

Should the parties to the report have any concerns or queries regarding the contents or key assumptions made in the preparation of the valuation, those issues should be promptly directed to the nominated Valuer for comment and review.

Key Assumptions and Important Comments are outlined below and overleaf:

Verifiable Assumptions	
Market Movement	▪ This valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements or factors specific to the particular property). We do not accept liability for the losses arising from such subsequent changes in value. ▪ Without limiting the generality of the above and the following statement, we do not assume any responsibility or accept any liability for losses arising from such subsequent changes in value in circumstances where this valuation is relied upon after the expiration of 90 days from the date of valuation, or such earlier date if you become aware of any factors that have any effect on the valuation. However, it should be recognised that the 90 day reliance period does not guarantee the value for that period; it always remains a valuation at the date of valuation only. ▪ This report is relevant at date of valuation and to the circumstances prevailing at that time. However, within a changing economic environment experiencing fluctuations in interest rates, inflation levels, rents and global economic circumstances, acceptable returns on investment may, as a consequence, be susceptible to future variation. We therefore strongly recommend that before any action is taken involving an acquisition, disposal, shareholding restructure or other transaction more than 90 days after the date of this report, you consult the Valuer.
Information	▪ We have relied upon the accuracy, sufficiency and consistency of the information supplied to us. JLL accepts no liability for any inaccuracies contained in the information provided by RAM or other parties, or for conclusions which are drawn either wholly or partially from that information. Should inaccuracies be subsequently discovered, we reserve the right to amend our valuation assessment. ▪ We have relied on building areas, income figures and expense figures as provided by the instructing party or its agents and made specified adjustments where necessary. ▪ If any pre-purchase building audit/report indicates any adverse issues relating to the building, the report should be returned to the valuer for comment.
Certificate of Title	▪ We have considered any dealings on the Certificate(s) of Title in arriving at our opinion of value and assume good and marketable title. For a detailed summary of the dealings noted on the Title and in this report, we refer you to the Title Search(s) or Certificate(s) of Title annexed. ▪ We have not fully searched the notifications on title and our valuation assumes good and marketable title and that the Property is free of encumbrances, restrictions, mortgages, charges, and other financial liens or other impediments of an onerous nature, which would affect value. ▪ We have also assumed that there are no other easements, rights of way or notations other than those referred to in this valuation or on the Title Search(s) or Certificate of Title.
Site	▪ We have relied on the land dimensions and areas as provided on the Registered/Survey Plan or Certificate of Title(s), as searched and annexed. In certain cases physical checking of land dimensions and areas is difficult or not practical due to proximity of adjoining buildings, steep terrain or inaccessible title boundaries. JLL accepts no responsibility if any of the land dimensions or the area shown on title is found to be incorrect. ▪ As the building improvements appear to lie within the title boundaries, it is unlikely that any encroachments would exist. A Licensed Surveyor would need to confirm that the building improvements lie on or within the title curtilage. This valuation is made on the assumption that there are no encroachments by or upon the Property. ▪ Our valuation assumes that there are no archaeological entitlements with the land holding. ▪ Our valuation also assumes that the Property is not affected by any road alteration or resumption proposals.
Native Title	▪ We have not undertaken any formal native title searches, and our valuation is made on the assumption that there are no Native Title Claim issues relating to the Centre. If any Native Title Claim issues are found to relate to the Centre, we reserve the right to review our valuation.
Asbestos	▪ Other than stated within this report, we have not undertaken any formal searches regarding the existence of asbestos in or on the Property. We are not experts in this area and therefore in the absence of an environmental consultant's report concerning the presence of any asbestos fibre in or on the Property, our valuation is made on the assumption that there are no health risks from asbestos. If any asbestos related health risk is found to exist on or within the Property, we reserve the right to review our valuation.

JLL

Verifiable Assumptions	
Non-Conforming Building Products and Fire Safety	▪ We have assumed (unless stated otherwise herein) that the improvements are compliant with the Building Code of Australia (BCA) along with the relevant fire safety codes and regulations and do not pose a fire compliance risk, nor require immediate rectification. We have made no allowances in our valuation for rectification works. ▪ Our visual inspection is not a conclusive indicator of the actual presence of non-conforming building products and/or fire safety issues within the Subject Property. If subsequent to the writing of this valuation an independent expert's report reveals the existence of any non-conforming building products previously not disclosed to the valuer in writing, then this valuation should be referred back to the valuer for further review and possible amendment. In this paragraph, non-conforming building products means building products and materials that do not satisfy the quality requirements of technical standards (including the Building Code of Australia) or legislative requirements, and/or building products and materials that have been incorrectly or inappropriately used.
Environmental / Contamination	▪ Our valuation has been made assuming an audit would be available which would satisfy all relevant environmental and occupational health & safety legislation. If the Property's current status needs to be clarified, an Environmental Audit should be undertaken and should any subsequent investigation show that the site is contaminated, this valuation may require revision. Our valuation excludes the cost to rectify and make good the Property, which may have become contaminated as a result of past and present uses. Our valuation therefore assumes that there are no environmental issues with the land holding.
GST	▪ In relation to our GST calculations, we are not taxation or legal experts and we recommend competent and qualified advice be obtained. Should this advice vary from our interpretation of the legislation and Australian Taxation Office rulings current as at the date of this valuation, we reserve the right to review and amend our valuation accordingly.
Occupancy/Lease Info	▪ Where we have sighted Agreements to Lease, Heads of Agreement and/or Disclosure Statements only or in instances where we have sighted draft documentation only, we have assumed that formal lease documentation is prepared and executed in accordance with the details provided in the document(s) sighted. ▪ Where we have been unable to sight relevant lease documentation, we have relied upon the information contained within the tenancy schedule and other financial information provided to us and assume that formal lease documentation has been prepared and executed in accordance with the details provided within the tenancy schedule/financial information. ▪ Our assessment has been undertaken on the basis that all Leases and Lease Variations are signed and binding as at the date of the valuation. ▪ We have been provided with and we have reviewed the Major lease (Woolworths) and a selection of the speciality leases. ▪ Should any documentation above prove to be incorrect that may have an impact on the valuation herein, we reserve the right to review this valuation.
Assignment	▪ This clause applies upon any request that this valuation be assigned to a party other than the intended recipients named herein. Notwithstanding anything else, including any agreement by JLL subsequent to this report's date that it will assign this valuation: a. This valuation is deemed not to be assigned unless the request for the assignment, confirmation, reissue or other act occurred within 90 days of the date of this valuation. b. Any assignment is deemed to be in reliance upon, and is conditional upon, the assignee's acknowledgement that JLL: o has not re-inspected the Property prior to the assignment occurring; o has not undertaken further investigation or analysis as to any changes since the initial valuation; and o accepts no responsibility for reliance upon the initial valuation other than as a valuation of the Property as at the date of the initial valuation.
Limited Liability Scheme	▪ JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
Reliance	▪ Reliance on this valuation report is permitted only: a. by a party expressly identified by the report as being permitted to rely on it; b. when the given party has received the report directly from JLL; and c. for a purpose expressly identified by the report as being a permitted use of the report.
Currency	▪ All amounts stated in this report are in Australian Dollars unless otherwise indicated.
Conflict of Interest	▪ The Valuer/Firm (in addition to the principal valuer) has no Potential Conflict of Interest or Pecuniary Interest (real or perceived) relating to the Subject Property.
Foreign Investment Review Board	▪ All real estate investments will require Foreign Investment Review Board (FIRB approval), including certain leases and licences. This includes all transactions (down from previous limits for foreign non-government investors of $275 million or $60m for sensitive land), regardless of the type of land – agricultural, commercial, residential, or mining or production tenement – or whether the land is vacant land or developed land. FIRB has committed to

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Verifiable Assumptions

meeting commercial deadlines wherever possible. Due to the expected larger volume of applications to be processed, the expected timeframe for approval has been extended from 30 days to up to six months. Applicants can provide relevant information which specifically addresses their claim for prioritisation – this could include any details in relation to commercial deadlines for example, valuations required for credit approval that may have a finite validity period (typically 90 days).

Tenant Covenant Strength Caveat

- Although we reflect our general understanding of the status of the tenants based on publicly available information which may not be up to date, we are not qualified to advise you on the financial standing of the tenants. Based on the information currently available, we have formed a view as detailed within our report with regard to the covenant status of the tenant.
- With the ongoing outbreak of Covid-19 virus, uncertain trading and credit market conditions may lead to rapid changes in covenant strength and/or sentiment.

Critical Assumptions

- We have been advised by Management (RAM) that the previously provided FY21 Budget currently sits below FY2020 and FY2019 Budget estimates and actual costings due to upgrades within the centre (Lighting & Waste) and the new contract for cleaning. We note the FY2022 Budget is based off the FY2021 Budget and the changes adopted. We have requested Audited Outgoings for the FY2021 year, however we have been advised these are not available as at the date of valuation. Whilst the FY 2022 Budget Outgoings sit within the benchmark range (for PCA and comparable centres), should the actual and Audited Outgoings vary to what has been adopted within our assessment (with the FY 2022 Budget sitting reasonably in line with the previously provided FY2021 Budget) , we reserve the right to review and revise our assessment.
- We have not searched the records of the Strata Management and have carried out our valuation on the basis that all Sinking and Administration Funds are fully paid for the subject property and that an adequate insurance policy is in place.
- We have been provided with a Strata Management Statement dated 21 July 2021 which reflects a higher total strata cost for Lot 1 & Lot 3 than that provided within the FY 2021 & FY 2022 Budget figures. RAM Management have confirmed that the Budget figures are correct and that Netstrata amount of $134,949.36 is not an additional cost to the owners of the Retail Centre 'Broadway Plaza' but simply an accounting arrangement (with the total amount refunded to them from Strata Management (NetStrata) over the year), and the owner is not liable for this as a 'cost' . As such, RAM have confirmed this additional amount within the Strata Management Notice (of $134,949.36) is an 'in & out' within the subject assets Budget, and should **not** be included in the assessment. Should this prove to be incorrect this may affect the valuation herein.
- We assume the reserve in the Sinking Fund is at a sufficient level for a property of this type, age and current condition and that there are no special levies proposed or any outstanding orders other than those included within our assessment.
  If any variations to this are discovered it should be referred back to the Valuer for further comment or reassessment of the valuation.

IPO Critical Assumptions

- This Valuation is prepared as a valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- JLL has not been involved in the preparation of the PDS/IM/IPO nor have we had regard to any material contained in the PDS/IM/IPO. This Valuation nor the Summary Letter does not take into account any matters concerning the investment opportunity contained in the PDS PDS/IM/IPO.
- JLL has not operated under an Australian financial services licence or the New Zealand Financial Markets Authority in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the properties or the investment opportunity contained in the PDS/IM/IPO.
- The Valuation and the Summary Letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the PDS/IM/IPO. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this Valuation report nor the Summary Letter may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared this valuation solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report and is subject to the assumptions, limitations and disclaimers contained therein.
- JLL will specifically disclaim liability to any potential investor using the valuation report and Summary Letter except to the extent the Summary Letter contains a misleading or deceptive statement, or an omission of material required by the Corporations Act.
- JLL will specifically disclaim all liability with respect to parts of the PDS or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the Corporations Act in Australia or the Companies Act in New Zealand from, any part of the offer document not prepared by JLL.
- JLL has received a fee from Client for the preparation of the valuation reports and this summary letter.

Verifiable Assumptions	
	▪ JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members. ▪ In appointing JLL, the Client and Reliant Parties acknowledge and accept the JLL Terms & Conditions for Business for Valuations. ▪ JLL will specifically disclaim liability to any potential investor using the valuation report and Summary Letter except to the extent the Summary Letter contains a misleading or deceptive statement or an omission of material required by the Corporations Act ▪ JLL will specifically disclaim all liability with respect to parts of the PDS or any offer documents not prepared by it, including any alleged misleading or deceptive statement in, or omission of material required by the corporation act from, any part of the offer document not prepared by JLL. ▪ The above will be restated in the PDS Summary Letter to be prepared by JLL.
Market Uncertainty (COVID-19)	▪ The outbreak of the Novel Coronavirus (COVID-19) was declared as a 'Global Pandemic' by the World Health Organisation on 11 March 2020. We have seen global financial markets impacted and travel restrictions and recommendations being implemented by many countries, including Australia. The real estate market is being impacted by the uncertainty that the COVID-19 outbreak has caused. Market conditions are changing daily at present. As at the date of valuation we consider that there is a significant market uncertainty. This valuation is current at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of factors that the Valuer could not reasonably have been aware of as at the date of valuation). We do not accept responsibility or liability for any losses arising from such subsequent changes in value. Given the valuation uncertainty noted, we recommend that the user(s) of this report review this valuation periodically.

7. Rental and Sales Evidence Summary

The inclusion of all the sales and rental evidence considered for the Property valued is not practical in this valuation summary letter.

Analysis and application of market derived evidence considered for the Property is contained within the valuation report.

8. Valuation Summary

We advise that we have been instructed to value the Property as at 31 August 2021 which is our date of valuation.

Presently, New South Wales is in lockdown due to concerns and/or issues relating to the COVID-19 virus, and a physical inspection of the centre is not possible until the Lockdown periods are lifted (anticipated to be: 28 August 2021 at the earliest).

In accordance with the API's valuation protocol – guidelines for API declared time of crisis and/or state of emergency impacting physical inspections of real property dated 29 March 2020, Restricted Inspection valuations are permitted, subject to all due diligence, research and analysis that would ordinarily form part of a full valuation being completed, with the exception of the formal physical or personal inspection.

As agreed with RAM Property Funds Management Limited, our instructions will be deemed to be an instruction undertaken on a restricted inspection basis nevertheless noting the primary valuer (Hanna Clarke) inspected the subject on the 19 March 2021 with Management confirming there have been no material changes within the centre since this date.

Our assessment assumes that there are no material changes to the Property or the market between the date of inspection and the date of valuation, and we reserve the right to review the valuation if there are material changes to the Property or the market over this period.

We provide a summary of the adopted value as at 31 August 2021 below.

Property	Adopted Capitalisation Rate	Adopted Discount Rate	Initial Yield	IRR (10 Yr)	Equivalent Yield	Adopted Value	$/m² GLA
Broadway Plaza, NSW	5.75%	6.50%	6.31%	6.26%	5.88%	$53,200,000	$6,294

9. Qualifications

We consent to the inclusion of this Summary letter in the prospectus on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- JLL has not been involved in the preparation of the prospectus nor have we had regard to any material contained in the prospectus. This letter does not take into account any matters concerning the investment opportunity contained in the prospectus.
- JLL has not operated under an Australian Financial Services Licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the Property or the investment opportunity contained in the prospectus.
- The formal valuation and this summary letter are strictly limited to the matters contained within them, and are not to be read as extending, by implication or otherwise, to any other matter in the prospectus. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this summary letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of JLL.
- JLL has prepared this summary letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- This summary letter is to be read in conjunction with our formal valuation report and is subject to the assumptions, limitations and disclaimers contained therein.
- JLL has received a fee from RAM Property Funds Management Limited for the preparation of the valuation report and this summary letter.
- JLL are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under Professional Standards legislation and is compulsory for all API members.
- RAM Property Funds Management Limited has agreed to the JLL Terms and Conditions for Business Valuations.

10. Liability Disclaimer

This summary letter and the valuation report have been prepared for RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund) for Initial Public Offering, Product Disclosure Statement and Financial Reporting Purposes only and is subject to the conditions referred to in this summary letter. Neither JLL nor any of its Directors makes any representation in relation to the prospectus nor accepts responsibility for any information or representation made in the prospectus, other than this summary letter.

This Valuation is permitted to be disclosed to members of the Due Diligence Committee established for the IPO and ASX Listing on a strictly non-reliance basis only. JLL accepts no responsibility or liability to these parties.

The valuation report and this summary letter are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the prospectus. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.

JLL has prepared the full valuation report and this summary letter relying on and referring to information provided by third parties including financial and market information ("Information"). JLL assumes that the Information is accurate, reliable and complete and it has not tested the information in that respect.

JLL was involved only in the preparation of this summary letter and the valuation report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in, the prospectus, other than in respect of the valuation report and this summary letter.

This summary letter (which is subject to the conditions referred to above) and the valuation report may not be relied on by any other party other than RAM Property Funds Management Limited as responsible entity of RAM Australia Retail Property Fund and RAM Australia Medical Property Fund (together, RAM Essential Services Property Fund). Responsibility is disclaimed for any loss or damage suffered by any person (including but not limited to any potential investors or shareholders) for any reason.

10. Summary of Valuation Reports

References to the Property's value within this summary letter or the prospectus have been extracted from JLL's valuation report. The valuation report draws attention to the key issues and considerations impacting value and provides a detailed assessment and analysis as well as key critical assumptions, assumptions, disclaimers, limitations and qualifications and recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, JLL recommends that this summary letter and any references to value within the prospectus must be read and considered together with the valuation report. This summary letter is to be read in conjunction with our full valuation report and is subject to the assumptions, limitations, disclaimers and qualifications contained therein. We refer the reader to RAM Property Funds Management Limited to obtain a copy of the full valuation report.

No liability for negligence or otherwise is assumed by JLL for the material contained in this summary letter or the valuation report. Any liability on the part of the JLL group, its employees, officers, servants and its agents for any claim arising out of or in connection with this summary letter or the valuation report, other than liability which is totally excluded by this clause and summary letter, shall not (whether or not such liability results from or involves negligence) exceed $1,000.

Yours faithfully
Jones Lang LaSalle Advisory Services Pty Limited

Hanna S Clarke AAPI
Certified Practising Valuer
Director - Retail
Valuation Advisory

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10. Summary of Valuation Reports

CBRE

Office | Retail | Industrial | Hotels & Leisure | Residential Development | Retirement & Healthcare | Agribusiness | Rating & Taxing | Government | Specialised Assets

Our Ref: F21 201 309

CBRE Valuations Pty Limited
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363 George Street
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27 August 2021

The Directors
Real Asset Management Pty Ltd
Level 19, 123 Eagle Street
Brisbane QLD 4000

Attention: Doug Rapson, Director

Dear Sir/Madam,

Summary of Valuation Report: East Mall Rutherford, 1 East Mall, Rutherford NSW 2320

CBRE Valuations Pty Limited ("CBRE") accepted instructions dated 20 July 2021 to prepare a Valuation of the freehold interest in the property listed above. The Valuation is to be relied upon for Product Disclosure Statement (PDS) / Prospectus "Offer Document" and Initial Product Offering (IPO) purposes only and is specifically addressed for use and reliance upon by the parties named in the full Valuation Report. The Valuation is prepared in accordance with the Australian Property Institute Australia and New Zealand Valuation and Property Standards January 2012, having regard to ANZVGN 8, Valuations for use in Offer Documents. We have provided our opinion of the market value of the property on the following basis:

- Market Value – As Is - Subject to existing occupancy arrangements
  (*Refer to critical assumptions noted overleaf)

CBRE has been instructed to provide a full Valuation Report in addition to this Summary Letter to be included in the Product Disclosure Statement ("PDS"). In accordance with ANZVGN 8, our Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed Property Risk Assessment and SWOT Analysis, plus the report details our Critical Assumptions, Assumptions, Disclaimers, Limitations and Qualifications and our Recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, it is considered prudent to consider the entire contents of our Valuation Report. Therefore, we recommend that this Summary Letter is to be read and considered together with the Valuation Report. We accept no responsibility for reliance upon the Summary Letter. We refer the reader to Real Asset Management Pty Limited to arrange to view our Valuation Report.

Brief Description of the Property

Rutherford Shopping Centre comprises a modern, predominately single level neighbourhood shopping centre with basement parking constructed in 2006.

Tenancy Details

The property currently accommodates Coles and 7 specialty tenancies. Of these tenancies, there is 1 tenancy currently vacant (and no tenancies on monthly agreements).

Market Movement

The valuation referred to above represents the value of the property as at the date of valuation only. The value assessed may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements or factors specific to the particular property or particular property sector). CBRE is not liable for losses arising from any subsequent changes in value.

Market Uncertainty

As of early August 2021, the whole of Victoria, South Australia, Brisbane and New South Wales (including the Greater Sydney area) are in lockdowns to try to curtail the recent outbreak of the highly infectious "delta" strain of the coronavirus. Western Australia and Tasmania have managed to avoid a major outbreak to date although Perth and Peel region has undergone two short lockdowns so far in 2021. The latest outbreaks in NSW/Victoria demonstrate how difficult containment of the disease is and how quickly it can spread through a still largely unvaccinated population. There is a risk therefore of further uncontrolled outbreaks until a higher percentage of the population is vaccinated.

Should the current outbreak not be contained, there may be widespread disruptions to the economy that may impact on our short-term income forecasts. This inherent risk should therefore be given careful consideration.

Critical Assumptions and Reliance on Information Provided

A summary of the Critical Assumptions noted in the full Valuation Report are noted as follows:

Capital Expenditure

- The property appears to be in reasonable condition and we have adopted general capital expenditure totalling $812,419 over the cash flow horizon within the valuation.

Our valuation is based upon the most current information available at the time the valuation was prepared. CBRE accepts no responsibility for subsequent changes in information as to income, expenses or market conditions. Any subsequent change in lease terms may also have a corresponding change to the value.

In the current market it is our view that a 6-month marketing period may be required to effect a disposal of asset assuming a professional marketing campaign.

Report Content

Our Valuation Report, in addition to the content noted earlier, contains detailed information and description pertaining to: Instructions, Reliance and Liability; Site Details including Location, Legal, Environmental and Town Planning; Building Improvements; and our analysis of the asset's Occupational and Financial attributes. This is followed by a comprehensive Economic, Retail Market and Investment Market Overview and details of the sales evidence considered, along with our Investment Considerations. Finally, the report considers the value and marketability of the property. We again refer the reader of this letter to our Valuation Report for detail in respect of the above items.

Investment Sales Evidence

To assess the appropriate market parameters for the subject, we have had regard to recent investment sales transactions which we consider useful as a guide to investment parameters, as detailed in the table below:

Centre Name	Sale Price	Sale Date	GLAR	Initial Yield	Equiv Yield	IRR	Analysed $psm
Drayton Central Drayton, Qld	$34,340,000	Jul 2021	4,991	5.52%	5.46%	6.15%	$6,880
Swan Hill Square Village Swan Hill, Vic	$20,075,000	Jun 2021	3,452	5.12%	4.87%	5.50%	$5,815
Butler Central Butler, WA	$51,200,000	Jun 2021	8,955	6.14%	6.00%	6.50%	$5,717
Woolworths Bulli Bulli, NSW	$36,000,000	May 2021	3,950	4.01%	4.00%	4.24%	$9,113
Kiama Village Kiama, NSW	$49,000,000	Apr 2021	5,157	5.18%	5.38%	6.12%	$9,501
Bellarine Village Newcomb, Vic	$38,000,000	Mar 2021	7,688	5.07%	5.29%	5.96%	$4,884
Cooloola Cove Shopping Centre Cooloola Cove, Qld	$18,666,760	Jan 2021	4,316	5.62%	5.68%	6.42%	$4,325
Newcomb Central Shopping Centre Newcomb, Vic	$42,950,000	Jan 2021	8,727	6.03%	5.73%	6.52%	$4,922
Caddens Corner Caddens, NSW	$79,000,000	Nov 2020	9,544	5.03%	5.05%	5.85%	$7,177
Ropes Crossing Village Ropes Crossing, NSW	$42,000,000	Oct 2020	5,805	5.33%	5.41%	6.21%	$7,201

The sales analysis indicates:

- Equivalent yields of 4.00% to 6.00% and initial yields of 4.01% to 6.14%.
- Internal Rates of Return on a 10-year cash flow basis of 4.24% to 6.52%.
- A capital value rate comparison of $4,325 to $9,501 psm of lettable area.

Valuation Rationale

In arriving at our opinion of value, we have considered relevant general and economic factors and have investigated recent sales and leasing transactions of comparable properties.

In assessing the market value of the subject, we have placed primary emphasis on the capitalisation of net income approach and have additionally undertaken a DCF analysis as a supporting method of valuation. A detailed explanation of the investment credentials and the application of the capitalisation approach and DCF methodology is provided in the full Valuation Report.

Valuation Summary

Based on the various valuation methodologies considered and having regard to the Critical Assumptions noted on Page 2, we summarise our valuation and conclusions, as at 31 August 2021, as follows:

East Mall Rutherford - Market Value - As Is - Subject to existing occupancy arrangements
$22,000,000 (Twenty-Two Million Dollars) GST exclusive.

The table below outlines our valuation conclusion for the subject property and provides a summary of the tenancy profile and key investment parameters as at 31 August 2021.

Valuation Summary

Gross Lettable Area	4,205.0 sqm	
Valuation Approach	Capitalisation, DCF	
Date of Valuation	**31-Aug-2021**	
Market Value	**22,000,000**	
Net Passing Income	1,266,082	
Net Income, Fully Leased	1,311,982	
Net Market Income, Fully Leased	1,306,528	
Outstanding Tenant Incentives	Nil	
Passing Initial Yield	5.75%	
Reversionary Yield	5.94%	
Capitalisation Rate	5.75%	
Equivalent (Market) Yield	5.78%	
Terminal Yield	6.00%	
10 Year IRR (Target / Indicated)	6.50%	6.46%
DCF Apportionment (Cash Flow / Terminal Value)	40.67%	59.33%
Capital Value $psm	$5,232	
	By Area	By Income
Vacancy Allowance - Specialties		2.00%
Current Vacancy - Specialties	8.37%	7.53%
Current Vacancy - Whole Centre	2.43%	2.93%

Note: Net income figures above are before deduction of vacancy/bad debts allow.

Rental Analysis

Item	Passing Rent $pa	Passing Rent $psm	Market Rent $pa	Market Rent $psm
Tenant/Component				
Majors	961,938	322	961,938	322
Mini Majors	-	-	-	-
Specialties (incl Non-Retail)	563,905	505	558,451	500
Office	-	-	-	-
Pad Sites	-	-	-	-
Gross Rent (as occupied)	1,525,843	372	1,520,389	371
Other Income	30,885	7.34	30,885	7.34
Electricity Profit	-	-	-	-
Gross Income	1,556,728	370	1,551,274	369
Statutory Expenses	(93,712)	(22)	(93,712)	(22)
Operating Expenses	(191,934)	(46)	(191,934)	(46)
Non Recoverable Expenses	(5,000)	(1)	(5,000)	(1)
Net Income	1,266,082	301	1,260,628	300
Future Income from Vacancies	45,900	450	45,900	450
Net Income (Fully Leased)	1,311,982	312	1,306,528	311
Vacancy/Bad Debts Allowance	(12,196)	(3)	(12,196)	(3)
NET INCOME	**1,299,786**	**309**	**1,294,332**	**308**

Tenancy Profile

Tenant/ Category	Area (sqm)	Gross Rent	Expiry / % G.Rent
Coles	2,986.0	961,938	Jul-26
Major (1)	2,986.0	961,938	63.0%
Mini Major - Leased (0)		0	
Specialties - Leased (6)	1,117.0	563,905	37.0%
MM/Specialty - Vacant (1)	102.0		
TOTAL (Fully Leased)	**4,205.0**	**1,525,843**	**100.0%**

Moving Annual Turnover

Tenant/ Category	Last Year	This Year	% Var	Current % GOC	Rev % GOC
Coles	39,022,376	39,271,793	0.6%	2.4%	2.4%
Total Majors	39,022,376	39,271,793	0.6%		
Mini Majors	-	-	0.0%	0.0%	0.0%
Specialties	-	-	0.0%	0.0%	0.0%
Total Retail	39,022,376	39,271,793	0.6%	2.4%	0.0%
Other Reporting	-	-	0.0%		
Other Specialties	-	-	-		
TOTAL	**39,022,376**	**39,271,793**	**0.6%**		

Valuation & Advisory Services

CBRE

Consent

CBRE provides it consent for the inclusion of this Summary Letter within the PDS, subject to Real Asset Management Pty Limited making recipients of the PDS aware of the following liability disclaimers.

Liability Disclaimer

- CBRE is not operating under an Australian Financial Services Licence when providing the full Valuation Report or this Summary Letter and those documents do not constitute financial product advice. Investors should consider obtaining independent advice from their financial advisor before making any decision to invest in/with Real Asset Management Pty Limited.
- CBRE disclaims any liability to any person in the event of an omission from, or false and misleading statements included in the PDS, other than in respect to this Summary Letter and the full Valuation Report.
- The Valuation Report and this Summary Letter are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- CBRE has prepared the full Valuation Report and this Summary Letter relying on and referring to information provided by third parties including financial and market information ("Information"). CBRE assumes that the Information is accurate, reliable and complete and it has not tested the information in that respect.
- References to the Property's value within this Summary Letter or the PDS have been extracted from CBRE's Valuation Report. The Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed assessment and analysis as well as key critical assumptions, assumptions, disclaimers, limitations and qualifications and recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, CBRE recommends that this Summary Letter and any references to value within the PDS must be read and considered together with the Valuation Report. This Summary Letter is to be read in conjunction with our full Valuation Report and is subject to the Assumptions, Limitations, Disclaimers and Qualifications contained therein. We refer the reader to Real Asset Management Pty Limited to arrange to view our Valuation Report.
- No responsibility is accepted for any loss or damage arising as a result of reliance upon this Summary Letter.
- Neither this Summary Letter nor the full Valuation Report may be reproduced in whole or in part without prior written approval of CBRE.
- CBRE charges a professional fee for producing valuation reports, and the fee paid by Real Asset Management Pty Limited for the Valuation Report and this Summary Letter was $4,000 exclusive of GST.
- We confirm that the valuer does not have a pecuniary interest that would conflict with a proper valuation of the interest in the properties.
- This document is for the sole use of persons directly provided with it by CBRE. Use by, or reliance upon this document by anyone other than those parties named above is not authorised by CBRE and CBRE is not liable for any loss arising from such unauthorised use or reliance.

Yours sincerely
CBRE Valuations Pty Limited

Paul Satara
Senior Director – Valuation & Advisory Services

Liability limited by a scheme approved under Professional Standards Legislation.

DG:HS
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8 September 2021

Doug Rapson
Director – Asset Management
RAM Group
GPO Box 3177
BRISBANE, QLD, 4001

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY – COOMERA SQUARE, 2 CITY CENTRE DRIVE, UPPER COOMERA, QLD, 4209

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Coomera Square, 2 City Centre Drive, Upper Coomera, Qld, 4209 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

10. Summary of Valuation Reports

Brief Property Description

Coomera Square is an open-air single level neighbourhood shopping centre comprising a total GLAR of 10,039.50 square metres, over seven detached buildings. The centre is anchored by a Woolworths supermarket (3,515 square metres), Coomera Tavern/Dan Murphys (2,222 square metres), 28 specialty tenancies, two freestanding tenancies, a Coles express branded service station, a kiosk and an ATM. The centre has development approval for the construction of a freestanding building to incorporating a 450 square metre tenancy and a 200 square metre tenancy, as along with the expansion of the supermarket tenancy to provide a pickup awning. The centre was constructed in 2007, with extensions/refurbishments undertaken in 2014 and in 2021.

The property is located within the developing mixed-use suburb of Upper Coomera, approximately 22 kilometres by road north-west of the Southport CBD and 56 kilometres by road south-east of the Brisbane CBD.

The property is 99.3% occupied as at the date of valuation and provides a WALE of 6.96 years by income and 8.57 years by area.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rationale and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	76,250,000
Market Capitalisation Rate	5.50%
Discounted Cashflow Approach	74,500,000
Discount Rate	6.25%
Terminal Capitalisation Rate	5.75%
Adopted Market Value	**75,500,000**
Initial Passing Yield	5.79%
Initial Passing Yield (Fully Leased)	5.87%
Equivalent Market Yield	5.55%
Internal Rate of Return (10 years)	6.09%
Value per m²	7,451

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

- This letter is a summary of the valuation only and has not been prepared for the purpose of assessing the Property as an investment opportunity.
- m3property has not been involved in the preparation of the PDS nor have we had regard to any material contained in the PDS. This letter does not take into account any matters concerning the investment opportunity contained in the PDS.
- m3property consents to this Summary Letter being included in the PDS, noting m3property was involved only in the preparation of this Summary Letter and the Valuation Report referred to herein, and specifically disclaims any liability to any person in the event of any omission from, or false or misleading statement included in the PDS.
- m3property has not operated under an Australian financial services licence in providing this letter and makes no representation or recommendation to a prospective investor in relation to the valuation of the property or the investment opportunity contained in the PDS.
- The formal valuation and this letter are strictly limited to the matters contained within them and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- Neither this letter nor the full valuation report may be reproduced in whole or in part without the prior written approval of m3property.
- m3property has prepared this letter solely in reliance upon the financial and other information (including market information and third party information) provided by the instructing party and has assumed that information is accurate, reliable and complete. We confirm that we have not tested the information in that respect.
- m3property is not related to RAM group and is therefore independent of them. m3property have no interest in the subject property and no personal interest with respect to the parties involved.
- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
- m3property has received a fee from RAM Group for the preparation of the valuation report and this summary letter.
- m3property are participants in the Australian Property Institute (API) limited liability scheme. This scheme has been approved under professional Standards legislation and is compulsory for all API members.

Liability Disclaimer

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Yours sincerely
m3property

Duane Gilliland
duane.gilliland@m3property.com.au

10. Summary of Valuation Reports

DS:DS
J3612

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14 September 2021

Doug Rapson
Director – Asset Management
RAM Group
Level 19, 123 Eagle Street
BRISBANE, QLD, 4000

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY
TANILBA BAY SHOPPING CENTRE, 67 BEATTY BOULEVARDE, TANILBA BAY, NSW 2319

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Tanilba Bay Shopping Centre, 67 Beatty Boulevarde, Tanilba Bay, NSW 2319 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

Brief Property Description

Tanilba Bay Shopping Centre consists of a circa 2006 constructed, single level neighbourhood shopping centre anchored by Coles Supermarket supported by 8 specialities. It also features on-grade car parking for 201 spaces (5.23 bays per 100 sqm of GLA).

Tanilba Bay consists of a regional town located on the mid-north coast of NSW within the Port Stephens Local Government Area (LGA) on the Tilligerry Peninsula. Tanilba Bay is predominantly characterised by low density residential housing in the immediate locality, along with rural and underdeveloped land to the south west of the centre. Tanilba Bay is located approximately 44 kilometres (by road) north west of Newcastle CBD and approximately 201 kilometres (by road) north of Sydney CBD.

The centre is fully leased with a total WALE of 7.23 years (by Income) and 8.37 years (by Area).

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	$20,200,000
Market Capitalisation Rate	5.75%
Discounted Cashflow Approach	$20,200,000
Discount Rate	6.50%
Terminal Capitalisation Rate	6.00%
Adopted Market Value	$20,200,000
Initial Passing Yield	5.93%
Initial Passing Yield (Fully Leased)	5.93%
Equivalent Market Yield	5.75%
Internal Rate of Return (10 years)	6.49%
Value per m²	$5,259

10. Summary of Valuation Reports

Qualifications

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- m3property is not related to RAM group and is therefore independent of them. m3property have no interest in the subject property and no personal interest with respect to the parties involved.
- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
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Yours sincerely
m3property

Don Semken
Director
don.semken@m3property.com.au

Page 3

DS:DS
J00003610

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14 September 2021

Doug Rapson
Director – Asset Management
RAM Group
Level 19, 123 Eagle Street
BRISBANE, QLD, 4000

Email: doug.rapson@ram.com.au

Dear Doug,

RE: VALUATION SUMMARY
BALLINA CENTRAL, 44 BANGALOW ROAD, BALLINA, NSW 2478

Introduction

We refer to the instructions requesting m3property to prepare a market valuation of the freehold interest of the abovementioned, Ballina Central, 44 Bangalow Road, Ballina, NSW 2478 ("Property") on behalf of RAM Group to advise the Market Value of the Property for inclusion in a Product Disclosure Statement ("PDS") for an Initial Public Offering ("IPO") of units in the Fund.

Reliance on this Letter

This letter has been prepared for the Due Diligence Committee established for the Initial Public Offering and ASX Listing of the RAM Essential Services Property Fund.

This summary letter is subject to the comments within our full valuation report dated 31 August 2021 which contains details of the considerations and assumptions/conditions/qualifications impacting on value. This correspondence is subject to and should be read in conjunction with all qualifications, assumptions, conditions and disclaimers contained within the valuation report.

Basis of Valuation

The purpose of the valuation was to assess the "Market Value" of the Property. The term "Market Value" is defined by the International Valuation Standards Committee (IVSC) and endorsed by the Australian Property Institute (API):

"*Market Value is the estimated amount for which an asset or liability should exchange on the date of valuation between a willing buyer and a willing seller in an arms length transaction, after proper marketing, wherein the parties had each acted knowledgeably, prudently and without compulsion.*"

Included in the amount of this valuation are items of building fixtures, fittings, together with all building plant and equipment.

Our valuation is current as at the date of valuation only. The value assessed herein may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements and factors specific to the particular property). We do not accept responsibility of liability for losses arising from such subsequent changes in value. Without limiting the generality of the above comment, we do not assume responsibility or accept liability where the valuation is relied upon after the expiration of 90 days from the date of the valuation or such earlier date if you become aware of any factors that have an effect on the valuation.

10. Summary of Valuation Reports

Brief Property Description

Ballina Central comprises a single level sub-regional shopping centre, constructed in 2006. It is anchored by a recently fitted out SUPA VALU Supermarket and Big W Discount Department Store and is supported by 2 mini-majors (Jetts Fitness and Priceline), 17 specialties, 3 pad sites, and 2 ATMs. We note that 1 pad site, comprising Zarraffa's Coffee was under construction as at the date of inspection and we have been advised by Real Asset Management that construction will be completed 2 September 2021. We further note that proposed for the site is a new, 400 square metre tenancy along the western elevation of the Big W tenancy. This tenancy is subject to Lease to Bridgestone Australia for a motor vehicle tyre centre.

Ballina Central is located in the regional, coastal town of Ballina, 740 kilometres north of Sydney and 185 kilometres south of Brisbane. Ballina is a town in the Northern Rivers region of New South Wales, Australia, and the seat of the Ballina Shire local government area. Ballina lies on the Richmond River and serves as a gateway to Byron Bay.

The property was 99% leased as at the date of valuation and provides a WALE of 5.72 years by income and 5.27 years by area.

Valuation Rationale

In assessing the Market Value of the Property, we conducted various investigations including the analysis of available market evidence, and we applied that analysis to the primary valuation approaches being the capitalisation of income and discounted cash flow.

In the case of advice provided in the valuation report which is of a projected nature, we must emphasise that specific assumptions have been made which appear reasonable based upon current market sentiment and forecasts. It follows that any one of the associated assumptions may change over time and no responsibility can be accepted in this event. Accordingly, the indicated figures should not be viewed as absolute certainty.

Rental and Sales Evidence Summary

Analysis and application of market derived evidence considered for the Property is as contained within the valuation report.

Critical Assumptions

Our valuation is subject to the Critical Assumptions, Conditions and Limitations as contained within and throughout the valuation report.

Valuation Summary

Having regard to each of the valuation approaches outlined within the valuation rational and full valuation report, we summarise below our assessment of Market Value.

Valuation Reconciliation	
Market Capitalisation Approach	45,750,000
Market Capitalisation Rate	6.75%
Discounted Cashflow Approach	44,750,000
Discount Rate	7.00%
Terminal Capitalisation Rate	7.00%
Adopted Market Value	**45,250,000**
Initial Passing Yield	7.18%
Initial Passing Yield (Fully Leased)	7.27%
Equivalent Market Yield	6.83%
Internal Rate of Return (10 years)	6.82%
Value per m²	3,126

Page 2

Qualifications

We consent to the inclusion of this summary letter in the PDS on the following conditions:

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- This summary letter is to be read in conjunction with our formal valuation report of 31 August 2021 and is subject to the assumptions, limitations and disclaimers contained therein. We refer the reader to RAM Group to obtain a copy of the full report.
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Yours sincerely
m3property

Don Semken
Director
don.semken@m3property.com.au

10. Summary of Valuation Reports

Office | Retail | Industrial | Hotels & Leisure | Residential Development | Retirement & Healthcare | Agribusiness | Rating & Taxing | Government | Specialised Assets

CBRE

Our Ref: 2141040101329

CBRE Valuations Pty Limited
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31 August 2021

The Directors
Real Asset Management Pty Ltd
Level 19, 123 Eagle Street
Brisbane QLD 4000

Attention: Doug Rapson, Director

Dear Sir/Madam,

Summary of Valuation Report: Yeronga Village, 429 Fairfield Road, Yeronga QLD 4104

CBRE Valuations Pty Limited ("CBRE") accepted instructions dated 20 July 2021 to prepare a Valuation of the freehold interest in the property listed above. The Valuation is to be relied upon for Product Disclosure Statement (PDS) / Prospectus "Offer Document" and Initial Product Offering (IPO) purposes only and is specifically addressed for use and reliance upon by the parties named in the full Valuation Report. The Valuation is prepared in accordance with the Australian Property Institute Australia and New Zealand Valuation and Property Standards January 2012, having regard to ANZVGN 8, Valuations for use in Offer Documents. We have provided our opinion of the market value of the property on the following basis:

- Market Value – As Is - Subject to existing occupancy arrangements
  (*Refer to critical assumptions noted overleaf)

CBRE has been instructed to provide a full Valuation Report in addition to this Summary Letter to be included in the Product Disclosure Statement ("PDS"). In accordance with ANZVGN 8, our Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed Property Risk Assessment and SWOT Analysis, plus the report details our Critical Assumptions, Assumptions, Disclaimers, Limitations and Qualifications and our Recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, it is considered prudent to consider the entire contents of our Valuation Report. Therefore, we recommend that this Summary Letter is to be read and considered together with the Valuation Report. We accept no responsibility for reliance upon the Summary Letter. We refer the reader to Real Asset Management Pty Limited to arrange to view our Valuation Report.

Brief Description of the Property

The property is improved with an open style, semi-modern retail convenience centre. The complex is predominantly arranged over a single level, although incorporates two lower level office tenancies and a freestanding child care centre situated to the Devon Street frontage. The centre incorporates 24 tenancies (including an ATM tenancy). On site car parking is provided for 133 vehicles, including 28 undercroft car bays and 20 car bays for the child care centre.

Tenancy Details

The property currently accommodates 23 specialty tenancies (including 1 ATM). Of these tenancies, there are 6 tenancies currently vacant (and no tenancies on monthly agreements).

Market Movement

The valuation referred to above represents the value of the property as at the date of valuation only. The value assessed may change significantly and unexpectedly over a relatively short period of time (including as a result of general market movements or factors specific to the particular property or particular property sector). CBRE is not liable for losses arising from any subsequent changes in value.

Market Uncertainty

As of mid-August 2021, New South Wales and the Greater Melbourne area are in strict lockdowns to try to curtail outbreaks of the highly infectious "delta" strain of the coronavirus. The latest outbreaks demonstrate how difficult containment of the disease is and how quickly it can spread through a still largely unvaccinated population. Long periods of lockdown have proven to be damaging to the economy, however remain the primary means of defence at this time.

Critical Assumptions and Reliance on Information Provided

There are no Critical Assumptions noted in the fully Valuation Report.

In the current market it is our view that a 6-month marketing period may be required to affect a disposal of asset assuming a professional marketing campaign.

Report Content

Our Valuation Report, in addition to the content noted earlier, contains detailed information and description pertaining to: Instructions, Reliance and Liability; Site Details including Location, Legal, Environmental and Town Planning; Building Improvements; and our analysis of the asset's Occupational and Financial attributes. This is followed by a comprehensive Economic, Retail Market and Investment Market Overview and details of the sales evidence considered, along with our Investment Considerations. Finally, the report considers the value and marketability of the property. We again refer the reader of this letter to our Valuation Report for detail in respect of the above items.

Investment Sales Evidence

To assess the appropriate market parameters for the subject, we have had regard to recent investment sales transactions which we consider useful as a guide to investment parameters, as detailed in the table overleaf.

10. Summary of Valuation Reports

Centre Name	Sale Price	Sale Date	GLAR	Initial Yield	Equiv Yield	IRR	Analysed $psm
Milton Village Milton	$36,500,000	Jun 2021	2,852	5.47%	5.66%	7.50%	$12,797
Albion Central Albion	$11,560,000	Feb 2021	1,007	5.96%	5.85%	7.61%	$11,480
76 Enoggera Road Newmarket	$11,400,000	Nov 2020	1,069	5.21%	5.10%	6.41%	$10,664
The Village, Sandstone Point Sandstone Point	$12,600,000	Oct 2020	2,288	6.16%	6.00%	7.91%	$5,507
Crestwood Plaza Molendinar	$17,550,000	Oct 2020	3,796	5.73%	6.80%	7.75%	$4,623
92 Merthyr Road New Farm	$6,400,000	Oct 2020	886	5.08%	5.27%	6.59%	$7,223
9 Ashgrove Avenue Ashgrove	$8,880,000	Mar 2020	618	5.06%	4.99%	6.45%	$14,369
Bardon Central Bardon	$8,850,000	Mar 2020	1,146	6.94%	6.65%	7.52%	$7,723
St Lucia Marketplace St Lucia	$15,000,000	Nov 2019	1,900	5.22%	5.56%	7.15%	$7,895
Rochedale Central Rochedale	$13,500,000	Jul 2019	2,000	5.29%	6.55%	8.09%	$6,750

The sales analysis indicates:

- Equivalent yields of 4.99% to 6.80% and initial yields of 5.06% to 6.94%.
- Internal Rates of Return on a 10 year cash flow basis of 6.41% to 8.09%, however it is noted that the majority of neighbourhood centre purchasers are yield focussed, with limited (if any) reliance on DCF analysis in making their investment decisions.
- A capital value rate comparison of $4,623 to $14,369 per square metre of lettable area.

Valuation Rationale

In arriving at our opinion of value, we have considered relevant general and economic factors and have investigated recent sales and leasing transactions of comparable properties.

In assessing the market value of the subject, we have placed primary emphasis on the capitalisation of net income approach and have additionally undertaken a DCF analysis as a supporting method of valuation. A detailed explanation of the investment credentials and the application of the capitalisation approach and DCF methodology is provided in the full Valuation Report.

Valuation Summary

Based on the various valuation methodologies considered, we summarise our valuation and conclusions, as at 31 August 2021, as follows:

Yeronga Village - Market Value - As Is - Subject to existing occupancy arrangements
$22,900,000 (Twenty-Two Million Nine Hundred Thousand Dollars) GST exclusive.

The table overleaf outlines our valuation conclusion for the subject property and provides a summary of the tenancy profile and key investment parameters as at 31 August 2021.

Valuation Summary		
Gross Lettable Area	2,411.0 sqm	
Valuation Approach	Capitalisation, DCF	
Date of Valuation	**31-Aug-2021**	
Market Value	**22,900,000**	
Net Passing Income	1,336,682	
Net Income, Fully Leased	1,448,457	
Net Market Income, Fully Leased	1,448,457	
Outstanding Tenant Incentives	Nil	
Passing Initial Yield	5.84%	
Reversionary Yield	6.27%	
Capitalisation Rate	6.00%	
Equivalent (Market) Yield	6.01%	
Terminal Yield	6.25%	
10 Year IRR (Target / Indicated)	7.50%	7.43%
DCF Apportionment (Cash Flow / Terminal Value)	40.49%	59.51%
Capital Value $psm	$9,498	
	By Area	By Income
Vacancy Allowance - Specialties		2.50%
Current Vacancy - Specialties	10.91%	6.59%
Current Vacancy - Whole Centre	10.91%	6.59%

Note: Net income figures above are before deduction of vacancy/bad debts allow.

Rental Analysis	Passing Rent		Market Rent	
Item	**$pa**	**$psm**	**$pa**	**$psm**
Tenant/Component				
Majors	-	-	-	-
Mini Majors	-	-	-	-
Specialties (incl Non-Retail)	1,583,701	737	1,583,701	737
Office	-	-	-	-
Pad Sites	-	-	-	-
Gross Rent (as occupied)	1,583,701	737	1,583,701	737
Other Income	45,741	18.97	45,741	18.97
Solar Electricity	12,180	5.05	12,180	5.05
Gross Income	1,641,622	681	1,641,622	681
Statutory Expenses	(142,665)	(59)	(142,665)	(59)
Operating Expenses	(157,275)	(65)	(157,275)	(65)
Non Recoverable Expenses	(5,000)	(2)	(5,000)	(2)
Net Income	1,336,682	554	1,336,682	554
Future Income from Vacancies	111,775	425	111,775	425
Net Income (Fully Leased)	1,448,457	601	1,448,457	601
Vacancy/Bad Debts Allowance	(42,387)	(18)	(42,387)	(18)
NET INCOME	1,406,070	583	1,406,070	583

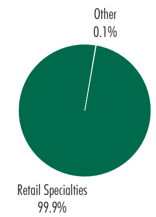
Tenancy Profile

Tenant/ Category	Area (sqm)	Gross Rent	Expiry / % G.Rent
Specialties - Leased (21)	2,148.0	1,583,701	100.0%
MM/Specialty - Vacant (2)	263.0		
TOTAL (Fully Leased)	**2,411.0**	**1,583,701**	**100.0%**

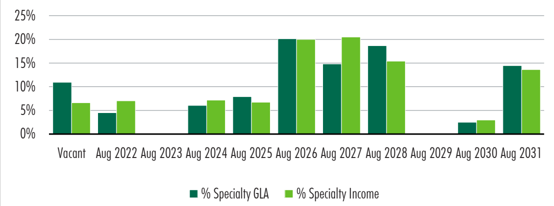
Moving Annual Turnover

Tenant/ Category	Last Year	This Year	% Var	Current % GOC	Rev % GOC
Specialties	-	-	0.0%	0.0%	0.0%
Other Reporting	-	-	0.0%		
TOTAL	**0**	**0**	**-**		

GLA Analysis



Specialty & Mini Major Lease Expiry Analysis (year ending)



Valuation & Advisory Services

CBRE

Consent

CBRE provides it consent for the inclusion of this Summary Letter within the PDS, subject to Real Asset Management Pty Limited making recipients of the PDS aware of the following liability disclaimers.

Liability Disclaimer

- CBRE is not operating under an Australian Financial Services Licence when providing the full Valuation Report or this Summary Letter and those documents do not constitute financial product advice. Investors should consider obtaining independent advice from their financial advisor before making any decision to invest in/with Real Asset Management Pty Limited.
- CBRE disclaims any liability to any person in the event of an omission from, or false and misleading statements included in the PDS, other than in respect to this Summary Letter and the full Valuation Report.
- The Valuation Report and this Summary Letter are strictly limited to the matters contained within those documents, and are not to be read as extending, by implication or otherwise, to any other matter in the PDS. Without limitation to the above, no liability is accepted for any loss, harm, cost or damage (including special, consequential or economic harm or loss) suffered as a consequence of fluctuations in the real estate market subsequent to the date of valuation.
- CBRE has prepared the full Valuation Report and this Summary Letter relying on and referring to information provided by third parties including financial and market information ("Information"). CBRE assumes that the Information is accurate, reliable and complete and it has not tested the information in that respect.
- References to the Property's value within this Summary Letter or the PDS have been extracted from CBRE's Valuation Report. The Valuation Report draws attention to the key issues and considerations impacting value and provides a detailed assessment and analysis as well as key critical assumptions, assumptions, disclaimers, limitations and qualifications and recommendations. As commercial investments of this nature are inherently complex and the market conditions have changed and/or have been uncertain in recent times, CBRE recommends that this Summary Letter and any references to value within the PDS must be read and considered together with the Valuation Report. This Summary Letter is to be read in conjunction with our full Valuation Report and is subject to the Assumptions, Limitations, Disclaimers and Qualifications contained therein. We refer the reader to Real Asset Management Pty Limited to arrange to view our Valuation Report.
- No responsibility is accepted for any loss or damage arising as a result of reliance upon this Summary Letter.
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Yours sincerely
CBRE Valuations Pty Limited

Andrew Sutton
Director – Valuation & Advisory Services

Liability limited by a scheme approved under Professional Standards Legislation.

11. Taxation

11. Taxation

This section is a general summary of the Australian income tax, GST and stamp duty implications arising for Securityholders that acquire Securities in the Fund under this Offer. As this summary is necessarily general in nature, Securityholders should consult with their professional tax advisor regarding their particular circumstances.

This taxation summary only addresses the position of Securityholders who are residents and non-residents of Australia for income tax purposes and hold their Securities on capital account.

This taxation summary does not address the Australian tax consequences for Securityholders who:

- hold their Securities on revenue account or as trading stock;
- are subject to the Taxation of Financial Arrangement provisions (Division 230 of the *Income Tax Assessment Act 1997* (Cth) ("*1997 Act*") in relation to gains and losses in respect of their Securities; or
- are non-residents of Australia who hold their Securities in carrying on a business at or through a permanent establishment in Australia.

This taxation summary does not address any tax consequences of the Offer arising under the laws of jurisdictions other than Australia. This follow discussion is based on Australian law and administrative practice as at 30 September 2021. Securityholders should be aware that the ultimate interpretation of taxation law rests with the Courts and that the law, and the way the Commissioner of Taxation and state and territory revenue authorities administer the law, may change at any time. The expected tax implications of investing in the Fund described above may change as a result of changes in the taxation laws and interpretation of them by the Courts and/or the Australian Taxation Office ("*ATO*"). Accordingly, it is recommended that any Securityholders seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

Baker & McKenzie is not involved in the marketing of the Securities and its role should not be interpreted to mean that it encourages any party to invest.

11.1. Tax consequences of acquiring Securities under the Offer

The Securities will be capital gains tax ("*CGT*") assets for tax purposes. The initial cost base of the Securities acquired under the Offer will include the Offer Price paid to acquire the Securities, plus certain incidental costs of acquisition (if any) that are not otherwise deductible to the Securityholder. The reduced cost base will be similarly determined.

11.2. Taxation of the Fund

It is intended that the Fund intends to and will elect into the Attribution Managed Investment Trust ("*AMIT*") regime. Accordingly, this summary has been prepared on the basis that the Fund is an AMIT.

As an AMIT, the Fund will be treated as a "flow-through" entity for Australian income tax purposes under the AMIT rules such that the net income of the Fund will be taxable in the hands of the Securityholders on an attribution basis. The Fund will be required to determine its 'determined trust components' each income year, which broadly reflect the taxable income of the Fund split into various classes of income for tax purposes. These components are then 'attributed' to the Securityholders.

The Responsible Entity is not subject to tax in respect of the income and gains derived by the Fund provided the Responsible Entity attributes (in full) the 'determined trust components' of the Fund to Securityholders within three months of the end of each income year and the Responsible Entity limits the Fund's activities to undertaking, or controlling entities that undertake, 'eligible investment business' for Australian taxation purposes.

It is intended that the Fund will be administered such that all of the Fund's determined trust components' in each income year will be attributed to Unitholders and the Fund undertakes only 'eligible investment business'. On this basis, the Fund should not have any liability for Australian income tax (other than non-resident withholding tax, which is payable on behalf of non-residents).

11.3. Australian resident Securityholders

11.3.1. Taxation of distributions

As the Fund intends to and will elect into the AMIT regime, the Fund will provide each Securityholder with an AMIT member annual statement ("*AMMA statement*") after 30 June each year summarising the amounts and character of the Fund's income that is attributable to their membership interests in the Fund (i.e., each Securityholder's "member component"). The AMMA statement will also set out the tax-exempted, tax-free and tax-deferred components (if any) of income distributions paid and the amount of any net capital gains arising from the dealings in the Funds' investments. The member components in the AMMA statement should be included in the tax return of each Australian resident Securityholder and subject to Australian income tax at their marginal tax rate.

If the Fund makes a MIT CGT Choice under section 275-115 of the 1997 Act such that any profit on the disposal of the Fund's investments in, relevantly, shares, non-share equity in a company, units in a unit trust and real property should be characterised as being on capital account. Where the distributed capital gain includes a discount capital gain component (i.e., where the Fund was entitled to apply the 50% CGT discount to a particular capital gain), each Securityholder must:

(1) gross-up the discount capital gain by a factor of two - effectively reversing the application of the 50% discount at the level of the Fund;

(2) apply against the capital gain any available carry forward or current capital losses of the Securityholder; and

(3) if the Securityholder is a superannuation fund, individual or trust: apply the appropriate CGT discount to the remaining net capital gain (33.33% for superannuation funds and 50% for individuals and trusts – no CGT discount is available to companies).

For completeness, the Federal Government has announced that the gross-up mechanism discussed at (a) above will be removed in the future. Legislation is currently being developed which will no longer allow AMITs and MITs to apply the 50% CGT discount at the Fund level (with the start date for this legislation commencing on or after three months after the date of royal assent of the enabling legislation). However, it is noted that this is a technical amendment only and it is not expected that these proposed amendments would affect the overall tax position of Securityholders.

In light of the initial structure and asset mix of the Fund, it is currently not expected that distributions from the Fund would include franked distributions. However, if distributions do in the future include franked distributions, subject to the application of anti-avoidance provisions (such as the dividend imputation holding period and related payment rules), such franked distributions generally entitle Australian resident Securityholders to obtain a tax offset (the franking credit) that is available to offset against their income tax liability. Franked distributions and franking credits are included in a Securityholder's assessable income. If the franking credits exceed the tax payable on a Securityholder's taxable income, the excess credits may be refundable to the Securityholder if the Securityholder is a resident individual or complying superannuation fund. Excess franking credits may generate tax losses if the Securityholder is a corporate entity.

11.3.2. Adjustments in the cost base in the Securities

The cost base a Securityholder has in their Securities may increase or decrease annually depending on whether, very broadly, the Fund distributions are more or less than the amount attributed to the Securityholder under the AMMA statement. Securityholders may be required to make both upward and downward adjustments to the cost base of their unit holdings in their Securities where during an income year there is a difference between the:

(1) total of the amounts (money or property) that a Securityholder is entitled to from the Fund and the tax offsets that are allocated to a Securityholder during the year; and

(2) tax components included in that Securityholder's assessable income or non-assessable non-exempt income.

If the amount in (1) exceeds the amount in (2), the cost base of the Securityholder's Units in the relevant Fund should be reduced by the excess amount for CGT purposes. Conversely, where the amount in (1) falls short of the amount in (2) during an income year, the cost base of the Securityholder's Units in the relevant Fund should generally be increased by the shortfall amount for CGT purposes.

11. Taxation

Should the cost base be reduced to below zero, the amount in excess of the cost base should be a capital gain that is to be included the Securityholder's taxable income. A Securityholder may be entitled to the CGT discount in respect of this gain (of 50% for trusts and individuals or 33.33% for superannuation funds) on any net capital gain, if the Securities in the Fund have been held for at least 12 months from the date of acquisition. Companies are not entitled to CGT discounts on their capital gains.

11.4. Non-resident Securityholders

11.4.1. Taxation of distributions

The Fund will also provide an AMMA statement to non-resident Securityholders after 30 June each year. Non-resident Securityholders should include this information in their taxation returns if required by the ATO in Australia, and any relevant taxation authority in their country of tax residence. Any foreign sourced income (and gains from the sale of assets that are not taxable Australian property) derived by the Fund would generally not be subject to Australian withholding tax when distributed by the Fund to non-resident Securityholders.

The Responsible Entity will withhold tax from Australian sourced income attributed to the non-resident Securityholder during the income year (if any). The various components of the net income of the Fund which will be regarded as having an Australian source may include Australian sourced interest, dividends and Australian sourced gains.

The rate of withholding tax on distributions (including deemed payments) will depend on the type of income and the country of tax residence of the Securityholder and any applicable double taxation agreement/exchange of information agreement, but generally:

- no tax will be withheld from franked dividends (if any);
- tax will be withheld from unfranked dividends (if any) at the applicable rates;
- 10% should be withheld on interest income;
- 15% will generally be withheld from other Australian sourced net income (other than dividends, interest, royalties, and capital gains from a capital gains tax asset that is not taxable Australian property) paid to Securityholders that are resident in countries that are Information Exchange Countries (i.e. countries with which Australia has entered into an exchange of information agreement and are specified in the income tax regulations);
- 30% will be withheld from other Australian sourced net income (other than dividends, interest, royalties, and capital gains from a capital gains tax asset that is not taxable Australian property) paid to Securityholders that are resident in countries that are not Information Exchange Countries.

This is a final withholding tax.

11.4.2. Adjustments in the cost base in the Securities

As with resident Securityholders, the cost base a non-resident Securityholder has in their Securities may increase or decrease annually depending on whether, very broadly, the Fund distributions are more or less than the amount attributed to the Securityholder under the AMMA Statement. Non-resident Securityholders may be required to make both upward and downward adjustments to the cost base of their unit holdings in their Securities where during an income year there is a difference between the:

(1) total of the amounts (money or property) that a Securityholder is entitled to from the Fund and the tax offsets that are allocated to a Securityholder during the year; and

(2) tax components included in that Securityholder's assessable income or non-assessable non-exempt income.

If the amount in (1) exceeds the amount in (2), the cost base of the Securityholder's Units in the relevant Fund should be reduced by the excess amount for CGT purposes. Conversely, where the amount in (1) falls short of the amount in (2) during an income year, the cost base of the Securityholder's Units in the relevant Fund should generally be increased by the shortfall amount for CGT purposes.

Should the cost base be reduced to below zero, the amount in excess of the cost base should not be included in the Securityholder's taxable income as a capital gain on the basis that:

(1) the Securities are not held by the Securityholder in carrying on a business through a permanent establishment in Australia; or

(2) the Securityholder, together with its associates, does not hold directly or indirectly an interest of at least 10% in the Fund (subject to certain integrity rules being satisfied).

11.5. Tax File Number (TFN) and Australian Business Number (ABN) Withholding

It is not compulsory for a Securityholder to quote their TFN or ABN to the Responsible Entity when acquiring the Securities. If a Securityholder is making this investment in the course of a business or enterprise, the Securityholder may quote an ABN instead of a TFN. Failure by a Securityholder to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate plus the Medicare Levy, which is currently 47% on distributions of income to the Securityholder. The Securityholder may be able to claim a credit in their annual tax return for any TFN or ABN tax withheld.

11.6. GST

No GST should be payable in respect of the acquisition of the Securities pursuant to the Offer.

There may be an indirect GST cost for acquirers of Securities when they pay for services in connection with the acquisition of Securities under the Offer. Input tax credits will generally not be available for GST incurred in respect of these services acquired (e.g. legal and other adviser fees). This will depend on the circumstances of the particular Securityholder.

11.7. Stamp duty

No stamp duty should be payable by the Securityholders in respect of acquisitions of Securities pursuant to the Offer. This is provided that the Fund is admitted to the ASX and all of the Securities of the Fund are quoted on the ASX at all relevant times (including for example the dates of issue, purchase or transfer of the Securities or agreement for such purchase or transfer) and provided that no person, either alone or with associated persons, acquires a 90% or greater interest in the Securities in the Fund.

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12. Fees and other costs

12. Fees and other costs

The Corporations Act requires RAM Property Funds Management Ltd as the Responsible Entity of the Fund to include the following standard consumer advisory warning. The information in the consumer advisory warning is standard across all product disclosure statements and is not specific to information on fees and costs in the Fund.

Consumer Advisory Warning

DID YOU KNOW?

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

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

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the Fund or your financial 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 & Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

12.1. Fees and other costs

The following table shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole. Taxes are set out in Section 11. You should read all the information about fees and costs because it is important to understand their impact on your investment.

Type of fee or cost	Amount	How and When Paid
Fees when your money moves in or out of the fund		
Establishment fee	**Nil**	**Not applicable**
The fee to open your investment.		
Contribution fee	**Nil**	**Not applicable**
The fee on each amount contributed to your investment.		
Withdrawal fee		
The fee on each amount you take out of your investment.	**Nil**	**Not applicable**
Termination fee		

Type of fee or cost	Amount	How and When Paid
The fee to close your investment.	**Nil**	**Not applicable**
Management costs		
The fees and cost for managing your investment are:		
	Estimated at 0.85% per annum of Gross Asset Value (GAV) up to and including $1.50 billion, and 0.75% per annum of GAV on GAV in excess of $1.5 billion. This comprises of: • the investment management fee of 0.65% per annum of GAV up to and including $1.50 billion, and 0.55% per annum of GAV on GAV in excess of $1.50 billion; and • the other costs and expenses of managing and administering the Fund estimated to be 0.20% per annum of GAV[1,2,3].	The investment management fee is payable from the assets of the Fund monthly in arrears. Costs and expenses are paid for reimbursed from the assets of the Fund as and when incurred.[3]
Performance fee	Nil	Not applicable.
Other management fees	The Responsible Entity, Investment Manager and Property Manager are entitled to be paid or reimbursed for expenses relating to the proper performance of their duties as Responsible Entity, Investment Manager or Property Manager.	Expenses are reimbursable to the Property Manager from the Fund's income and assets as and when incurred.
Service fees		
Switching fees		
The fee for changing investment options	Nil	Not applicable

Notes:

1. Additional fees may apply in a given year including acquisition fees and disposal fees. See Section 12.5 for further information. Acquisition and disposal fees have been excluded from this calculation, in addition to fees and costs associated with the Offer (see Section 12.3 for further information).
2. Based on FY22 annualised costs and expenses of managing and administering the Fund (excluding the investment management fee) as a percentage of GAV on Completion. This amount is an estimate only based on the expected costs and expenses of managing and administering the REIT (excluding the investment management fee), including the costs and expenses described in Section 12.4. This includes amounts that the Property Manager is entitled to be paid or reimbursed (see Section 12.5.2 for further information).
3. This includes expenses that the Responsible Entity, Investment Manager and Property Manager are entitled to be paid or reimbursed relating to the proper performance of their duties as Responsible Entity, Investment Manager or Property Manager.

12.2. Example of annual fees and costs

The following table gives an example of how the fees and costs to Fund can affect your investment over a 1-year period.

You should use this table to compare this product with other managed investment products.

Type of fee or cost		Balance of $50,000 with a contribution of $5,000 during year[1]
Contribution Fees	Nil	For every additional $5,000 you put in, you will be charged $0.
PLUS Management Costs	Estimated at 0.85% per annum of Gross Asset Value (GAV) up to and including $1.50 billion, and 0.75% per annum of GAV on GAV in excess of $1.5 billion. This comprises of: • the investment management fee of 0.65% per annum of GAV up to and including $1.50 billion, and 0.55% per annum of GAV on GAV in excess of $1.50 billion[2]; and • the other costs and expenses of managing and administering the Fund estimated to be 0.20% per annum of GAV[3]	For every $50,000 you have invested you will be charged $425[1,2,3,4]
EQUALS Cost to Fund	If you had an investment of $50,000 at the beginning of the year and you invested an additional $5,000 at the beginning of the year, you would be charged fees and expenses of $467.50 for that year.[2,3,4]	

Notes:
1. This table assumes that a total of $50,000 is invested under the Offer (i.e. to acquire 50,000 Securities at $1.00 each). If you were to invest $50,000 in Securities subsequent to the Offer, the amount of fees applicable to that investment may differ from the amounts set out in this table if more or less than 50,000 Securities are acquired (even if the Fund's GAV and operating expenses were estimated).
2. This amount has been estimated based on the Fund's expected GAV at Completion of $706.3 million and applies the full Investment Management Fee of 0.65% per annum of GAV. This is an estimate only and it is likely that the Fund's GAV, and therefore the amount of the Investment Management Fee payable to the Responsible Entity will change over time.
3. Based on FY22 annualised Fund costs and expenses of managing and administering the REIT (excluding the investment management fee) as a percentage of GAV on Completion. This amount is an estimate only based on the expected costs and expenses of managing and administering the Fund (excluding the investment management fee), including the costs and expenses described in Section 12.1. This includes amounts that the Property Manager is entitled to be paid or reimbursed to the extent that they are not recovered from tenants (see Section 12.5.2 for further information).
4. This amount is an estimate only based on the expected costs of managing the administering the Fund.

12.3. Fees and costs associated with the Offer

The following table sets out the fees and costs expected to be incurred in connection with the Offer and the portion of those fees and costs which the Fund will be responsible for.

Stamp Duty Costs

No stamp duty is payable in respect of the existing Properties as a result of the Offer. However, stamp duty is payable on the acquisition of the Additional Properties. Stamp duty is payable on the acquisition of Additional Properties and is estimated to be approximately $6.7 million.

The subsequent Listing of the Fund on the ASX will give rise to a liability to "listing duty" duty in Victoria for the Fund. The listing duty payable on the listing of the Fund is currently estimated to be $100,212.50. The listing and Official Quotation of the Securities will not trigger any stamp duty liability for the Securityholders or for the Fund in any other State / Territory, provided that no person, either alone or with associated persons, acquires a 90% or greater interest in the Securities in the Fund.

Offer management, advisers', consultants' and other transaction costs

Transaction costs are estimated to be approximately $24.0 million and include offer management fees, advisers' and consultants' fees, printing, marketing, property valuation fees and costs associated with establishing a listed entity (such as registry, Responsible Entity and an initial listing fee). These costs will be paid by the Fund from the proceeds of the Offer.

Type of Fee or Cost inclusive of GST	Amount ($m)
Offer management fees and other	12.9
Stamp duty costs	6.7
Property acquisition costs[1]	2.7
Debt arrangement fees[2]	2.2
Total fees and costs	**24.5**

Notes:

1. The property acquisition costs include $1.9 million acquisition fee payable to the Investment Manager. This amount is based on the rate of 1.5% of the purchase price of the 11 Additional Properties that will settle within 14 days of Completion, which was the applicable rate for this fee under the previous terms of the constitution and investment management agreement of RAMPF when the contracts for the acquisition of these Additional Properties were entered into. The Acquisition Fee payable to the Investment Manager for any Property acquired directly or indirectly by the Fund after the date of the PDS will be 0.75% of the purchase price of the Property in proportion to the Fund's economic interest in the Property. $0.8 million covers the other costs associated with the acquisition of the Additional Properties.
2. The debt arrangement fees include a one-off $0.6 million finance facilitation fee payable to the Investment Manager. This amount is based on the rate of 0.25% of the Debt Facility amount of $250 million, which was the applicable rate for this fee under the previous terms of the investment management agreement of RARPF and RAMPF respectively when the Debt Facility Agreement was entered into. $1.6 million covers the other costs associated with the debt arrangement.

12.4. Additional explanation of fees and costs

To the extent permitted by the Corporations Act, the Responsible Entity and the Managers are entitled to recover all costs and expenses incurred in the proper performance of their duties as Responsible Entity and Managers of the Fund, including in relation to:

- the Fund's external advisers, such as the Fund's Auditor, accounting and tax advisers and legal advisers;
- ongoing fees payable to the ASX and ASIC or other regulatory and government authorities;
- fees payable to the Registry;
- fees payable to valuers and other consulting service providers;
- fees payable to the Fund's Custodian (refer to Section 13.7 for a description of the fees payable to the Custodian);
- amounts payable to the Property Manager under the Property Management Agreement (these amounts are described below); and
- expenses (including travel), costs (excluding salaries) and disbursements incurred by RAM Group personnel in relation to the management and administration of the Fund and the Portfolio.

12.5. Fees to related parties under other arrangements

Certain fees and expenses will be paid from assets of the Fund to related parties of the Fund, including pursuant to the Management Agreements. See below for further detail on the fees payable under those agreements. These amounts, which are summarised below, are not included in the above tables as "management costs", as they are of a kind that would typically be incurred if investors acquired the relevant properties directly and not through the Fund.

RAM Group may also earn additional fees in relation to services which the Fund engages it to undertake on an arm's length basis.

12. Fees and other costs

12.5.1. Investment Management Agreement

Under the Investment Management Agreement, in addition to the investment management fee, the Investment Manager is also entitled to:

- **Acquisition Fee:** 0.75% of the purchase price of any assets directly or indirectly acquired by the Fund in proportion to the Fund's economic interest in the asset.; and
- The Investment Manager is also entitled to be paid or reimbursed for all reasonable expenses properly incurred in the performance of the services.

12.5.2. Property Management Agreement

Under the Property Management Agreement, the Property Manager is entitled to:

- **Property Management Fee:** 3% of gross income for each property for each month;
- **New Tenant Lease Fee:** 15% of the Face Rent for the first year of a lease term where the tenant is new to the Property (any costs associated with an external party to assist with leasing are payable directly by the Property Manager and will not be an additional cost to the Fund);
- **Lease Renewal Fee:** 7.5% of the Face Rent for the first year of a new lease if an existing tenant enters into a new lease, including by way of exercise of an option to renew, to continue leasing their current tenancy in the Property (any costs associated with an external party to assist with leasing are payable directly to the Property Manager and will not be an additional cost to the Fund);
- **Lease Administration and Design Fee:** charged on a cost recovery basis, unless payable by the tenant; and
- **Development Management Fee:** 5% of greater of development costs and gross valuation uplift (calculated as value of asset upon completion less value of asset at acquisition).

The Property Manager is also entitled to be paid or reimbursed for all reasonable expenses properly incurred in the performance of the services.

12.5.3. Responsible Entity Fees

The Responsible Entity will not be charging a responsible entity fee. In line with the Constitutions, the Responsible Entity will be reimbursed for all expenses incurred in properly performing its duties, including those in connection with the establishment, promotion and operation of the Fund.

12.6. Fee changes

The Responsible Entity may not increase the fees payable to it as set out in the Constitution without a special resolution of Securityholders first having varied the Constitution. A special resolution requires 75% of the votes cast by those Securityholders entitled to vote on the resolution (by value).

The Managers fees may not be amended without the agreement of the Responsible Entity and the Managers.

12.7. Taxes

Unless stated otherwise, all fees in this Section 12 are inclusive of non-recoverable GST and less a full input tax credit or reduced input tax credit. For additional information in relation to the taxation implications of an investment in the Fund, please see Section 11.

13. Summary of important documents

13. Summary of important documents

13.1. Summary of the Constitutions

The Constitutions of the Stapled Entities are designed to provide for the operation of the Fund. A general summary of the rights attaching to the Securities and other key provisions of the Constitutions are set out below. This summary is not intended to be exhaustive and it is qualified by the Constitutions, Corporations Act, exemptions and declarations by ASIC, Listing Rules, waivers by ASX and the general law.

13.1.1. Securities

The beneficial interest in the Stapled Entity is divided into units. Each fully paid Security confers an equal undivided interest and a partly paid Security confers an interest of the same nature which is proportionate according to the amount of the Application Price that has been paid on the Security. A Security confers an interest in the assets of the Stapled Entity as a whole, subject to the Liabilities (as defined by the Constitutions). It does not confer an interest in a particular asset of the Stapled Entity. The Responsible Entity may issue options and financial instruments in accordance with the Constitution.

13.1.2. Income and distributions

The Responsible Entity must determine the distributable income of the Stapled Entity for each Distribution Period. Unless the Responsible Entity determines otherwise prior to the end of the Financial Year, distributable income is:

- the amount which, if distributed to Securityholders for the period, would, to the extent possible, prevent the Responsible Entity being liable to tax under section 99 or section 99A of the Income Tax Assessment Act 1936 (Cth) for the Financial Year as if the period is a year of income; plus
- any additional amount of income which the Responsible Entity considers is appropriate to distribute to Securityholders.

13.1.3. Transfer of Securities

If the Securities are not officially quoted, any transfers of Securities must be effected:

- by instruments of transfer that are:
  - in a form approved by the Responsible Entity;
  - if necessary, presented for registration duly stamped;
  - accompanied by any evidence reasonably required by the Responsible Entity to show the right of the transferor to make the transfer; and
- in a manner prescribed by the trustee.

If the Securities are officially quoted, Securities may be transferred in any manner prescribed by the Responsible Entity subject to the Constitution and the ASX Operating Rules.

13.1.4. Powers of the Responsible Entity

The Responsible Entity in its capacity as trustee of the Stapled Entity has power to:

- invest in, dispose of or otherwise deal with property and rights in its absolute discretion, including the power to invest in a Controlled Entity and derivatives;
- borrow or raise money whether or not on security of the assets of the Stapled Entity;
- incur all types of obligations and liabilities including guarantees;
- enter into an arrangement with a person to underwrite the subscription or purchase of Securities on such terms as the Responsible Entity determines;
- enter into an arrangement whereby the Securities will be stapled to interests in another managed investment scheme; and
- apply for quotation of any Securities on any exchange where similar instruments are listed and traded.

The Responsible Entity may authorise any person to act as its agent or delegate (in the case of a joint appointment, jointly and severally) to hold title to any asset of the Fund, perform any act or exercise any discretion within the Responsible Entity's power, including the power to appoint in turn its own agent or delegate.

13.1.5. Meetings

The Responsible Entity may at any time convene a meeting of Securityholders or a class of Securityholders and must do so if the Corporations Act or the ASX Operating Rules require.

13.1.6. Limitation off Liability and Indemnity in Favour of Responsible Entity

Subject to the Corporations Act, whilst the Responsible Entity acts in good faith and in the proper performance of its duties, the Responsible Entity is not liable in contract, tort or otherwise to Securityholders for any loss suffered in any way relating to the Fund.

Subject to the Corporations Act, the liability of the Responsible Entity to any person other than a Securityholder in respect of the Fund is limited to the amount the Responsible Entity actually receives under its right to be indemnified from the assets of the Fund. The Responsible Entity is entitled to be indemnified out of the assets of the Fund for any liability incurred by it in properly performing any of its duties in relation to the Fund, or for, to the extent permitted by the Corporations Act, any liability incurred as a result of any act or omission of a delegate or agent appointed by the Responsible Entity.

13.1.7. Liability of Securityholders

In the absence of a separate agreement with a Securityholder or creditor, the recourse of the Responsible Entity and any creditor of the Stapled Entity against a Securityholder in connection with the Fund is limited to the assets of the Fund. The liability of a Securityholder is limited to the amount, if any, which remains unpaid in relation to the Securityholder's subscription for their Securities. However, the Responsible Entity is entitled to be indemnified by a Securityholder or former Securityholder to the extent that the Responsible Entity incurs any liability for Tax or User Pays Fees as a result of the Securityholder's action or inaction, or as a result of an act or omission requested by the Securityholder or former Securityholder. The Responsible Entity may satisfy the amount indemnified in relation to Tax or User Pays Fees by way of a redemption of a number of Securities held by the Securityholder.

A Securityholder need not indemnify the Responsible Entity if there is a deficiency in the assets of the Fund or meet the claim of any creditor of the Responsible Entity in respect of the Fund. However, the effectiveness of these provisions has not been tested in superior courts.

13.1.8. Fees and expenses

The Responsible Entity is entitled to receive the following fees under the Constitutions but will not be charging any of these fees while the Managers are receiving fees under the Investment Management Agreements and the Property Management Agreements:

- out of any application monies paid by the investor to acquire Securities, a contribution fee;
- out of the assets of the Fund:
  - a monthly management fee;
  - a property acquisition fee;
  - a property disposal fee;
  - a development fee;
  - a finance facilitation fee;
  - a capital raise fee;
  - a monthly trustee fee; and
  - an administration fee.

13. Summary of important documents

All expenses incurred by the Responsible Entity including, those in connection with the establishment, promotion and operation of the Trust, in properly performing its duties are payable or can be reimbursed out of the assets of the Trust.

13.1.9. Winding Up

On the winding up of the Stapled Entity, each Securityholder is entitled to receive an amount of the net proceeds of realisation, after making allowance for all liabilities and expenses of the Stapled Entity, proportionate to the number of Securities held.

The Responsible Entity may commence winding up of the Stapled Entity in accordance with the termination procedure set out in the Stapled Entity Constitutions on the earliest of:

- the date specified by the Responsible Entity as the date of termination of the Stapled Entity in a notice given to Securityholders; and
- the date on which the Responsible Entity commences termination or winding up of the Stapled Entity in accordance with the Stapled Entity Constitutions or by law.

13.1.10. Amendment to Constitution

If the Corporations Act allows and while the Stapled Entity is not a registered scheme, the Stapled Entity Constitutions may be amended by a resolution passed at a meeting of Securityholders of the Stapled Entity or by deed executed by the Responsible Entity. While the Stapled Entity is a registered scheme, the Stapled Entity Constitutions may be amended by special resolution of Securityholders or by deed executed by the Responsible Entity if it reasonably considers the amendment to not adversely affect the Securityholder's rights.

The Responsible Entity has power to amend the fees payable under the Constitution, the Stapling Provisions or any other part of the Stapled Entity Constitutions to allow for the Stapling of a new Attached Security to the Securities already in existence.

The Responsible Entity also has the power to amend the Stapled Entity Constitutions as the Responsible Entity considers necessary or desirable to facilitate compliance with and the effective operation of the Stapled Entity as an AMIT for the purposes of the AMIT regime, and may do so without seeking approval from Securityholders, subject to the Corporations Act as modified by any applicable ASIC relief.

13.2. Stapling Provisions under the Constitutions

The Stapling provisions in the Constitutions prevail over all other provisions of the Constitutions (except to the extent provided in the Constitutions or where it would result in a breach of the Corporations Act, the Operating Rules or any other law).

13.2.1. Intention

The intention of the Stapling Provisions is to ensure that to the extent permitted by law, each Security will be treated as one security.

13.2.2. Stapling arrangements

Under the Stapling Provisions:

- ("Stapling") each component of a Security ("Attached Security") must be Stapled to each other component of the Security ("Other Attached Security");
- ("No issue") a Stapled Entity must not offer or issue an Attached Security without a corresponding and simultaneous offer or issue being made at the same time and to the same person in respect of each Other Attached Security;
- ("No transfer") the Stapled Entity must not register any transfer of an Attached Security without a corresponding and simultaneous transfer of each Other Attached Security to the same person at the same time through the same instrument;
- ("Corporate action") a Stapled Entity must not cancel, buy-back or redeem an attached security without a corresponding and simultaneous corporate action being made in respect of the Other Attached Security;

- ("New Attached Securities") a Stapled Entity may cause a security to be Stapled to a Security (a New "Attached Security") provided certain conditions are satisfied including:
  - while the Securities are officially quoted, the New Attached Security is also officially quoted or the ASX has indicated in writing it will grant permission for the New Attached Security to be officially quoted;
  - ASX has indicated that it will approve the Stapling of the New Attached Security to the Securities;
  - each Stapled Entity (excluding the issuer of the New Attached Security) has agreed to the Stapling of the New Attached Security and that the Stapling of the New Attached Security is in the best interests of Securityholders as a whole and is consistent with the then investment objectives of the Stapled Entities and any subsidiary of the Stapled entities;
  - the constituent documents for the New Attached Security have provisions giving effect to the Stapling;
  - the issuer of the New Attached Security has agreed to enter into a deed with the other Stapled entities acceding to the Stapling Deed;
  - where the New Attached Security is partly paid, or approval from Securityholders is required to give effect to the transaction, approval of the Securityholders has been obtained; and
  - the number of New Attached Securities is identical to the number of Securities on issue.
- ("Unstapling by Stapled Entities") an Attached Security may be unstapled if:
  - ASX has indicated that it will approve such unstapling and the Other Attached Securities remain quoted on the Official List as a Security;
  - each Stapled Entity has agreed to the unstapling and such unstapling is not contrary to the interests of Securityholders as a whole and is consistent with the then investment objectives of the Stapled Entities and any subsidiary of the Stapled entities; and
  - the Stapling Provisions will terminate in respect of the Attached Security that has been unstapled;
- ("Restapling") if an Attached Security becomes unstapled, the Stapled Entity of the unstapled component may subsequently determine that the Stapling Provisions should recommence in respect of that same unstapled component;
- ("Unstapling in the event of an unstapling event") where either a special resolution of the members of each Stapled Entity is passed to unstaple the Securities, stapling becomes unlawful or prohibited under the Listing Rules, or a winding up is commenced in respect of a Stapled Entity, the Securities will be unstapled, provided that:
  - ASX has indicated in writing that it will grant permission for the unstapling of the Security; and
  - each Stapled Entity has agreed to the unstapling and that the unstapling is not contrary to the interests of Securityholders as a whole;
- ("Capital reallocation") Subject to the Corporations Act and the Listing Rules a Stapled Entity may make a capital payment to another Stapled Entity as part of a Capital Reallocation. If a stapled entity makes a capital payment to another Stapled Entity as a capital reallocation amount:
  - each Securityholder is taken to have directed the Stapled Entity to accept that capital reallocation amount; and
  - the Stapled Entity must apply that amount as an additional capital payment in respect of each Security which is Stapled to a Security of the Stapled Entity making the capital payment equally in respect of each Security;
- after the unstapling, the Stapling Provisions cease to have effect in respect of that component of the Security;
- ("Meetings") meetings of holders of each Attached Security may be held in conjunction with the meetings of holders of each Other Attached Security; and
- ("Interests of Securityholders") each Stapled Entity may, subject to the Corporations Act and the terms of any applicable ASIC relief, have regard to the interests of Securityholders as a whole and not only to the interests of holders of each component of the Security.

13.2.3. Stapling matters

The Stapling Provisions also provide that by acquiring a Security, each Securityholder will be taken to have consented to each provision in the constituent documents, including without limitation:

- the stapling of the Attached Securities;
- any reorganisation proposal of the Attached Securities (subject to an ordinary resolution if required by the constituent document of the relevant Stapled Entity);
- the disposal of any partly paid Security on which an instalment is due and payable but unpaid, or in respect of which a call has been validly made but remains unpaid by the due date for payment;
- the disposal of any small holding of Securities that is less than a marketable parcel;
- the restrictions on Securities that are "restricted securities", as that term is defined in the Listing Rules;
- the stapling of New Attached Securities to the Securities;
- the Securityholder becoming a member of any new stapled entity and being bound by the constituent documents for any New Attached Security;
- the unstapling of one or more Attached Securities or the Securities as a whole;
- the restapling of a Security; and
- the reallocation of capital between the Stapled Entities,

(each, a "Stapling Matter").

13.2.4. Powers of Attorney

In respect of each Stapling Matter, each Securityholder irrevocably appoints the Stapled Entity as the Securityholder's agent and attorney in the Securityholder's name and on the Securityholder's behalf to do all acts and things and execute all documents which the Stapled Entity, in consultation with each other Stapled Entity, considers necessary, desirable or reasonably incidental to effect any Stapling Matter, and proxy to vote at any meeting in favour of a resolution to effect a Stapling Matter.

13.2.5. New Attached Securities

A Stapled Entity has the power to do all things considered necessary, desirable or reasonably incidental to give effect to the Stapling of New Attached Securities to the Security. A New Attached Security may be transferred to a Securityholder by any means and in any manner, including but not limited to any combination of issue, sale, reduction of capital, distribution in kind or transfer.

13.2.6. Partly Paid Securities

A Security may be offered on terms that the Offer price is payable by one or more instalments. If a call has been validly made on a Security but is unpaid by the due date for payment, the Responsible Entity may serve a notice on that Securityholder requiring payment of the unpaid instalment and any interest calculated from the due date until payment at a fair market rate as determined by the Responsible Entity ("Collection Notice"). If the Collection Notice is not complied with, the Security may be sold ("Defaulted Security"). Subject to the Listing Rules, the Corporations Act and constituent documents all voting rights, entitlements to Distributions and any other rights in respect of the Defaulted Security are suspended until reinstated by the Responsible Entity.

13.2.7. Application Price

The Stapled Entities may agree how the application price for a Security will be allocated between the application price of each component of the Security, and in the absence of agreement will allocate in accordance with certain mechanisms set out in the Constitutions.

13.3. Summary of the Stapling Deed

13.3.1. Co-operation

Each Stapled Entity is a party to the Stapling Deed. The Stapling Deed provides that the Stapled Entities must cooperate in respect of all matters necessary to ensure that the Attached Securities are Stapled to the Other Attached Securities and do all things reasonable necessary to assist each other to give effect to the Stapling Deed and their respective obligations under it, from time to time.

Under the Stapling Deed, each Stapled Entity must:

- agree from time to time what part of the amount payable for the issue of a Security is to represent the issue price of each component security of the Security;
- consult prior to making any calls in respect of any partly paid securities it issues to Securityholders;
- notify each other Stapled Entity if it proposes to take action under its constitution to forfeit and offer for sale any of its securities;
- obtain the consent of each other Stapled Entity prior to announcing or paying a distribution or dividend, and in relation to the operation of any dividend or distribution reinvestment policy or plan or bonus security plan;
- not, without the prior consent of each other Stapled Entity, undertake a placement or rights issue, or buy-back, repurchase, cancel or redeem any component security of a Security;
- not, and must procure that its controlled entities do not, acquire or dispose of an asset the value of which is 5% or greater of the net tangible assets of that Stapled Entity without first giving 10 days prior written notice to, and consulting with, each other Stapled Entity;
- obtain the consent of each other Stapled Entity before Stapling another entity's securities to its securities, effecting any reorganisation or restructure of its capital or effecting any changes to the stapling arrangements contemplated by the Stapling Deed in order to comply with or overcome the adverse effect of any law, regulation or rule;
- maintain, or procure the maintenance of, a register of Securityholders and ensure that it is entirely consistent with the register of holders of its securities;
- make available to each other Stapled Entity all information and provide all assistance in relation to the preparation of financial accounts relating to the Stapled Group; and
- not, and must procure that its controlled entities do not, borrow or raise money without consulting with each other Stapled Entity.

Each Stapled Entity agrees to:

- act with a view to enhancing the value of the Securities;
- share information with each other Stapled Entity;
- adopt the valuation policies and methods of the Responsible Entity; and
- co-ordinate Securityholder meetings.

13.3.2. Financial obligations

If any loans or other financial accommodation are undertaken jointly by the Stapled Entities, or if any guarantee or security is given in respect of the loans or other financial accommodation of another Stapled Entity, whichever Stapled Entity receives the proceeds of the loan or financial accommodation must repay the loan or financial accommodation, pay all fees, interest, expenses and other amounts in respect of the loan or financial accommodation and indemnify the other Stapled Entities for such amounts.

13.3.3. Financial benefits

Each Stapled Entity agrees with each other Stapled Entity that, to the maximum extent permitted by law, if called upon by the other, it must, if it or its controlled entities are reasonably capable of doing so on the terms and conditions proposed by the other party, enter into any agreement, document or arrangement and consider doing any act, matter or thing at the request or direction of the other in respect of lending money, guaranteeing or providing security for any loan, issuing redeemable preference securities or any other form or securities, entering into any joint borrowing with the other and guaranteeing the obligations of or providing an indemnity or undertaking to a third party in respect of the obligations of the other or any of its controlled entities or any other person.

13.3.4. Constitutions to prevail

If there is any inconsistency between the Stapling Deed and the Constitutions, the provisions of the Constitutions apply to the extent of the inconsistency.

13.3.5. Disputes

A Stapled Entity claiming that a dispute has arisen out of the Stapling Deed must notify each other Stapled Entity in writing. Each party to the dispute must use its best endeavours to resolve the dispute within 10 Business Days of all parties receiving notice of the dispute. If the parties do not resolve the dispute, the chief executive officer or other senior employee must negotiate in good faith to resolve the dispute for a period of 10 Business Days. A Stapled Entity must not commence court proceedings about a dispute arising out of the Stapling Deed unless it first complies with the above steps, except where it seeks urgent injunctive relief or the dispute relates to compliance with these steps.

13.3.6. Limitation of liability of trustee

The Stapled Entities other than the Responsible Entity may enforce their rights against the Responsible Entity arising from non-performance of its obligations under the Stapling Deed only to the extent that the Responsible Entity is indemnified out of the assets of the Stapled Entity.

13.4. Summary of the Implementation Deed

Under the Implementation Deed, and subject to certain conditions precedent, the Responsible Entity, as responsible entity of both the RARPF and the RAMPF, has agreed to the redemption of existing unitholders and stapling of RARPF and RAMPF to form a stapled entity RESPF.

Under the Implementation Deed, each party agrees to prepare and/or execute and deliver to the Responsible Entity (or, in the case of the Responsible Entity, retain) certain specified documents (Implementation Documents) and to take certain actions which will, upon becoming effective on the terms of the Implementation Deed, effect the formation of the stapled entity RESPF.

13.4.1. Conditions precedent

On execution and delivery of the Implementation Documents, the Responsible Entity will hold the Implementation Documents in escrow in accordance with the terms of the Implementation Deed. No Implementation Documents will be effective, binding or enforceable, and may not be released from escrow, until customary conditions precedent are satisfied or waived, including:

- each party has executed the Implementation Deed;
- each party has complied with its obligations under the Implementation Deed;
- the Fund has received cleared funds for the complete amount of the issue price of every fully paid security issued to successful applicants for fully paid securities under the Offer Document;
- the Securities have been quoted on the ASX;

- each party has all consents have been obtained from third parties which are necessary for the purposes of the Proposed Transaction or any transaction in connection with the IPO (as determined by the IPO Entities in their absolute discretion); and
- the chairperson of the due diligence committee has given the IPO Entities notice of the release of the Implementation Documents from escrow.

13.4.2. Limitation of liability

Any liability arising under or in connection with the Implementation Deed, in respect of a party which entered into the Implementation Deed in a trustee capacity, is limited, and can only be enforced against the trustee to the extent that it can be satisfied out of the assets of the Stapled Entity of which the trustee is actually indemnified for the liability. However, such a party will be liable to the extent that the liability arises out of its own fraud, wilful default, negligence or breach of trust.

13.4.3. Termination events

No party may terminate the Implementation Deed or the escrow arrangements, and no party may require the Responsible Entity to return to it any Implementation Document, except where any condition precedent has not been satisfied or waived by the sunset date, being 31 March 2022. In this event, each Implementation Document will fail to become effective, binding or enforceable and must be destroyed by the Responsible Entity, and each Certificate must be returned by the Responsible Entity to the party that delivered it. Immediately following the destruction of all Implementation Documents and the return of all Certificates, the Implementation Deed will terminate.

13.5. Summary of the Investment Management Agreement

13.5.1. Management Services

Under the Investment Management Agreement, the Investment Manager has been delegated the day-to-day management over the Stapled Entities and its controlled entities ("Group") and the Group's portfolio of assets, subject to the supervision and control of the Responsible Entity and the terms of the Investment Management Agreement.

The Investment Manager must manage the assets of the Group in the same manner as similar types of entities, using commercially reasonable efforts to maximise revenues and minimise operating costs. The services of the Investment Manager are to be of the scope of and quality not less than those generally performed by professional managers of other similar types of entities. In performing the services under the Investment Management Agreement, the Investment Manager must keep the assets of the Group under review in line with the investment objectives of the Group.

Specifically, services to be provided by the Investment Manager to the Group ("Services") include but are not limited to investment management services with respect to:

- keeping the assets under review and conferring regularly with the Responsible Entity regarding overall management and performance of the Group's assets;
- review and critical analysis of potential acquisitions and disposals, including assisting in the preparing appropriate reports to be considered by the Responsible Entity on the Investment Manager's recommendations concerning potential acquisitions and disposals;
- preparation of an operating plan including a budget for the Group in respect of each financial year;
- causing a valuation of the assets to be undertaken at least every year;
- acting as agent of the Responsible Entity in making, acquiring, financing and disposing of assets;
- dispersing and collecting funds and paying the debts and fulfilling the obligations of the Fund;
- preparing investment proposals for consideration by the Board and advising and assisting with business management and equity and debt financing;
- causing the carrying out of all management, secretarial, accounting, administrative, liaison, representative and reporting functions and obligations of the Responsible Entity;
- managing relationships amongst the Group;

- preparing reports to Securityholders relating to events which have a material effect on assets of the Fund and communication and management of relations with Securityholders; and
- the appointment and replacement of the auditors of the Stapled Group, where requested by the Trustees.

The Property Manager will separately provide property management services to the Responsible Entity and the Group under the Property Management Agreement.

The Responsible Entity may at any time provide directions to the Investment Manager and the Investment Manager must comply with such directions except to the extent they are inconsistent with the agreement, cause the Investment Manager to breach the law or would cause the Investment Manager to suffer or incur a liability, cost or expense other than an expense for which it would be indemnified under the agreement.

13.5.2. Non- Exclusivity

The Investment Manager and its associates may from time to time perform services for itself and other parties the same as or similar to the services provided under the Investment Management Agreement.

13.5.3. Term and termination

The Investment Management Agreement commences on the PDS Date.

The initial term of the agreement is 10 years and is automatically extended for successive five year terms unless terminated by either the Investment Manager or the Responsible Entity by giving at least 12 months' notice prior to the end of the initial term or any successive five year term. This means that the initial term of the agreement is at least 10 years unless otherwise terminated in one of the circumstances referred to below.

Where the Responsible Entity gives the required notice that it does not wish to extend the agreement at the end of a term, termination in this circumstance will give rise to the payment of a compensation amount to the Investment Manager equal to two years of Investment Management Fee, determined as at the date of expiry or termination of the Investment Management Agreement.

13.5.4. Investment Manager's Termination Rights

The Investment Manager can terminate the Investment Management Agreement:

- at any time on 90 days' notice to the Responsible Entity, if there is a bona fide sale of all or substantially all of the assets of the Group to a third party on an arm's length basis; or
- immediately if:
  - the Responsible Entity is insolvent;
  - the Stapled Entity is insolvent;
  - the Responsible Entity is removed as Responsible Entity of the Stapled Entity; or
  - without prior written approval of the Investment Manager, there is a change of control with respect to the Responsible Entity.

Termination by the Investment Manager in these circumstances will give rise to the payment of a compensation amount to the Investment Manager equal to two years of Investment Management Fee, determined as at the date of expiry or termination of the Investment Management Agreement.

13.5.5. *Responsible Entity's Termination Rights*

The Responsible Entity can terminate the Investment Management Agreement:

- on the provision of two years' notice to the Investment Manager ("termination notice"), or such shorter time as the Responsible Entity and Investment Manager agree, if:
  - there is a bona fide sale of all or substantially all of the Assets to a third party on an arm's length basis; or
  - the Responsible Entity is removed as the responsible entity of the Stapled Entities;

and provided that the compensation amount is paid in full to the Investment Manager, and all fees normally payable to the Investment Manager are paid for any period during which the Investment Manager acts as investment manager;

- immediately, if:
  - there is a material default of the Investment Management Agreement by the Investment Manager which is not rectified by the Investment Manager within 90 days (including by way of payment of reasonable compensation) of receipt of a written notice of such default;
  - the Investment Manager suffers an Insolvency Event.

Where the Responsible Entity terminates the agreement by providing a termination notice as above, termination in this circumstance will give rise to the payment of a compensation amount to the Investment Manager equal to two years of Investment Management Fee, determined as at the date of expiry or termination of the Investment Management Agreement, and all fees normally payable to the Investment Manager are paid for any period during which the Investment Manager acts as Investment manager.

13.5.6. *Investment Management Fee*

The Investment Manager is entitled to receive an Investment Management Fee, payable within seven days of the end of each month for which it is calculated.

The Investment Management Fee is the sum of two components and is calculated as follows:

(a) the first component of the fee that applies to the aggregate market value of the consolidated GAV as at the last day of the month that is equal to or less than AUD$1.5 billion:

$$A = \frac{B}{C} \times D$$

where:

A is the first component of the Investment Management Fee for the month;

B 0.65% (excluding GST) expressed as a decimal;

C is 12;

D is the aggregate Market Value of the Consolidated Gross Assets as at the last day of the month, that is equal to or less than AUD$1.5 billion, calculated in accordance with the Constitutions; and

(b) the second component of the fee that only applies to the aggregate market value of the consolidated GAV as at the last day of the month in excess of AUD $1.5 billion:

$$A = \frac{B}{C} \times D$$

where:

A is the second component of the Investment Management Fee for the month;

B 0.55% (excluding GST) expressed as a decimal;

C is 12;

D is the aggregate market value of the consolidated GAV as at the last day of the month in excess of AUD$1.5 billion, calculated in accordance with the Constitutions.

13.5.7. Acquisition Fee

The Investment Manager is entitled to an Acquisition Fee being an amount equal to up to 0.75% (excluding GST) of the value of any real property (calculated as below) acquired by the Stapled Entity (including any real property acquired indirectly including real property acquired by a Group member).

The Acquisition Fee is payable on settlement of the contract for purchase of the real property asset and is calculated on the value of the real property as below:

(a) for a property acquired as a going concern, the Acquisition Fee is calculated on the purchase price of the property (excluding acquisition costs);

(b) for a property for which there is a building project after acquisition on the on-completion value of the development as determined by an independent valuer prior to settlement.

13.5.8. Additional Fees

The Investment Manager is entitled to such additional fees as agreed in writing between the Responsible Entity and the Investment Manager (each party acting reasonably) for the performance of any functions or services that the Investment Manager agrees to provide to the Responsible Entity under the Investment Management Agreement and which are not included as part of the Services.

13.5.9. Costs and Expenses

The Investment Manager is entitled to be reimbursed for all costs and expenses it reasonably and properly incurs as Investment Manager in connection with the Investment Management Agreement and for its investment management, operation and conduct of the assets of the Stapled Entity or the acquisition, disposal or maintenance of any investment of the assets. Any fees, costs or expenses incurred in connection with the appointment by the Investment Manager of an Agent are incurred by and are payable by the Investment Manager on its own account, and are not recoverable from the Trustees.

13.5.10. Conflicts and use of associates

The Investment Manager must establish protocols for the prevention of conflicts.

13.5.11. Indemnities

The Investment Manager indemnifies the Responsible Entity (and its respective employees, officers and agent) against all loss that the indemnified parties suffer or incur from, or in connection with:

- any material breach of the Investment Management Agreement by the Investment Manager or any Investment Manager staff, except to the extent the loss is caused or contributed to by any material breach of the Investment Management Agreement by the Responsible Entity, or the negligence, fraud, dishonesty or wilful misconduct of, the indemnified parties; or
- the fraud, negligence, dishonesty or wilful misconduct of the Investment Manager or any Investment Manager staff.

The Responsible Entity indemnifies the Investment Manager and Investment Manager staff against all loss that the indemnified parties or any of them suffer or incur from, or in connection with, the Investment Manager properly performing its obligations under the Investment Management Agreement, acting in accordance with a direction from the Responsible Entity or on account of any bona fide recommendation made by the Investment Manager, except to the extent that such loss is caused or contributed to by any material breach of the Investment Management Agreement by, or the fraud, negligence, dishonesty or wilful misconduct of, the indemnified parties, or loss which the Investment Manager has expressly agreed that it is liable for under the Investment Management Agreement.

13.6. Summary of the Property Management Agreement

The Responsible Entity has appointed the Property Manager to act as the property manager of the Stapled Entities' real property assets under the Property Management Agreement.

The Property Manager has been delegated powers necessary to carry out its obligations under the Property Management Agreement to manage the Stapled Entities' properties, including each property in the Portfolio, by providing property and development management and leasing services ("Services"), including:

- p**roperty management services**, which include day-to-day management, maintenance, strategic and operational decision making in connection with the properties, preparation of property budgets and reports, billing and collection of rental and other amounts and managing disbursements, conducting and processing rent review, management of leases and other property-related contracts and tenant and regulatory compliance, payment of insurance premiums, development of leasing strategy in consultation with the Responsible Entity, management of service, repair and maintenance works and tenant improvements, property marketing, leasing and tenant liaison and other services generally performed by a property manager whilst using commercially reasonable efforts to maximise revenues and minimise operating costs; and
- **development management services**, which include negotiation of agreements with consultants with respect to development works, management and oversight of consultants with respect to development works, submit applications for and use reasonable endeavors to obtain development-related permits, negotiation of building and trade contracts, notify the Responsible Entity of disputes with builders and contractors, provide monthly progress and budget reports to the Responsible Entity, management of tender processes, identify areas of savings or impediments. implementation and management of capital works, and other services generally performed by a development manager;
- **leasing services**, which include procuring entry into and renewal of lease agreements, generally monitoring tenants' performance of obligations under lease agreements, issuing tax invoices to tenants, directing tenants to pay rent, instigate review processes under lease agreements, provide advice on the current market rent, provide advice about suitable valuers for use in relation to a disputed review notice, account to tenants for operating expenses, maintain an electronic database of critical dates, receive and act on all notices received from a tenant, arrange for inspections of each property, make recommendations on proposed sub-leases or assignments and advise and assist the Responsible Entity with respect to an tenant disputes or defaults.

The Property Manager will provide the Services with the degree of professional skill, care and due diligence of a professional consultant experienced in providing the same or similar property management leasing and development services subject to the supervision and control of the Responsible Entity and under the terms of the agreement.

13.6.1. Exclusivity

During the term of the Property Management Agreement, the Responsible Entity must not appoint any other party to perform the Services except where specifically permitted under the Property Management Agreement.

The Property Manager may appoint other parties to assist with the delivery of all or part of the services under the agreement. In the event that delivery of all or part of the services under the agreement is outsourced, the Stapled Entities will not pay for this cost twice.

13.6.2. Term and termination

The Property Management Agreement commences on the PDS Date.

The initial term of the agreement is 10 years and is automatically extended for successive five year terms unless terminated by either the Property Manager or the Responsible Entity at least 12 months prior to the end of the initial term or any successive five year term. This means that the initial term of the agreement is at least 10 years unless otherwise terminated in one of the circumstances referred to below.

Where the Responsible Entity gives the required notice that it does not wish to extend the Property Management Agreement at the end of a term, termination in this circumstance will give rise to the payment of a compensation amount to the Property Manager equal to two times the fees paid under the Property Management Agreement in the 12 months up to the date of expiry or termination of the Property Management Agreement.

13.6.3. Property Manager's termination rights

The Property Manager may terminate the Property Management Agreement prior to the end of the initial term or a successive five year term:

- on the provision of 90 days' notice to the Responsible Entity, if there is a bona fide sale of all or substantially all of the Fund's assets to a third party on an arm's length basis;
- immediately, if:
  - there is a material default of the Property Management Agreement by the Responsible Entity which is not rectified (included by way of payment of reasonable compensation) by the Responsible Entity within 90 days of receipt of a written notice of such default;
  - the Responsible Entity suffers an insolvency event;
  - a Stapled Entity suffers an insolvency event;
  - the Responsible Entity is removed as Responsible Entity of the Stapled Entity; or
  - there is a change of control in respect of the Responsible Entity without the prior written approval of the Property Manager.

Termination by the Property Manager in these circumstances will give rise to payment of the compensation amount to the Property Manager equal to two times all the fees paid under the Property Management Agreement in the 12 months up to the date of expiry or termination of the Agreement.

13.6.4. Responsible Entity's termination rights

The Responsible Entity may terminate the Property Management Agreement prior to the end of the initial term or a successive five year term:

- on the provision of two years' notice to the Property Manager ("termination notice"), or such shorter time as the Responsible Entity and Property Manager agree, if:
  - there is a bona fide sale of all or substantially all of the Fund's assets to a third party on an arm's length basis; or
  - the Responsible Entity is removed as the trustees of the Stapled Entities;

  and provided the compensation amount is paid in full to the Property Manager, and all fees normally payable to the Property Manager are paid for any period during which the Property Manager acts as property manager,
- immediately, if:
  - there is a material default of the Property Management Agreement by the Property Manager which is not rectified by the Property Manager within 90 days (including by way of payment of reasonable compensation) of receipt of a written notice of such default; or
  - the Property Manager suffers an insolvency event.

Where the Responsible Entity terminates the agreement by providing a termination notice as above, termination in this circumstance will give rise to the payment of a compensation amount to the Property Manager equal to two times all the fees paid under the Property Management Agreement in the 12 months up to the date of expiry or termination of the Property Management Agreement, and all fees normally payable to the Property Manager are to be paid for any period during which the Property Manager acts as property manager.

13.6.5. Continuation of development management services

If the Property Management Agreement is not renewed or is terminated, the Property Manager will continue to perform and be paid for development management services in respect of any development works which are approved, commenced or under investigation at the time of termination, until the completion of those works.

13.6.6. *Fees*

Unless the Property Manager has appointed other parties to assist with the delivery of all or part of its services, the fees payable will be as follows:

- **Development Management Fee**: the greater of 5% of either (i) the gross valuation uplift (calculated as the completion valuation minus the acquisition valuation), or (ii) the development work costs.
- **Leasing Fees**, which comprise the following fees:
  - New tenant lease fee: 15% of the face rent for the first year of a lease term for all new leases negotiated (excluding new leases entered into with existing tenants pursuant to renewals and options that relate solely to them continuing leasing their current tenancy in the property).
  - Lease renewal fee: 7.5% of the face rent for the first year of a lease if an existing tenant enters into a new lease in the same location and configuration as their pre-existing lease, including by way of exercise of an option to renew, to continue leasing their current tenancy in the property.
  - Lease administration and design fees: $1,000 on execution of each lease agreement or such greater amount on a cost recovery basis, unless payable by the tenant.
- **Property Management Fees**: 3% of gross income for each property for each month.

Where the Property Manager has appointed a contractor or an external property manager to assist with the delivery of a property management service or leasing service in relation to any particular property, the Property Manager is entitled to recover fees paid or payable to the contractor or external property manager in full (including any recoverable operating expenses unless waived by the Property Manager) or have them (net of any recoverable operating expenses) deducted from the fees payable to the Property Manager if those fees are paid or payable by the Stapled Entities (the amount of deduction (net of any recoverable operating expenses) is limited by the relevant fees that would have been payable to the Property Manager). If the fees paid or payable to a contractor or an external property manager (net of any recoverable operating expenses) are lower than the relevant fees that would have been payable to the Property Manager, the Property Manager is still entitled to the differences between the fees paid or payable to the contactor or external property manager (net of any recoverable operating expenses) and the relevant fees the Property Manager is entitled to under the agreement, unless waived by the Property Manager.

Where the Property Manager has appointed a contractor or consultant to assist with the delivery of a particular development management service in relation to any particular property or project, the Property Manager will be entitled to recover the cost of the fees and other amounts paid to such contractor or consultant, in addition to the Development Management Fees for management, supervision and approval of activities and proposals recommended by these persons in relation to the particular service provided

13.6.7. *Costs and expenses*

The Property Manager is entitled to be reimbursed for all costs and expenses it reasonably and properly incurs as Property Manager in relation to undertaking the services and complying with its obligations under the Property Management Agreement, including costs for travel, accommodation, car hire, research, printing, documentation records and reproduction, taking out and maintaining any insurances required under the Property Management Agreement, licensing, bank charges, legal, accounting, administration and taxation advisers, auditors and other consultant appointed in connection with the management of any property.

The Property Manager is also entitled to recover staff salary, salary on-costs, travel and office operating expenses associated with the management, development, leasing, operations, marketing and administration of any property and any accounting, management, IT (including hardware and peripherals) and operational costs directly related to any property.

13.6.8. *Contractors*

The Property Manager may engage contractors under services contracts to conduct the services under the Property Management Agreement, provided that the Property Manager reasonably considers that the third parties are appropriately licensed to do so, is respectable, responsible and financially solvent, and has adequate insurance cover and a good reputation for carrying out the services for which it is contracted to provide.

13.6.9. Indemnities

The Responsible Entity must indemnify the Property Manager against all liability, costs and expenses to which the Property Manager may be exposed in the event that any agreement entered into by the Property Manager is entered into as agent for the Responsible Entity or the owner of the Fund properties under the Property Management Agreement, except to the extent caused by the fraud, negligent act or omission or wilful default of the Property Manager.

13.7. Summary of the Custody Agreements

The Custody Agreements were entered into between the Responsible Entity and Mainstream Fund Services Pty Limited (ACN 118 902 891) ("Custodian") with respect to RAM Australia Retail Property Fund on 19 November 2019 and with respect to RAM Australia Medical Property Fund on 8 September 2021.

Under the Custody Agreements, the Custodian will:

- provide custody for assets of the Stapled Entities;
- hold assets in its own name, but still for the corresponding Stapled Entity;
- act in accordance with the directions of the Responsible Entity;
- have in place disaster recovery and internal systems and controls;
- keep all appropriate records and reports as required;
- maintain all appropriate records and report as required;
- maintain adequate insurance covering professional indemnity and fraud; and
- not subcontract its responsibilities (without providing 90 days written notice to the Responsible Entity).

The Custodian is authorised to provide custodial services.

The Custodian is entitled to be indemnified from the Stapled Entity for any action, direct loss, liability, cost, claim, demand or expense, that the Custodian may incur or may be made against the Custodian arising out of the Custodian properly acting in accordance with a proper instruction given by the Responsible Entity, or in connection with the provision of services under the Custody Agreements, except to the extent that the relevant loss, liability, cost, claim, action, demand or expense results from the fraud, wilful default, negligence or breach of the Custody Agreements of the required standard of care by the Custodian.

Either party may terminate the Custody Agreements by giving a signed notice of termination to the other in certain circumstances, including where the other party has materially breached the Custody Agreements and has not remedied that beach within 30 business days of receiving written notice of the breach.

13.8. Summary of the Compliance Plan

The Compliance Plan of the Stapled Entities describes the processes and procedures that the Responsible Entity will use to ensure compliance with its AFSL, the Constitutions, the Corporations Act, and relevant industry and internal standards.

Under the Compliance Plan, the Responsible Entity must have, in addition to the Audit and Risk Committee, a legal and compliance officer who reviews compliance on an ongoing basis and, reports on compliance matters to the Managing Director directly, as well as a compliance committee which reports to the Board with respect to compliance matters arising under the Compliance Plan when the Board does not have a majority of independent members.

13.9. Summary of the Underwriting Agreement

The Responsible Entity, in its capacity as responsible entity of the Fund, UBS AG, Australian Branch, and Credit Suisse (Australia) Limited have entered into an Underwriting Agreement dated 30 September 2021 in respect of the Offer. Under the Underwriting Agreement, the Underwriters have been appointed as the joint global coordinators, underwriters and joint lead managers of the Offer.

13.9.1. Fees and expenses

Under the Underwriting Agreement, the Responsible Entity must pay:

- to each Underwriter 50% of:
  - a global coordinator and underwriting fee of 0.75% of the Offer proceeds; and
  - a management fee of 0.75% of the Offer proceeds; and
- to the Underwriters (on behalf of themselves and Ord Minnett) to be shared equally between each Underwriter and Ord Minnett a selling fee of 1.50% of the Offer proceeds ("Selling Fee").

The Underwriters are responsible for:

- paying out of the Selling Fee the fees payable to E&P Corporate Advisory by UBS, Credit Suisse and Ord Minnett under the engagement letter with E&P Corporate Advisory; and
- otherwise paying away the Selling Fees in the manner set out in the engagement letter with UBS, Credit Suisse and Ord Minnett.

For the purpose of the Underwriting Agreement, the Offer proceeds means the Offer price multiplied by the number of Securities to be issued under the Offer minus $1,525,000.

13.9.2. Termination rights

The Underwriters may terminate any of their respective obligations under the Underwriting Agreement by notice to the other parties on the occurrence of certain termination events (subject to, in the case of some termination events only, satisfaction of specified materiality thresholds).

The termination events include:

- in the Underwriter's reasonable opinion, a statement contained in the PDS is misleading or deceptive, or likely to mislead or deceive, or a matter is omitted from the PDS;
- a supplementary PDS is lodged or in the reasonable opinion of the Underwriters, is required to be lodged with ASIC under the Corporations Act;
- certain ASIC orders are issued or applied for, or certain investigations or hearings are commenced by ASIC in relation to the Offer or the PDS;
- a regulatory body withdraws, revokes or amends any regulatory approvals required for the Responsible Entity to perform its obligations under the Underwriting Agreement or to carry out the transactions contemplated by the PDS:
- any person (other than an Underwriter) whose consent to the issue of the PDS is required by the Corporations Act who has previously consented to the issue of the PDS withdraws such consent;
- the Responsible Entity withdraws the PDS, the Offer or any part of the Offer, or the Responsible Entity indicates that it does not intend to proceed with the Offer or any part of the Offer;
- approval is refused or not granted, or approval is granted subject to conditions other than customary conditions, to the Fund's admission to the official list of the ASX or the official quotation of all of the Securities on ASX;
- an insolvency event occurs in relation to a member of the Responsible Entity, the Stapled Entities and their subsidiaries;
- a director or officer of the Responsible Entity is charged with an indictable offence or any regulatory body commences any public action against the director in his or her capacity as a director of the Responsible Entity, or is disqualified from managing a corporation under the Corporations Act;
- a material contract (including each of the contracts summarised in this Section 13) is terminated;
- the Responsible Entity ceases to be responsible entity of the Fund; and
- the Responsible Entity fails to issue a new target market determination ("TMD") within 10 Business Days of becoming aware that a review trigger (as specified in the TMD) has occurred or an event or circumstance has occurred that would reasonably suggest that the TMD is no longer appropriate.

The Underwriting Agreement also contains a number of customary termination events (i.e. any representation and warranty by the Responsible Entity becomes untrue or incorrect, market fall or disruption, change in management team and an occurrence which constitutes a material adverse change).

The Responsible Entity must notify the Underwriters in writing immediately after becoming aware that a termination event has occurred or is about to occur.

13.9.3. Undertakings

The undertakings given by the Responsible Entity relate to customary matters including, but not limited to, undertakings that the Responsible Entity must:

- not, before Completion, commit, be involved in or acquiesce in any activity which breaches the Corporations Act, the Listing Rules and other applicable laws;
- not, before Completion, vary any term of its constitution or the Constitutions without the prior written consent of the Underwriters to the terms of the variation;
- not before Completion, permit the occurrence of an insolvency event;
- not, without the prior written consent of the Underwriters at any time after the date of the Underwriting Agreement and before the expiration of 120 days after Completion, allot or agree to allot, or indicate in any way that it may or will allot or agree to allot, any Securities or other securities that are convertible or exchangeable into equity;
- until the expiration of 120 days after Completion, conduct its business and the business of the Fund in the ordinary course and not dispose of any part of its business or property except in the ordinary course or as disclosed in the PDS;
- not, before Completion, vary in any material respect any term of a material contract without the prior consent of the Underwriters to the terms of the variation;
- give notice to the Underwriters as soon as practicable after becoming aware that a TMD review trigger has occurred;
- give notice to the Underwriters as soon as practicable after becoming aware of any ASIC action; and
- not withdraw the Offer after lodgment of the PDS.

13.9.4. Representations and warranties

Customary representations and warranties are given by the Responsible Entity in relation to matters such as the power to enter into the Underwriting Agreement, corporate authority and approvals, and the status of the Responsible Entity. The Responsible Entity also gives a number of further representations and warranties, including that this PDS complies with the Corporations Act and the Listing Rules, and does not contain any misleading or deceptive statements or omissions. Representations and warranties are also given in relation to the assets, liabilities, financial position and business conduct of the Fund.

13.9.5. Indemnity

Subject to certain exclusions relating to, among other things, gross negligence, recklessness, wilful misconduct or fraud by the Underwriter (and certain affiliated parties), the Responsible Entity indemnifies each Underwriter (and certain affiliated parties) against all losses suffered directly or indirectly, or claims made against the Underwriter (or certain affiliated parties), in connection with the Offer, this PDS and the appointment of the Underwriters pursuant to the Underwriting Agreement.

13.10. Summary of Acquisition Agreements

13.10.1. Casuarina Medical Centre, Casuarina, Northern Territory

Document type	Contract of Sale
Parties	Contract of Sale
Contract Date	1 September 2021
Deposit	$700,000 payable by the Contract Date.
Purchase Price	$14,000,000 (excluding GST)
Conditions Precedent	The Contract is conditional on completion of the Contract of Sale regarding the sale of Rosebery Convenience & Medical Centre, Northern Territory (Interdependent Contract).
Settlement Date	The later of: 1. 28 October 2021; and 2. the date for completion of the Interdependent Contract.
Seller Warranties	The Contract sets out various Seller warranties including: 3. as to the capacity and solvency of the seller and the binding and enforceable nature of the contract; 4. trust warranties; 5. the seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 6. the seller is not aware of any unregistered dealings, notices, orders or declarations, breaches of environmental laws, or contamination in relation to the Property; 7. the seller is not aware of any dispute, arbitration or litigation affecting the Property; and 8. the seller has not withheld any material information concerning the Property from the buyer and the seller's responses to any written request for information provided before the Contract Date are accurate and not misleading in any material respect.

13.10.2. *Rosebery Convenience & Medical Centre, Rosebery, Northern Territory*

Document type	Contract of Sale
Parties	Contract of Sale
Contract Date	1 September 2021
Deposit	$420,000 payable by the Contract Date.
Purchase Price	$8,400,000 (exclusive of GST)
Conditions Precedent	**Interdependent Contract**: The Contract is conditional on completion of the Contract of Sale for the sale of the commercial component of Casuarina Medical Centre (**Interdependent Contract**). **Unit Titles Scheme Condition**: Settlement is conditional on the formulation of a unit titles scheme to be formed on the registration of a first scheme statement and a subdivision plan (**UTS Documents**) on or before 30 June 2022 (**Sunset Date**).
Settlement Date	The later of: 1. 28 October 2021; 2. 10 business days after satisfaction of the Unit Titles Scheme Condition; and 3. the date for completion of the Interdependent Contract.
Seller Warranties	The Contract sets out various Seller warranties including: 4. as to the capacity and solvency of the seller and the binding and enforceable nature of the contract; 5. trust warranties; 6. the seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 7. the seller is not aware of any unregistered dealings, notices, orders or declarations, breaches of environmental laws, or contamination in relation to the Property; 8. the seller is not aware of any dispute, arbitration or litigation affecting the Property; and 9. the seller has not withheld any material information concerning the Property from the buyer and the seller's responses to any written request for information provided before the Contract Date are accurate and not misleading in any material respect.

13.10.3. *Secret Harbour Medical Centre, Secret Harbour, Western Australia*

Document type	Contract of Sale
Contract Date	6 August 2021
Deposit	$377,500 payable on 9 August 2021
Purchase Price	$7,550,000 (plus GST if any)
Conditions Precedent	None
Settlement Date	28 October 2021
Vendor Warranties	The sale contract includes market standard vendor warranties. The Special Conditions also set out various warranties including, for example, warranties regarding: 1. Seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 2. trust warranties; 3. no unregistered dealings; 4. lease schedule is accurate and correct; 5. no dispute, current arbitration or litigation; 6. no outstanding incentives under the leases; and 7. no deliberate withholding of any information before the contract date that would be material to a reasonable Buyer's decision to purchase the property; and 8. responses to requests for information before the Contract Date are accurate and correct in all material respects.

13.10.4. *41Panaceum Medical Centre, Geraldton, Western Australia Fitzgerald Street and 233 Lester Avenue, Geraldton, Western Australia*

Document type	Contract of Sale
Contract Date	28 July 2021
Deposit	$655,000 (excluding GST)
Purchase Price	$13,100,000 (excluding GST)
Conditions Precedent	The Contract is conditional on the Buyer being satisfied with the results of the Buyer's due diligence enquiries on or before the Due Diligence Date (30 July 2021).
Settlement Date	The later of: 1. 5 November 2021; or 2. where before 30 July 2021 the Buyer has given notice the Seller to register any relevant unregistered lease (under clause 10.4(a)) and has not waived clause 10.5(b)(2), three Business Days after registration of the Lease.
Vendor Warranties	The sale contract includes market standard vendor warranties. The Special Conditions also set out various additional warranties given by the Seller including, for example, warranties regarding: 1. that the Seller is registered proprietor of the property, which at settlement will be free of any encumbrances; 2. trust warranties; 3. no unregistered dealings and no undisclosed contracts or documents for capital works or evidencing estates and interests affecting the Property; 4. lease schedule is accurate and correct; 5. no outstanding Incentives or no assignments, variations or surrenders of a Lease to take effect after Contract Date (except as disclosed or ascertained in due diligence); 6. not aware of any dispute, arbitration or litigation; 7. not aware of any breach under Environmental Laws, or outstanding infrastructure charges under planning legislation, or Contamination; 8. no deliberate withholding of information during due diligence period that would be material to a reasonable buyer's decision to purchase; and 9. responses to requests for information during due diligence and prior to Buyer entering contract are accurate and correct.

13.10.5. *Mildura Medical Centre, Mildura, Victoria*

Document type	Contract of Sale
Contract Date	4 August 2021
Deposit	$303,250 payable on Contract Date
Purchase Price	$6,065,000 (plus GST)
Conditions Precedent	Subject to ministerial consent to transfer of leasehold interest and the Minister entry into an assignment deed for the Ground Lease.
Settlement Date	Later of: 1. 1 November 2021; and 2. 14 days after above condition precedent satisfied.
Vendor Warranties	The sale contract includes market standard vendor warranties. The Special Conditions also set out various additional warranties given by the Seller including, for example, warranties regarding: 1. Seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 2. trust matters; 3. no unregistered dealings; 4. lease schedule is accurate and correct; 5. no dispute, current arbitration or litigation; and 6. no deliberate withholding of any information before the contract date that would be material to a reasonable Buyer's decision to purchase the property; and 7. responses to requests for information before the Contract Date are accurate and correct in all material respects.

13.10.6. Sunshine Day Hospital, Sunshine, Victoria

Document type	Contract of Sale
Contract Date	30 June 2021
Deposit	$501,250.00 payable on signing the Contract (being 29 June 2021)
Purchase Price	$10,025,000.00 (plus GST if any)
Settlement Date	30 October 2021
Vendor Warranties	The sale contract includes market standard vendor warranties. The special conditions also set out various additional warranties given by the seller including, for example, warranties regarding: 1. capacity warranties; 2. trust warranties; 3. Seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 4. no unregistered easements, public rights of way or covenants; 5. lease schedule is accurate and correct; 6. no dispute, current arbitration or litigation; 7. no outstanding incentives under the leases; 8. no dispute, current arbitration or litigation; 9. no existing material breach of the leases by tenants; and 10. no deliberate withholding of any information before the contract date that would be material to a reasonable Buyer's decision to purchase the property; 11. no breach of Environmental Laws; and 12. responses to requests for information before the Contract Date are accurate and correct in all material respects. The Seller is not obliged to satisfy any claims in relation to warranties unless the amount of all warranty claims is equal to or greater than $30,000 (in aggregate) and the Buyer makes a written demand to the Seller for a warranty claim within 12 months after settlement date.
Vendor guarantee or similar support	Guarantor: Michael John Catanzariti The Guarantor unconditionally guarantees to the Buyer: 1. the due and punctual payment of any money (including interest and damages) payable to the Buyer by the Seller; and 2. the performance and observance of all the Seller's obligations, arising under the sale contract. The Guarantor also indemnifies the Buyer against any loss suffered due to the Seller's default of those guaranteed obligations. The limits on warranty claims under the sale contract also apply under the guarantee and indemnity from the Guarantor.

13.10.7. North Ward Medical Centre, Townsville, Queensland

Document type	Contract of Sale
Contract Date	17 August 2021
Deposit	$212,500 paid on 17 August 2021
Purchase Price	$4,250,000 (plus GST if any)
Settlement Date	31 October 2021
Vendor Warranties	From a vendor warranty perspective, the sale contract if a standard REIQ Commercial Land and Building Contract which includes warranties by the vendor in relation to GST, going concern and execution as the seller.

Document type	Agreement for Lease (AFL)
Date of AFL	17 August 2021
Condition Precedent	AFL is conditional on completion of the sale contract (see review above)
Deposit	$99,000 payable by the Landlord to the Developer one business day after the Date of AFL refundable in the event the sale contract is terminated (other than for breach by the Landlord).
Project Value	$12,351,250
Development Fee	The Landlord must pay to the Developer a Development Fee, being an amount equal to the Project Value less the project costs (as calculated under the AFL) and less the security deposit (payable by the Tenant under the Lease). The Development Fee is payable by way of the following instalments: 1. $1,095,865 (excluding GST) (less the amount of the security deposit to be provided under the Lease) on the date completion of the sale contract; 2. $1,095,865 (excluding GST) on the date of substantial commencement of the fitout works; 3. $1,095,865 (excluding GST) on the date the fitout works are 50% complete; and 4. the balance on the date all of the fitout works are practically complete. The maximum amount payable by Landlord is the Project Value less the Asset Price (being the purchase price of the Property under the sale contract plus any transfer duty and registration fees).

13. Summary of important documents

13.10.7. *North Ward Medical Centre, Townsville, Queensland (continued)*

Lease	The Landlord and Tenant will enter into a Lease commencing on the date of completion of the sale contract in the form attached to the AFL. The primary terms summarised below:

Premises	Part of the 4th, 5th and 6th floor of the building
Term	10 years and 4 months
Options	2 x 5 years
Rent	$548,400 (excluding GST)
Rent Review	Fixed 3% increase per year Market review on commencement of each option renewal
Security Deposit	$362,642.50 (inclusive of GST)
Tenant's proportion of outgoings	56.84%
Permitted Use	All operations of the Tenant which encompasses: • medical, physiotherapy, exercise physiology and associated allied health professional and retail services including but not limited to podiatry, dietetics, occupational/speech therapy, psychology, optometry; • healthy living facility with strength and aerobic equipment to promote healthy lifestyles and restorative care; • training of university students; and • office use.

Incentives	Landlord will pay for the Tenant's fitout costs, being the costs, charges, fees or expenses incurred by the Landlord in connection with the fitout works required to prepare the Property for the Tenant's occupational requirements.
Fitout Works	Landlord will enter into the building contract (in the form substantially attached to the AFL) to carry out the fitout works in accordance with detailed plans and specifications to be provided by the Tenant.

13.10.7. North Ward Medical Centre, Townsville, Queensland (continued)

Rent Support for Supported Premises

The Developer agrees to pay the Landlord a monthly rental support amount during the rent support period for any Supported Premises.

For this purpose:

rent support rate	$350m² of net lettable area (excluding GST)
monthly rent support amount	The net lettable area of any part of the Supported Premises not leased multiplied by the rent support rate divided by 12
rent support period	A period commencing on completion for the sale contract and ending on the earlier of: 1. 2 years from the date of completion of the sale contract; and 2. the rent commencement date of a new lease (or new leases) for the whole of the Supported Premises.
Supported Premises	the lettable area 796m² on Level 4 of the Building

Leasing Activities/Lease fee

Landlord grants the Developer a non-exclusive right during the rent support period to undertake leasing and licencing activities in respect of Supported Premises subject to the Landlord paying the Developer a lease fee. Any lease for a Supported Premises must be prepared using the Landlord's standard pro-forma lease and meet minimum criteria including:

1. has a permitted use of medical or health services;
2. term of 3 years or more;
3. minimum rent of $350m2;
4. fixed rent review of at least 3%;
5. bank guarantee of at least 3 months' rent and outgoings; and
6. rent commencement date no later than 2 years after the date of completion of the sale contract.

The lease fee is an amount equal to 15% of the first year's total gross occupancy costs less any costs (including commission) payable by the Landlord under an appointment of a leasing agent.

13.10.8. *The Gold Coast Surgery Centre, Southport, Queensland*

Document type	Contract of Sale
Contract Date	30 August 2021
Deposit	$637,500 payable on the Contract Date
Purchase Price	$12,750,000 (plus GST if any)
Settlement Date	Later of 31 October 2021 and 45 days after the Contract Date.
Vendor Warranties	The sale contract includes market standard vendor warranties. The Special Conditions also set out various warranties including, for example, warranties regarding: 1. Seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 2. no unregistered dealings; 3. lease schedule is accurate and correct; 4. no dispute, current arbitration or litigation; 5. no outstanding incentives under the leases; 6. no existing material breach of the leases by tenants; and 7. no deliberate withholding of any information before the contract date that would be material to a reasonable Buyer's decision to purchase the property; and 8. responses to requests for information before the Contract Date are accurate and correct in all material respects. **Limits on aggregate liability:** The maximum aggregate liability of the Seller is limited to: • for Title and Capacity Warranties, the Purchase Price; and • for other warranties **(General Warranties)**, 5% of the Purchase Price. **Limits on making claim:** The Seller is not liable for a Warranty Claim: • for a breach of a General Warranty, unless the Warranty Claim exceeds $50,000 (for any single Warranty Claim) and the Buyer given notice the Seller of the claim no later than 12 months after the day on which Completion (Settlement) occurs; • for a breach of a Title and Capacity Warranty, unless the Buyer gives notice to the Seller of the claim no later than 3 months after the day on which Completion (Settlement) occurs (and regardless of the amount of the claim). **Negligence of the Buyer:** The Seller is not liable for a claim for breach of a Seller Warranty where the claim arises as a result of or in consequence of a negligent act or omission or any default of the Buyer after Completion. **Mitigation of loss:** The Buyer must take all reasonable action to mitigate loss. If the Buyer fails to, the Seller's liability is reduced to the extent by which the Buyer's loss would have been mitigated.

Document type	Agreement for Lease (AFL)
Date of AFL	30 August 2021

13.10.8. *The Gold Coast Surgery Centre, Southport, Queensland (continued)*

Condition Precedent	AFL is conditional on completion of the sale contract (see review above)
Deposit	$99,000 payable by the Landlord to the Developer one business day after the Date of AFL refundable in the event the sale contract is terminated (other than for breach by the Landlord).
Project Value	$19,951,967
Development Fee	The Landlord must pay to the Developer a Development Fee, being an amount equal to the Project Value less the project costs (as calculated under the AFL) and less the security deposit (payable by the Tenant under the Lease). The Development Fee is payable by way of the following instalments: 1. $787,855 (excluding GST) (less the amount of the security deposit to be provided under the Lease) on the date completion of the sale contract; 2. $787,855 (excluding GST) on the date of substantial commencement of the fitout works; 3. $787,855 (excluding GST) on the date the fitout works are 50% complete; and 4. the balance on the date all of the fitout works are practically complete. The maximum amount payable by Landlord is the Project Value less the Asset Price (being the purchase price of the Property under the sale contract plus any transfer duty and registration fees).

13. Summary of important documents

13.10.8. *The Gold Coast Surgery Centre, Southport, Queensland (continued)*

Lease

The Landlord and Tenant will enter into a Lease commencing on the date of completion of the sale contract in the form attached to the AFL. The primary terms summarised below:

Premises	1st floor of the building
Term	10 years and 4 months
Options	2 x 5 years
Rent	$548,400 (excluding GST)
Rent Review	Fixed 3% increase per year Market review on commencement of each option renewal
Security Deposit	$276,430 (inclusive of GST)
Tenant's proportion of outgoings	36.73%
Permitted Use	All operations of the Tenant which encompasses: • medical, physiotherapy, exercise physiology and associated allied health professional and retail services including but not limited to podiatry, dietetics, occupational/speech therapy, psychology, optometry; • healthy living facility with strength and aerobic equipment to promote healthy lifestyles and restorative care; • training of university students; and • office use.

Incentives

Landlord will pay for the Tenant's fitout costs, being the costs, charges, fees or expenses incurred by the Landlord in connection with the fitout works required to prepare the Property for the Tenant's occupational requirements.

Fitout Works

Landlord will enter into the building contract (in the form substantially attached to the AFL) to carry out the fitout works in accordance with detailed plans and specifications to be provided by the Tenant.

13.10.9. Bowen Hills Day Surgery, Bowen Hills, Queensland

Document type	Contract of Sale
Contract Date	26 August 2021
Deposit	$1,025,000 payable on the Contract Date
Purchase Price	$20,500,000
Settlement Date	The later of: • the date 14 days after the condition precedent is satisfied or waived; and • 3 November 2021.
Vendor Warranties	The sale contract includes market standard vendor warranties. The special conditions also set out various warranties including, for example, warranties regarding: 1. capacity warranties regarding matters such as the seller's capacity, solvency and ability to complete the contract; and 2. trust warranties.

13. Summary of important documents

13.10.10. Highlands Health Centre, Highland Park, Queensland

Document type	Contract of Sale
Contract Date	13 July 2021
Deposit	$425,000 payable on contract date
Purchase Price	$8,500,000 (plus GST if any)
Settlement Date	11 October 2021 (90 days after contract date)
Vendor Warranties	The sale contract includes market standard vendor warranties. The special conditions also set out various warranties including, for example, warranties regarding: 1. seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 2. trust warranties 3. no unregistered dealings; 4. lease schedule is accurate and correct; 5. no dispute, current arbitration or litigation apart from a dispute which the seller has disclosed to the buyer; 6. no arrears of rent; 7. no deliberate withholding of any information before the contract date that would be material to a reasonable buyer's decision to purchase the property; and 8. responses to requests for information before the due diligence date are accurate and correct in all material respects.

13.10.11. Parkwood Family Practice, Parkwood, Queensland

Document type	Contract of Sale
Contract Date	13 July 2021
Deposit	$370,000 payable on contract date
Purchase Price	$7,400,000 (plus GST if any)
Settlement Date	11 October 2021 (90 days after contract date)
Vendor Warranties	The sale contract includes market standard vendor warranties. The special conditions also set out various warranties including, for example, warranties regarding: 1. seller is registered proprietor of the property, which at settlement will be free and clear of any encumbrances; 2. no unregistered dealings; 3. lease schedule is accurate and correct; 4. no dispute, current arbitration or litigation apart from a dispute which the seller has disclosed to the buyer; 5. no arrears of rent; 6. no deliberate withholding of any information before the contract date that would be material to a reasonable buyer's decision to purchase the property; and 7. responses to requests for information before the due diligence date are accurate and correct in all material respects.

13. Summary of important documents

13.11. Summary of the Debt Facility Agreement

13.11.1. RAM Obligors

The RAM Obligors to the SFA consist of the following entities:

(a) RAM Australia Funds Management Limited (ABN 28 629 968 163; AFSL 514484) as the responsible entity for the RAM Australia Essential Services Property Fund comprising of the Retail Fund and Medical Fund ("Head Trusts");

(b) RAM Essential Services Property FinCo Pty Ltd, a special purpose limited liability company to be incorporated and wholly owned and controlled by the Stapled Entities, acting as the borrower ("Borrower");

(c) Mainstream Funds Services Pty Limited (ACN 118 902 891) ("Custodian");

(d) RAM Property Nominees Pty Ltd (ACN 614 266 018) in its personal capacity and as trustee for nine sub-trusts wholly owned by RARPF;

(e) RAM Medical Property Nominees Pty Ltd (ACN 627 305 579) in its personal capacity and as trustee for nine sub-trusts wholly owned by RAMPF;

(f) RAM Medical Property Mid Nominees Pty Ltd (ACN 637 794 686) in its personal capacity and as trustee for the RAM Australia Property Mid Trust (being a wholly owned sub-trust of the RAMPF; and

The above RAM Obligors other than the Custodian are each also a "Security Provider".

13.11.2. Costs and Expenses

On 24 September 2021, The RAM Obligors entered into the Debt Facility Agreement with Commonwealth Bank of Australia as the agent and lender, with the intention that the Debt Facility may be drawn upon on or after Completion for the Fund.

The Debt Facility is for a term of three years, and provide the Borrower (as defined below) with a loan facility of A$250,000,000 to be used for refinancing existing facilities, acquiring new and approved properties, budgeted capital expenditure or for general working capital / corporate purposes.

Other key terms of the Debt Facility are set out below.

13.11.3. Interest rate

The interest rate is the aggregate of a base rate and a margin.

The base rate is Average Bid Rate determined by reference to the BBSY page quoted on Reuters.

The margin will be 0.725% if the Loan to Value Ratio is less than 40% and 0.825% if the Loan to Value Ratio is 40% or more.

On overdue amounts, a default rate of 2% per annum will be payable over the applicable interest rate.

13.11.4. Line fee

A Line Fee will be payable in advance every three months on the Facility Limit at the rate equivalent to the interest rate margin.

13.11.5. Conditions precedent to Initial Drawdown

Conditions precedents to the initial drawdown are typical for a facility of this nature. These will include but are not limited to:

(a) providing finance and other documents in executed form along with verification certificates and legal opinions;

(b) payment of all fees and expenses;

(c) providing documents relating to existing Security Properties such as valuations and certificates of currency for insurances;

(d) providing documents relating to the initial public offering for the Fund, such as the final offer document and evidence of successful completion; and

(e) establishment of all necessary cash collection accounts.

13.11.6. Conditions precedent to subsequent drawdown

Conditions precedents to subsequent drawdowns are typical for a facility of this nature. These include but are not limited to:

(a) the Loan to Value Ratio (including the proposed advance) being less than 45%; and

(b) there being no event of default, potential event of default or review event.

Additional conditions precedent will be applicable if the drawn funds are to be used for capital expenditure or for acquisitions.

13.11.7. Security requirements

The security package includes but is not limited to:

(a) first ranking real property mortgages over existing properties which have been acquired under the RARPF and RAMPF prior to the date of the Debt Facility Agreement and properties which will be acquired by using the Debt Facility under the Debt Facility Agreement ("Security Properties");

(b) a general security interest in all of the present and after-acquired assets of the Security Providers;

(c) cross guarantees and indemnities to be provided by each Security Provider; and

(d) a financier side deed between, among others, the Security Trustee, asset and investment managers of the trusts.

13.11.8. Representations and warranties

Representations and warranties made by each RAM Obligor are usual for a facility of this nature.

13.11.9. Undertakings

The Borrower, and in certain circumstances the Security Providers and the Custodian, provide both information and general undertakings which are standard for facilities of this nature.

The information undertakings include, but are not limited to, the following:

(a) annual and half yearly consolidated audited accounts accompanied by a compliance certificate and a tenancy schedule in respect of the Security Properties;

(b) documents dispatched by RARP and RAMPF to its shareholders or unitholders;

(c) ASX notices; and

(d) information regarding any litigation, changes in structure, financial condition and other information which may reasonably be required.

The general undertakings include, but are not limited to undertakings pertaining to the core business, financial indebtedness, security interests, disposal of assets, acquisitions, distributions, valuations, Head Trusts ownership, hedging, insurance and regulatory requirements.

The undertakings are subject to commercially agreed allowances including for:

(a) permitted financial indebtedness of $2,000,000 per annum;

(b) permitted disposal of assets of $2,000,000 per annum; and

(c) distributions in line with board approved policy where no event of default, potential event of default or review event would occur as a result of making the distribution.

13.11.10. Financial covenants

A Loan to Value Ratio of 50% and Interest Cover Ratio of 2.00 times will apply.

The financial covenants will be tested half-yearly.

13.11.11. Events of default

Events of default are standard for a facility of this nature, including but not limited to non-payment, Financial Covenant breaches, cross default (with a $2,000,000 materiality threshold), insolvency, misrepresentation, delisting, change of control, non-compliance with obligations under the finance documents and material adverse change.

13.11.12. Review events

Review events include trading suspension of more than 5 consecutive trading days and change or termination of material documents (eg material leases of the Security Providers) with typical and reasonable remedy/replacement regimes.

14. Additional information

14. Additional information

14.1. Child Entities

The Fund's structure involves separate wholly-owned sub-trusts for Properties in the Portfolio. The trustee of each such sub-trust is a special purpose vehicle that is, in each case, an indirectly wholly-owned subsidiary of the RAM Group.

The nature of the business of each of these sub-trusts is to act as asset level holdings trusts for Properties in the Portfolio.

14.2. Foreign Selling Restrictions

As at the date of this PDS, no action has been taken to register or qualify the Securities or the Offer or to otherwise permit a public offering of the Securities outside Australia or New Zealand.

The distribution of this PDS (including an electronic copy) outside Australia or New Zealand may be restricted by law. If you come into possession of this PDS outside Australia or New Zealand, then you should seek advice on, and observe, any such restrictions. Any failure to comply with such restrictions may violate securities laws. This PDS does not constitute an Offer or invitation in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an Offer or invitation.

The Securities may be offered in a jurisdiction outside Australia or New Zealand where such offer is made in accordance with the laws of that jurisdiction.

Each person submitting an Application Form will be deemed to have acknowledged that it is aware of the restrictions referred to in this Section 14.2 and to have represented and warranted that it is able to apply for and acquire the Securities in compliance with those restrictions.

Hong Kong

WARNING: This document has not been, and will not be, authorized by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorize this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any of the contents of this document, you should obtain independent professional advice.

Singapore

This document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the Securities and Futures Act, Chapter 289 of Singapore (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. The offer or intended offer of Securities does not relate to a collective investment scheme which is authorised under section 286 of the Act or recognised under section 287 of the SFA.

This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Securities to be issued from time to time may not be circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to any persons in Singapore other than (i) to an institutional investor (as defined in Section 4A of the Securities and Futures Act (Chapter 289) of Singapore, as modified or amended from time to time (the "SFA")) pursuant to Section 274 of the SFA, (ii) to a relevant person (as defined in Section 275(2) of the SFA) pursuant to Section 275(1) of the SFA, or any person pursuant to

Section 275(1A) of the SFA, and in accordance with the conditions specified in Section 275 of the SFA and (where applicable) Regulation 3 of the Securities and Futures (Classes of Investors) Regulations 2018 of Singapore or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Securities are subscribed or purchased in reliance of an exemption under Section 274 or 275 of the SFA, the Securities shall not be sold within the period of six (6) months from the date of the initial acquisition of the Securities, except to any of the following persons:

(i) an institutional investor (as defined in Section 4A of the SFA);

(ii) a relevant person (as defined in Section 275(2) of the SFA); or

(iii) any person pursuant to an offer referred to in Section 275(1A) of the SFA,

unless expressly specified otherwise in Section 276(7) of the SFA or Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

Where the Securities are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(a) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or

(b) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities or securities-based derivatives contracts (each term as defined in Section 2(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six (6) months after that corporation or that trust has acquired the Securities pursuant to an offer made under Section 275 of the SFA except:

(1) to an institutional investor or to a relevant person as defined in Section 275(2) of the SFA, or (in the case of such corporation) where the transfer arises from an offer referred to in Section 276(3)(i)(B) of the SFA or (in the case of such trust) where the transfer arises from an offer referred to in Section 276(4)(i)(B) of the SFA;

(2) where no consideration is or will be given for the transfer;

(3) where the transfer is by operation of law;

(4) as specified in Section 276(7) of the SFA; or

as specified in Regulation 37A of the Securities and Futures (Offers of Investments) (Securities and Securities-based Derivatives Contracts) Regulations 2018 of Singapore.

This document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Securities may not be circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA. This document has been given to you on the basis that you are an (i) "institutional investor" (as defined under the SFA) or (ii) an "accredited investor" (as defined under the SFA). In the event that you are not an "institutional investor" or "accredited investor", please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Switzerland

The offering of the Securities in Switzerland is exempt from requirement to prepare and publish a prospectus under the Swiss Financial Services Act ("FinSA") because such offering is made to professional clients within the meaning of the FinSA only, except to professional clients which qualify as such as a result of their election not to be treated as private clients, but as professional clients, and the Securities will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus or a similar communication pursuant to the FinSA, and no such prospectus has been or will be prepared for or in connection with the offering of the Securities.

14. Additional information

Neither this document nor any other offering or marketing material relating to the offering, the Responsible Entity or Securities have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Securities will not be supervised by, the Swiss Financial Market Supervisory Authority ("FINMA") or any Licensed Review Body according to the FinSA. The offering has not been and will not be authorized under the Swiss Federal Act on Collective Investment Schemes ("CISA") or under the FinSA. Accordingly, the investor protection afforded to acquirers of interests in collective investment schemes under the CISA does not extend to acquirers of the Securities.

14.3. ASX Waivers and Confirmations

In order to conduct the Offer, the Responsible Entity has sought, and been granted, certain in principle waivers and confirmations of the Listing Rules by ASX, including:

- confirmation under Listing Rule 1.1 (condition 2) that the Stapled Entity's Constitutions are not inconsistent with the Listing Rules;
- a waiver from the requirement under Listing Rule 1.1 (condition 8) for each Stapled Entity individually have the minimum number of holders of securities with a value of at least $2,000 on condition that there is the minimum number of holders of Securities in the Fund with a value of at least $2,000;
- a waiver from the requirement under Listing Rule 1.1 (condition 9) so that each Stapled Entity is not required to separately satisfy the assets test in Listing Rule 1.3, on condition that the Stapled Entity together meet the criteria under the assets test;
- confirmation that accounts for the last two financial years in relation to the Additional Properties are not required for the purpose of Listing Rule 1.3.5(c);
- confirmation that the Fund will not be required to provide accounts for a period longer than what is expected under Listing Rules 1.3.5(a), 1.3.5(b) and 1.3.5(d);
- a waiver from Listing Rule 2.1 (condition 2) so that each Stapled Entity is not required to separately satisfy the requirement that the issue price of their securities be above 20 cents on condition that the Stapled Securities together have an issue price of at least 20 cents;
- a confirmation under Listing Rule 3.1 that disclosure by the Responsible Entity on behalf of one entity with the Fund on behalf of the other entity within the Fund on a matter for the purposes of Listing Rule 3.1 satisfies the obligations for each entity within the Fund as required by Listing Rule 3.1;
- a confirmation that the Fund will not be required to lodge a preliminary final report on the basis that the Fund was not in existence on 30 June 2021 for the purposes of Listing Rules 4.3A and 4.3B;
- confirmation that the Fund will be required to provide annual reports for each Stapled Entity for the purposes of Listing Rule 4.5.1;
- a waiver from Listing Rule 6.24 in respect of clause 1 of Appendix 6A to the extent necessary that the rate of a distribution need not be advised to ASX when the distribution record date attaching to that distribution is announced, on condition that an estimated distribution rate is advised to ASX at the time of the announcement and the actual rate is advised to ASX as soon as it becomes known;
- a waiver from Listing Rules 7.1 and 10.11 to the extent necessary to permit the Fund to issue Securities to the Responsible Entity and the Managers in satisfaction of payment of any management or performance or expenses fees payable under the Constitutions and the Investment Management Agreement, without obtaining securityholder approval, subject to the following conditions:
  - the Fund makes full disclosure to any person who may subscribe for Securities under the PDS of the provisions which provide for the periodic issue of Securities in lieu of payment of any management and/or performance fees or expenses payable to the Responsible Entity or the Managers (the "Provisions");
  - a completed Appendix 3B is lodged for release to the market for each issue of Securities pursuant to the Provisions;
  - the Securities are issued in accordance with the Provisions;
  - details of the Securities issued in lieu of management or performance fees or expenses are disclosed in the Fund's annual report each year in which Securities are issued; and
  - securityholder approval is sought every third year for the issue of Securities in lieu of any management or performance or expenses fees payable under the Constitutions and the Investment Management Agreement;

- a waiver from Listing Rule 8.10 to permit the Responsible Entity to refuse to register a transfer of a Security in a Stapled Entity if it is not accompanied by a transfer of a Security in the other Stapled Entity;
- a confirmation that the restrictions in clauses 1, 2, 3, 4, 6, 7, 8 and 9 of Appendix 9B of the Listing Rules will not apply to the Fund for the purposes of Listing Rule 9.2; and
- confirmation that Listing Rule 15.16 does not apply to the management agreements entered into for the Stapled Entities.

14.4. ASIC Relief

The Responsible Entity has also sought, and been granted, the following relief and modifications from ASIC:

- customary stapling relief modifying Part 5C.7 of the Corporations Act to allow the Fund to be treated as a single stapled economic entity;
- modification of sections 601FC(1)(c), 601FC(1)(e), 601FD(1)(c) to 601FD(1)(e), 601FE(1)(a), and 601FE(1)(b) to allow the Responsible Entity and its officers to consider the interests of Securityholders as holders of Securities, not just in their capacity as holders of Securities in each Stapled Entity;
- modification of section 601LC to allow the Responsible Entity to give financial benefits out of property of the Stapled Entity to the Responsible Entity and Managers; and
- modification of section 1012D(3) to allow the Responsible Entity to apply dividends and distributions made to their respective members who are participants in a distribution reinvestment plan to acquire Securities.

The Responsible Entity has also sought, and obtained, confirmation from ASIC that the reviewed financial statements provided in this PDS are sufficient for the purpose of section 1013E of the Corporations Act.

14.5. Interests of the Responsible Entity Directors

Other than as set out in this PDS, no Director or proposed Director of the Responsible Entity holds, or held at any time during the last two years, any interest in:

- the formation or promotion of the Fund; or
- Property acquired or proposed to be acquired by the Fund in connection with either of their formation or promotion with the Offer and no person had paid or agreed to pay, or given or agreed to give, any benefit to Director or proposed Director of the Responsible Entity to induce them to become, or to qualify as, a Director of the Responsible Entity; or
- for services provided by a Director or proposed Director of the Responsible Entity in connection with either the formation or promotion of the Fund or with the Offer.

14.6. Interests of Experts and Advisers

Other than as set out in this PDS, no person named in this PDS as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this PDS and no promoter of the Fund or Joint Lead Managers of the Offer or financial services licensee named in this PDS as a financial services licensee involved in the Offer, holds at the date of this PDS, or has held in the two years prior to that date, an interest in the formation or promotion of the Fund, any property acquired or proposed to be acquired by the Fund in connection with its formation or promotion or the Offer; nor has anyone paid or agreed to pay any amount, or given or agreed to give any benefit, to such persons for services provided in connection with the formation or promotion of the Fund or the Offer.

14. Additional information

14.7. Consents to be Named and Lodgement of PDS

The persons listed in the table below have given and have not, before the lodgement of this PDS with ASIC, withdrawn their written consent to:

(a) be named in this PDS in the form and context in which they are named;

(b) the inclusion of their respective reports or statements noted next to their names and the references to those reports or statements in the form and context in which they are included in this PDS; and

(c) the inclusion of other statements in this PDS which are based on or referable to statements made in those reports or statements, or which are based on or referable to other statements made by those persons in the form and context in which they are included:

Name of person	Named as	Reports or statements
Credit Suisse	Financial Adviser, Joint Lead Manager and Underwriter	Not applicable
UBS	Financial Adviser, Joint Lead Manager and Underwriter	Not applicable
Ord Minnett	Joint Lead Manager	Not applicable
E&P Corporate Advisory	Joint Lead Manager	Not applicable
JBWere Limited	Co-Manager	Not applicable
Crestone Wealth Management Limited	Co-Manager	Not applicable
PKF Corporate Finance (NSW) Pty Limited	Investigating Accountant	Investigating Accountant's Report in Section 9
PKF (NS) Audit & Assurance Limited	Auditor	Not applicable
Baker McKenzie	Legal Advisor	Not applicable
Baker McKenzie	Taxation Advisor	Taxation Implications in Section 11
Urbis	Author of Independent Market Report	Independent Market Report in Section 4
Jones Lang LaSalle Advisory Services Pty Ltd	Valuer	Valuation Report of Properties in Section 10
CBRE Valuations Pty Limited	Valuer	Valuation Report of Properties in Section 10
m3property Australia Pty Ltd	Valuer	Valuation Report of Properties in Section 10
Mainstream	Custodian	Not applicable
Link Market Services	Registry	Not applicable

Each Director has given and has not, before lodgement of this PDS with ASIC, withdrawn his or her consent to be named in this PDS as a Director in the form and context in which they are named and for the statements made by and on behalf of him or her to be included in this PDS.

None of the persons referred to above has made any statement that is included in this PDS or any statement on which this PDS is based, other than any statement or report included in this PDS with the consent of that person as specified above.

Each of the persons referred to above:

(a) has not authorised or caused the issue of this PDS, and makes no representation or warranty, express or implied, as to the fairness, accuracy or completeness of the information contained in this PDS; and

(b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this PDS other than references to its name or a statement or report included in this PDS with the consent of that person as specified above.

14.8. Directors' consent to lodgement

Each Director of the Responsible Entity as at the date of this PDS has consented to the lodgement of this PDS with ASIC.

14.9. Litigation

Neither the Responsible Entity nor the Fund is a party to any current litigation material to the financial standing of the Responsible Entity or the Fund and the Directors have no knowledge of any such potential litigation.

14.10. Environment, ethical and social considerations

RAM Group is committed to integrating the labour standards, environmental, social or ethical considerations set out in Section 5.3 into the Fund's operations and investment strategies when making investment decisions.

14.11. Exercise of Pricing Discretions

The Responsible Entity has elected that ASIC Class Order CO 13/655 will apply to pricing of Securities in the Fund. The Offer Price has been calculated in accordance with the Constitution of the Fund as a fixed price equal to the Issue Price in the PDS. Details of any discretion which will be applied to the pricing of Securities following listing is accessible on the Fund's website (www.ramgroup.com/investment-offering/ram-essential-services-property-fund) free of charge.

14.12. Target Market Determination

A target market determination has been prepared for the Securities investments as required under section 994B of the Corporations Act. It is available for download at www.ramgroup.com/investment-offering/ram-essential-services-property-fund. It outlines the class of consumers for which the Securities investments has been designed and the criteria for their eligibility having regard to the target market's objectives, financial situation and needs. It forms part of RAM Group's design and distribution arrangements for Securities investments.

14.13. Privacy and personal information

The Application Form requires you to provide information that may be personal information for the purposes of the *Privacy Act 1988* (Cth) (as amended) ("**Privacy Act**"). The Responsible Entity as the responsible entity of the Fund (and the Registry on its behalf) collects, holds and uses that personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and to administer the Fund. The Corporations Act requires certain particulars of Securityholders to be collected and maintained in a public register.

Access to information may also be provided to other Fund entities and to the Responsible Entity's agents and service providers, in circumstances including:

- the Joint Lead Managers, in order to assess your Application and for ongoing administration;
- the Registry, to deal with your holding and organise mail-outs and other essential services;
- printers and mail companies, to prepare and distribute statements and reports to you;
- professional advisers, in relation to specific or general questions of the Responsible Entity, the Fund, or in response to enquiries or disputes;
- market research and support companies of the Fund, for product development and planning, as well as analysing the Securityholder base of the Fund; and
- service companies (such as those which may provide the services of management or a Director, or the Compliance Officer), in respect of any relevant matter relating to the Responsible Entity or the Fund, may process your information, provide services that you request, and inform you about products and services (including future offers of securities) for the Fund or other subsidiaries of the Fund,

on the basis that they deal with such information in accordance with the Fund's privacy policy and otherwise as required by law. If you do not provide the information requested of you in the Application Form, the Responsible Entity, the Joint Lead Managers and Registry may not be able to process, deal with, or otherwise accept your Application for Securities appropriately. Those entities may not be able to administer your Securityholding going forward and/or send information about the Fund or other managed investment schemes or services of Group, including any future offers of securities.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Responsible Entity. You can request access to your personal information by telephoning or writing to the Registry.

14.14. Application Form

Returning a completed Application Form will be taken to constitute a representation by the Applicant that they:

- have received a printed or electronic copy of the PDS (and any supplementary or replacement document) accompanying the Application Form and have read them all in full;
- agree that their Application is completed and lodged in accordance with this PDS and subject to the declarations and statements on the Application Form;
- declare and confirm that all details and statements in the Application Form are complete and accurate;
- declare and confirm that their signature (particularly where a corporate or trust/trustee) is valid and binding on them;
- acknowledge that once the Application Form is returned it may not be withdrawn;
- agree to being issued the number of Securities referable to the value they apply for (or a lower number issued in accordance with this PDS);
- if natural persons, are at least 18 years old and do not suffer from any legal disability preventing them from applying for Securities; and
- authorise the Responsible Entity and the Joint Lead Managers and their respective officers or agents, to do anything on their behalf necessary for Securities to be issued to them, including to act on instructions received by the Registry using the contact details in the Application Form.

14.15. Cooling-off Period

Cooling-off rights do not apply to an investment in Securities pursuant to this Offer. This means that, in most circumstances, Applicants cannot withdraw their Application once it has been accepted.

14.16. Access to information

The Responsible Entity will provide regular communication to Securityholders, including publication of:

- the Fund's half-yearly reports which provides an update on the investments held, operation of the Fund and performance for the period;
- the Fund's annual report including audited financial statements for each financial year ending 30 June;
- half-yearly Distribution statements;
- annual taxation statements; and
- any periodic reports or continuous disclosure notices given by the Fund in accordance with the Corporations Act or ASX Listing Rules.

This information will be accessible on the Fund's website www.ramgroup.com/investment-offering/ram-essential-services-property-fund.

The Responsible Entity, as a disclosing entity, will be subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Stapled Entities may be obtained from, or inspected at, an ASIC office (or may be available through the Fund's website), and will also be lodged with ASX as required, and available through the ASX website.

You also have the right to obtain a copy of each annual report, half-yearly report and any periodic reports or continuous disclosure notices from the Fund free of charge.

As at the date of this PDS, the Fund has not lodged with ASIC any annual report or half-year report and has not given any periodic reports or continuous disclosure notices to ASX.

14.17. Anti-Money Laundering/Counter-Terrorism Financing Act 2006

The Responsible Entity (and the Registry on its behalf) may be required to collect certain customer identification information and verify that information in compliance with the *Anti-Money Laundering/Counter-Terrorism Financing Act 2006* (Cth) (the "AML/CTF Act") and AML/CTF Rules before it can issue Securities to Applicants.

Customer identification information may include detailed know your customer ("KYC") information in relation to the Applicant such as, for an individual Applicant, name, address, and date of birth and for an Applicant that is a business entity, details of directors and beneficial owners, and where the Applicant is a trustee, details of the trust and beneficiaries. The Responsible Entity may require further KYC information such as information concerning business activities, structure and source of funds of Applicants and from time to time may require an Applicant to provide updated or additional information.

The Responsible Entity may refuse to accept an application or decline to issue Securities to an Applicant until it has satisfactorily concluded a customer identification procedure in relation to the Applicant.

The Responsible Entity may delay or refuse any request or transaction, including by suspending the issue or redemption of Securities in the Fund, if the Responsible Entity is concerned that the request or transaction may cause the Responsible Entity to contravene the AML/CTF Act. The Responsible Entity will incur no liability to the Applicant if it does so.

14.18. Copies of documents

The following documents are available for inspection at the offices of the Responsible Entity between 9:00 am and 5:00 pm (AEST) on Business Days in Sydney, New South Wales. Alternatively, a copy of the following documents may be requested (to be provided free of charge) by contacting the Responsible Entity (refer to Section 14.19):

- the Constitutions;
- Compliance Plans; and
- the Fund's policy regarding the exercise of discretions under the Constitutions which affect Security price calculations, valuation policy, and other matters.

14.19. Complaints

If you have a complaint about the Fund or the Responsible Entity in connection with your investment in the Fund you can write to the Compliance Officer at:

RAM Property Funds Management Ltd
Suite 32.02, Level 32, 264 George Street
Sydney NSW 2000
Australia

The Compliance Officer will acknowledge your complaint within one business day or as soon as practicable, and will investigate it and report back to you as soon as practicable, and in any event, within 30 days.

If you are dissatisfied with the response or the complaint is not resolved within 30 days, you may raise the matter directly with the Australian Financial Complaints Authority ("AFCA"). AFCA's contact details are:

Australian Financial Complaints Authority Limited

GPO Box 3
Melbourne VIC 3001
Telephone: 1800 931 678
Email: info@afca.org.au
Website: www.afca.org.au

If you are seeking investment advice you should contact your financial adviser.

15. Glossary

15. Glossary

Defined term	Meaning
$ or $A	Australian dollars.
AAS or Australian Accounting Standards	The Australian Accounting Standards and other authoritative announcements issued by the AASB.
AASB	Australian Accounting Standards Board.
ABN	Australian Business Number.
Acquisition Fee	The acquisition fee that the Investment Manager is entitled to under the Investment Management Agreement.
Additional Properties	Collectively refers to the 11 properties that will settle post Allotment date and will therefore form part of the Portfolio post Completion of the Offer.
AFSL	Australian Financial Services Licence.
Allotment	The allotment of Securities following acceptance of an Application.
Allotment Date	The date on which Allotment occurs, expected to be 22 October 2021.
Applicant	A person who submits a valid Application Form pursuant to this PDS.
Application	An application for Securities under the Offer as described in this PDS.
Application Form	The relevant form attached to, or accompanying this PDS pursuant to which Applicants apply for Securities.
Application Monies	The money paid by an Applicant in respect of being transferred Securities under this PDS.
ARSN	Australian Registered Scheme Number.
ASIC	Australian Securities and Investments Commission.
Assets	In respect of a Stapled Entity, has the same meaning given to that term in the relevant Constitution.
ASX	Australian Securities Exchange.
ASX Recommendations	ASX Corporate Governance Principles and Recommendations as amended from time to time.
ATO	The Australian Taxation Office.
Attribution Managed Investment Trust	A managed investment trust that applies the attribution rules in Division 276 of the Income Tax Assessment Act 1936.
Auditor	The auditor of the Fund from time to time, being at the date of this PDS, PKF Australia.
Australasia	Australia and New Zealand
Board	The board of Directors of the Responsible Entity.
Broker	A broker appointed by the Joint Lead Managers to act as a participating broker to the Offer.
Broker Firm Offer	The broker firm offer set out in Section 8.13 of this PDS.
Broker Firm Offer Closing Date	The date on which the Broker Firm Offer will close, expected to be 15 October 2021.
Broker Firm Offer Opening Date	The date on which the Broker Firm Offer will open, expected to be 8 October 2021.
Capitalisation Rate	The return of a property or portfolio of properties calculated by dividing the market level of Net Operating Income of that property or portfolio by the assessed Independent Valuation of that property or portfolio.
CBD	Central business district.
CHESS	Clearing House Electronic Subregister System, operated under the Corporations Act.
Completion	The Offer Completion.
Constitution or Constitutions	The constitution of each of the Stapled Entities.
Corporations Act	*Corporations Act 2001 (Cth).*

15. Glossary

Defined term	Meaning
CPI	The All Groups Consumer Price Index, as issued by the Australian Bureau of Statistics as a general indicator of the rate of change in prices paid for consumer goods and services.
Credit Suisse	Credit Suisse (Australia) Limited (ABN 94 007 016 300)
Custodian	Mainstream Fund Services Pty Limited (ACN 118 902 891)
DDS	Discount department store.
Debt Facility	The debt facility described in Section 2.6.1 of this PDS.
Debt Facility Agreement	The agreement entered into by the Stapled Entities in relation to the Debt Facility.
Development Management Fee	The property development management fees that the Property Manager is entitled to receive under the Property Management Agreement.
Director	The directors of the Responsible Entity.
Distributions	The amount payable to Securityholders at the discretion of the Directors in accordance with the Constitution.
Distribution Yield	The rate of return derived by dividing the Distribution per Security by the Offer Price.
E&P Corporate Advisory	E&P Corporate Advisory Pty Limited (ABN 21 137 980 520 23)
Eligible US Fund Manager	A dealer or other professional fiduciary organised or incorporated in the United States acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US Persons for which it has, and is exercising, investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.
Existing Securityholders	Refers to existing securityholders in RARPF and RAMPF.
Externally Managed Trust	Has the meaning given to it in Listing Rule 19.12.
Facility Agreement	The facility agreement in relation to the Debt Facility summarised in Section 2.6 of this PDS.
FFO	Funds From Operations
FFO Yield	The rate of return derived by dividing the Funds From Operations per Security by the Offer Price.
Financial Information	Refers to the Pro Forma Consolidated Balance Sheet and the Forecast Financial Information.
Financial Year	The 12 months ending 30 June.
Forecast Distribution Statements	The forecast distribution statements for the period from Allotment to 30 June 2022 as set out in Section 6 of this PDS.
Forecast Financial Information	Financial information prepared by the Responsible Entity which includes a pro forma forecast income statement presented to statutory profit for the financial year ending 30 June 2022, pro forma forecast Funds From Operations reconciled to statutory earnings for the financial year ending 30 June 2022, pro forma forecast Distributions for the financial year ending 30 June 2022 and key forecast ratios including Distribution per Security for the financial year ending 30 June 2022 each as set out in Section 6.
Forecast Period	The period from Allotment to 30 June 2022.
FPO	Financial Services and Markets Act 2000 (Financial Promotions) Order 2005.
FSMA	Financial Services and Markets Act 2000.
Fund	RAM Essential Services Property Fund
Future Acquisitions	Additional properties that may be acquired by the Fund over time.
FY22	Twelve months ending 30 June 2022.

Defined term	Meaning
GAV	Gross asset value, being the gross value of any direct or indirect interest in real estate assets or other assets or investments of the Fund without deducting any liabilities of the Responsible Entity, the Custodian, any Stapled Entity or entity in which a Stapled Entity has an ownership interest or trustee or responsible entity of one of them, such as debt funding and if a Stapled Entity or any sub-trust or Custodian has entered into an arrangement pursuant to which it receives substantially the same economic return as if it held an interest in a real estate asset, the value of that arrangement will be the value of the interest in the real estate asset underlying the economic interest represented by that arrangement.
Gearing	Calculated as the ratio of net drawn debt (excluding unamortised debt establishment costs) to total tangible assets less cash, based on the Pro Forma Consolidated Statement of Financial Position (as set out in Section 6.4).
GLA or Gross Lettable Area	Total lettable floor area including common areas, in square metres.
GST	Goods and Services Tax.
IASB	International Accounting Standards Board.
IFRS	International Financial Reporting Standards.
Independent Valuations	The valuations by the Independent Valuers as set out in the valuation reports.
Independent Valuer(s)	Individually and collectively as the context requires: • Jones Lang LaSalle Advisory Services Pty Ltd • CBRE Valuations Pty Limited • m3property Australia Pty Ltd
Institutional Investor	A person to whom offers and issues of Securities may lawfully be made without the need for disclosure under Part 7.9 of the *Corporations Act 2001* (Cth) or without any other lodgement, registration or approval with or by a Government agency.
Institutional Offer	The offer under the PDS to certain Institutional Investors to apply for Securities; provided that if such person is in the United States, it is only an Institutional Investor if it is an Eligible US Fund Manager.
Interest Cover Ratio	In respect of any 12-month period, the ratio of EBIT divided by the interest expense of the Group of any joint venture.
Investment Manager	Refers to RAM Property Investment Management Pty Ltd.
Investment Management Fee	The Investment management fee that the Investment Manager is entitled to receive under the Investment Management Agreement.
Investigating Accountant	PKF Australia.
Investigating Accountant's Report	The Investigating Accountant's Report prepared by PKF Australia as set out in Section 9 of this PDS.
Investor	A registered holder of Securities in the Fund.
Joint Lead Managers	Refers collectively to UBS AG, Australia Branch (ABN 47 088 129 613), Credit Suisse (Australia) Limited (ABN 94 007 016 300), Ord Minnett Limited (ABN 86 002 733 048) and E&P Corporate Advisory Pty Limited (ABN 21 137 980 520 23)
Leasing Fees	The Property Manager is entitled to receive leasing fees for provision of leasing services in relation to the Properties (as agreed between the Responsible Entity and the Property Manager) including for new tenant and renewals of existing tenants.
Listing	Official quotation of the Securities on ASX and commencement of deferred settlement trading of the Securities on ASX.

15. Glossary

Defined term	Meaning
Listing Rules	The official Listing Rules of the ASX from time to time as modified by an express written confirmation, waiver or exemption given by ASX.
Managers	Refers collectively to the Investment Manager (RAM Property Investment Management Pty Ltd) and Property Manager (RAM Property Asset Management Pty Ltd)
MAT	Moving annual turnover.
Net Operating Income	The sum of rent payable by a tenant to the Fund under the terms of their lease less any direct property expenses and outgoings payable by the Fund.
NLA or Net Lettable Area	Total lettable floor area less common areas, in square metres.
NTA or Net Tangible Assets	Equity minus intangible assets, adjusted for any minority interests.
Occupancy	The proportion of total commercial premises area that is subject to a tenancy agreement for a property or portfolio as at 31 August 2021.
Offer	The initial public offer to issue Securities under (and as contemplated by) this PDS.
Offer Completion	The allotment of Securities to the successful Applicants under this PDS.
Offer Period	The period between the Opening Date 8 October 2021 and the applicable Closing Date, being 15 October 2021 for the Broker Firm Offer.
Offer Price	Fixed price of $1.00 per Security.
Official List	The official list of entities that the ASX has admitted and not removed from listing.
Ord Minnett	Ord Minnett Limited (ABN 86 002 733 048)
PCA FFO or Property Council of Australia Funds from Operations	Property Council FFO is the organisation's underlying and recurring earnings from its operations. This is determined by adjusting statutory net profit (under AIFRS) for certain non-cash and other items. PCA FFO has been determined based on guidelines established by the Property Council of Australia and is intended as a supplementary measure of operating performance.
PDS or Product Disclosure Statement	This document, being a replacement product disclosure statement for the purposes of Part 7.9 of the *Corporations Act 2001* (Cth) including the electronic form of this document and any supplementary or replacement PDS.
PDS Date	The date of the PDS, being 13 October 2021 the date that the PDS was lodged with ASIC.
PDS Lodgement	The lodgement of this PDS with ASIC.
Portfolio	All of the Fund's property assets or interests in property assets from time to time.
Pro Forma Consolidated Statement of Financial Position	The pro forma consolidated statement of financial position set out in Section 6 of this PDS.
Pro Forma Forecast Consolidated Income Statements	The pro forma forecast income statements for the period ending 30 June 2022, as set out in Section 6 of this PDS.
Pro Forma Forecast Consolidated Distribution Statements	The pro forma consolidated distribution statements set out in Section 6 of this PDS.
Property	An asset which forms part of the Portfolio from time to time.
Property Management Agreement	The property management agreement between the Responsible Entity and the Property Manager as summarised in Section 13.6.
Property Manager	Refers to RAM Property Asset Management Pty Ltd
Property Management Fee	The property management fee that the Property Manager is entitled to receive under the Property Management Agreement.

Defined term	Meaning
Public Offer	The Broker Firm Offer and the Institutional Offer.
RAM Group	Refers to Real Asset Management Group, including RAM Australia Group Pty Limited (ACN 618 847 626) and, as the context requires, its wholly owned subsidiaries including but not limited to the Responsible Entity, the Investment Manager and the Property Manager.
Register	The registers of the Stapled Entities.
Registry	Link Market Services Limited (ABN 54 083 214 537)
Relevant Interest	Has the meaning given to it in section 608 of the Corporations Act.
Responsible Entity	RAM Property Funds Management Ltd, Australian Financial Services Licence Number 514484).
Retail Investor	A person who is a resident of Australia and New Zealand and is not otherwise treated as an Institutional Investor.
Security or Stapled Security	A stapled security in RAM Essential Services Property Fund each comprising one fully paid ordinary Unit in RAM Australia Retail Property Fund stapled to one fully paid ordinary Unit in RAM Australia Medical Property Fund which are Stapled together as described in Section 13.3.
Securityholder or Stapled Securityholder	A registered holder of a Stapled Security.
Settlement	The settlement in respect of the Securities the subject of the Offer under the Underwriting Agreement.
SFA	Securities and Futures Act.
Sophisticated Investor	An Australian resident investor who is a wholesale client within the meaning of section 761G of the Corporations Act.
sqm	Square metres.
Stapling Deed	Has the meaning given to it in Section 13.3.
Stapled Entity or Stapled Entities	Stapled Entity and Stapled Entities refer to each of RAM Australia Retail Property Fund (RARPF) and RAM Australia Medical Property Fund (RAMPF) collectively and each of them separately as the context requires.
Stapled/Stapling	The linking together of securities so that one security may not be issued, transferred or otherwise dealt with without a corresponding and simultaneous issue, transfer or dealing of the other securities and which securities are quoted on the ASX jointly as a "Stapled Security" or such other terms as the ASX permits.
Statutory Forecast Consolidated Income Statements	The statutory forecast consolidated income statements set out in Section 6.3.3 of this PDS.
Sydney time	Time observed in Sydney, Australia.
UBS	UBS AG, Australia Branch (ABN 47 088 129 613).
US Person	Has the meaning given to that term in Rule 902(k) under the US Securities Act.
US Securities Act	The U.S. Securities Act of 1933, as amended.
Underwriters	Refers collectively to UBS AG, Australia Branch (ABN 47 088 129 613) and Credit Suisse (Australia) Limited (ABN 94 007 016 300)
Underwriting Agreement	The Underwriting Agreement between the Responsible Entity, UBS and Credit Suisse, as described in Section 13.10.
Unit or Units	Refers to existing units in a Stapled Entity or Stapled Entities collectively and each of them separately as the context requires.
Valuation Date	The dates on which independent valuations for the Properties within the Portfolio are relevant.

15. Glossary

Defined term	Meaning
WACR or Weighted Average Capitalisation Rate	The average capitalisation rate across the Portfolio or group of properties, weighted by value.
WALE or Weighted Average Lease Expiry	The average lease term remaining to expiry across the Portfolio for a property or group of properties, weighted by gross passing income.
WARR or Weighted Average Rent Review	The average rent review across the Portfolio for a property or group of properties, weighted by gross passing income.

Corporate directory

Responsible Entity's registered office

RAM Property Funds Management Ltd
Suite 32.02
Level 32, 264 George Street
Sydney NSW 2000

Joint Lead Managers

UBS AG, Australia Branch
Level 16, Chifley Tower
2 Chifley Square
Sydney NSW 2000

Credit Suisse (Australia) Limited
1 Macquarie Place
Sydney NSW 2000

Ord Minnett Limited
Level 8, 255 George Street
Sydney NSW 2000

E&P Corporate Advisory Pty Limited
Level 32, 1 O'Connell Street
Sydney NSW 2000

Co-Managers

JBWere Limited
Level 42, Governor Phillip Tower
1 Farrer Pl
Sydney NSW 2000

Crestone Wealth Management Limited
Level 32, Chifley Tower
2 Chifley Square
Sydney NSW 2000

Legal Adviser

Baker & Mckenzie
Tower One - International Towers Sydney
Level 46, 100 Barangaroo Avenue
Sydney NSW 2000

Financial Adviser

PKF
Level 8, 1 O'Connell Street
Sydney NSW 2000

Share Registry

Link Market Services Limited
Level 12, 680 George Street
Sydney NSW 2000

Offer Information Line

Between 8:30am and 5:30pm (Sydney time)
Toll free within Australia
+61 1800 134 068

Offer website

https://ramgroup.com/investment-offering/ram-essential-services-property-fund

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RAM™ REAL ASSETS REAL RETURNS

RAM ESSENTIAL SERVICES PROPERTY FUND

Broker Code

Adviser Code

Broker Firm Offer Application Form

This is an Application Form for Securities in RAM Essential Services Property Fund under the Broker Firm Offer on the terms set out in the replacement PDS dated 13 October 2021 (PDS). You may apply for a minimum of $2,000 and in increments of at least $500 thereafter. This Application Form and your cheque or bank draft must be received by your Broker by the deadline set out in their offer to you.

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

A Securities applied for ___ , ___ , ___ at Price per Security **A$1.00** **B** Application Monies **A$** ___ , ___ , ___ . ___

(minimum $2,000, thereafter in multiples of $500])

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

C Applicant #1

Surname/Company Name

Title First Name Middle Name

Joint Applicant #2

Surname

Title First Name Middle Name

Designated account e.g. <Super Fund> (or Joint Applicant #3)

D TFN/ABN/Exemption Code

First Applicant Joint Applicant #2 Joint Applicant #3

TFN/ABN type – if NOT an individual, please mark the appropriate box ☐ Company ☐ Partnership ☐ Trust ☐ Super Fund

E **PLEASE COMPLETE ADDRESS DETAILS**

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

Unit Number/Level Street Number Street Name

Suburb/City or Town State Postcode

Email address (only for purpose of electronic communication of Securityholder information)

F CHESS HIN

X

If you have a Broker Sponsored account and would like your securities to be allocated to this account, it is important that you enter your HIN at this step. Failure to do so will result in your securities being allocated to a new Issuer Sponsored account. You will not be able to change this until after the stock exchange listing takes place and you will need to request your broker to do this for you.

G Telephone Number where you can be contacted during Business Hours ( ) Contact Name (PRINT)

Cheques or bank drafts should be drawn up according to the instructions given by your Broker.

H Cheque or Bank Draft Number BSB - Account Number

Total Amount **A$** ___ , ___ , ___ . ___

LODGEMENT INSTRUCTIONS

The Broker Firm Offer closes at 5.00pm (Sydney time) on 15 October 2021, unless varied in accordance with the Corporations Act and ASX Listing Rules. You must return your application so it is received by your Broker by the deadline set out in their offer to you.

REP BRO001

Your Guide to the Application Form

The Securities to which this Application Form relates are RAM Essential Services Property Fund ("REP") stapled securities, each comprising one fully paid ordinary unit in RAM Australia Retail Property Fund (ARSN 634 136 682) ("RARPF") stapled to one fully paid ordinary unit in RAM Australia Medical Property Fund (ARSN 645 964 601) ("RAMPF"). Further details about the Securities are contained in the PDS dated 13 October 2021 issued by RAM Property Funds Management Ltd (ABN 28 629 968 163; AFSL 514484) ("Responsible Entity") as responsible entity of RARPF and RAMPF, each a stapled entity and together REP. While the PDS is current, RAM Essential Services Property Fund will send paper copies of the PDS, any supplementary document and the Application Form, free of charge on request.

The Australian Securities and Investments Commission requires that a person who provides access to an electronic application form must provide access, by the same means and at the same time, to the relevant PDS. This Application Form is included in the PDS.

The PDS contains important information about investing in the Securities as well as important information relation to the collection, use and disclosure of all personal information that you provide to REP. You should read the PDS before applying for Securities.

DECLARATION

By submitting this Application Form with your Application Monies, I/we declare that I/we:

- have personally received a paper or electronic copy of and read the PDS in full and agree to be bound by the terms and conditions of the Offer as set out in the PDS, and that all declarations, details and statements made by me/us are complete and accurate;
- have received this Application Form in accordance with the PDS;
- have completed this Application Form in accordance with the instructions on the form and in the PDS;
- declare that the Application Form and all details and statements made by me/us are complete and accurate;
- acknowledge that the information contained in the PDS (or any supplementary or replacement document for the PDS) is not investment or financial product advice or a recommendation that Securities are suitable for me/us, given my/our investment objectives, financial situation or particular needs;
- agree and consent to the Responsible Entity and REP collecting, holding, using and disclosing my/our personal information in accordance with the PDS;
- acknowledge that once I/we submit this Application Form, and the Fund receives my/our Application Form, I/we may not withdraw it;
- apply for the number of Securities set out in this Application Form (or a lower number allocated in a manner allowed under the PDS);
- acknowledge that my/our Application may be rejected by the Responsible Entity in its absolute discretion;
- am/are at least 18 years of age if I/we am/are an individual(s);
- agree to be bound by the constitutions of RARPF and RAMPF;
- authorise the Responsible Entity, the Joint Lead Managers and Underwriters and their respective officers and agents to do anything on my/our behalf necessary (including the completion and execution of documents) to enable the Securities to be allocated to me/us, and to act on instructions received by REP (as applicable) using the contact details in Item E of the Application Form and my/our registered address;
- acknowledge that if I/we are not issued any Securities or I/we are issued fewer Securities than the number that I/we applied and paid for as a result of a scale back, all or some of my/our Application Monies (as applicable) will be refunded to me/us (without interest) in accordance with the Corporations Act as soon as practicable after the Securities are issued;
- acknowledge that neither the Fund, nor any person or entity guarantees any particular rate of return on the Securities, nor do they guarantee the repayment of capital;
- I/we represent, warrant and agree that I/we am/are and each person on whose behalf I/we am/are submitting this Application Form is named on the front of this Application Form and has a registered address in Australia or New Zealand and is not located in the United States and is not acting for the account or benefit of any person in the United States;
- agree to being issued the number of Securities that I/we apply for or a lower number allotted in a way allowed under the PDS;
- represent, warrant and agree that I/we have not received this PDS outside Australia or New Zealand and am/are not acting on behalf of a person resident outside Australia or New Zealand;
- I/we understand that the Securities have not been, and will not be, registered under the US Securities Act or the securities laws of any State or other jurisdiction of the United States, and accordingly, the Securities may not be offered, sole or resold in the United States or in any other jurisdiction outside Australia or New Zealand except in transactions exempt from or not subject to registration under the US Securities Act and in compliance with all applicable laws in the jurisdiction in which such Securities are offered and sold;
- I/we have not, and I/we agree that I/we will not, send this Application Form or any materials relating to the offer to any person in the United States or elsewhere.

GUIDE TO THE APPLICATION FORM

Please complete all relevant white sections of the Application Form in BLOCK LETTERS, using black or blue ink. These instructions are cross-referenced o each section of the form.

A Insert the number of Securities you wish to apply for. The Application must be for a minimum of $2,000 and in increments of at least $500 thereafter. You may be issued all of the Securities applied for or a lesser number.

B Insert the relevant amount of Application Monies. To calculate your Application Monies, multiply the number of Securities applied for by the issue price. Amounts should be in Australian dollars. Please make sure the amount of your cheque or bank draft equals this amount.

C Write the full name you wish to appear on the register of Securities. This must be either your own name or the name of a company. Up to three joint Applicants may register. You should refer to the table below for the correct registrable title.

D Enter your Tax File Number (TFN) or exemption category. Business enterprises may alternatively quote their Australian Business Number (ABN). Where applicable, please enter the TFN or ABN for each joint Applicant. Collection of TFN(s) and ABN(s) is authorised by taxation laws. Quotation of TFN(s) and ABN(s) is not compulsory and will not affect your Application. However, if these are not provided, RAM Essential Services Property Fund will be required to deduct tax at the highest marginal rate of tax (including the Medicare Levy) from payments.

E Please enter your postal address for all correspondence. All communications to you from RAM Essential Services Property Fund and the Security Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

F If you are already a CHESS participant or sponsored by a CHESS participant, write your Holder Identification Number (HIN) here. If the name or address recorded on CHESS for this HIN is different to the details given on this form, your Securities will be issued to RAM Essential Services Property Fund's issuer sponsored subregister.

G Please enter your telephone number(s), area code and contact name in case we need to contact you in relation to your Application.

H Please complete the details of your cheque or bank draft in this section. The total amount of your cheque or bank draft should agree with the amount shown in section B.

If you receive a firm allocation of Securities from your Broker make your cheque payable to your Broker in accordance with their instructions.

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Securities. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

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