



## ATLAS Infrastructure Global Fund\* – Class D

ARSN: 621 075 465

AUD Hedged | APIR: PIM1961AU

AUD Unhedged | APIR: PIM4004AU

### Reference Guide

Dated 30 January 2025

**\* This refers to the ATLAS Infrastructure Australian Feeder Fund**

This Reference Guide is issued by The Trust Company (RE Services) Limited, ABN 45 003 278 831, AFSL 235150 (**the Responsible Entity, Perpetual, we, our or us**), as responsible entity of the ATLAS Infrastructure Australian Feeder Fund (**Fund or ATLAS Infrastructure Global Fund**) which consists of multiple classes of units including Class D. Any references to “Fund” in this Reference Guide refers to Class D of the ATLAS Infrastructure Global Fund. The investment manager of the Fund is ATLAS Infrastructure (Australia) Pty Ltd, ABN 37 613 657 131, AFSL 497475 (Investment Manager).

#### Responsible Entity

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#### Investment Manager

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#### Administrator and Custodian

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#### Important Notes

The information in this Reference Guide forms part of the Product Disclosure Statement (**PDS**) dated 30 January 2025 for the Fund and should be read in conjunction with the PDS. You should consider all of this information before making a decision to invest in the Fund. The information provided in this Reference Guide is for general information only and does not take into account your objectives, financial situation or needs. You should obtain financial advice tailored to your personal circumstances. This Reference Guide may be updated with changes that are not materially adverse via disclosure on the Investment Manager’s website, at [www.atlasinfrastructure.com](http://www.atlasinfrastructure.com). Upon request, a paper copy of this information will be made available without charge by calling (03) 9046 4057. For indirect investors investing through a Service, updated information may also be obtained from your Service operator. Defined terms used in this Reference Guide have the same meaning as used in the PDS unless defined in this Reference Guide or the context requires otherwise.

## **Section 1: About The Trust Company (RE Services) Limited**

No additional information.

## **Section 2: How the ATLAS Infrastructure Global Fund – Class D Works**

### **Class of Units**

In accordance with the Constitution and without the consent of unitholders, the Responsible Entity has the power to create and issue additional classes of Units in the future or to withdraw them. Such classes may be offered under an amended version of the PDS or a different disclosure document. All the fees and costs quoted in the PDS, the calculation of unit prices, income distributions and the right to stagger and delay

withdrawal requests are disclosed with reference to the classes of units that are offered under the PDS. The terms of investment of any additional units may differ from the classes of units currently offered under the PDS, in particular, in respect of the management fee and currency exposure hedging. As a result, the Net Asset Value of one class of units in the Fund may differ from another class of units.

### **Withdrawing**

Units in the Fund are not listed on any stock exchange like the ASX, so your units cannot be sold through a stockbroker.

If you want to withdraw your money you should complete and send a withdrawal form which is available from the Fund's website.

The Administrator accepts scanned or faxed withdrawal forms to [atlas.transactions@unitregistry.com.au](mailto:atlas.transactions@unitregistry.com.au) or (03) 9977 5801 on the following conditions:

- all instructions must be legible;
- instructions must bear your investor number and signature; and
- withdrawal proceeds will only be transferred to the financial institution account previously nominated on the application form and that is in your name.

The amount of money you receive is determined by the unit price calculated on the business day at the time your withdrawal request is accepted if the withdrawal request is received before 2 pm Sydney time on any given business day. If your request is received after 2 pm Sydney time on a business day or is received on a non-business day, it is treated as having been received before 2 pm Sydney time on the next business day. We can withhold from amounts we pay you any amount you owe us, or we owe someone else relating to you (for example, the tax office).

Generally, withdrawal proceeds will be paid within 5 Business Days of the day on which your withdrawal request was processed. However, the Constitution allows the Responsible Entity up to 21 days to pay withdrawal proceeds. Furthermore, where the Fund is not liquid as defined in the Corporations Act, then withdrawals can only be made in accordance with the procedures set out in the Corporations Act. The Fund will be liquid if at least 80% of its assets are liquid assets (generally cash and marketable securities). In addition, if the Responsible Entity is unable to repatriate funds to meet withdrawal payments, it may suspend the calculation of the net asset value and withhold withdrawal proceeds.

Withdrawals may be suspended or delayed, including where there is a suspension of the calculation of the net asset value of the Underlying Fund, or the Underlying Fund otherwise places a limit on withdrawals.

If you are an indirect investor, you need to provide your withdrawal request directly to your Service operator. The time to process a withdrawal request and minimum withdrawal amount will depend on the particular Service operator.

### **Unit Pricing Discretions Policy**

The Responsible Entity has developed a formal written policy in relation to the guidelines and relevant factors taken into account when exercising any discretion in calculating unit prices (including determining the value of the assets and liabilities). A copy of the policy and, where applicable and to the extent required, any other relevant documents in relation to the policy will be made available to investors free of charge on request to the Responsible Entity.

### **Anti-Money Laundering Requirements**

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

The AML Act is enforced by the Australian Transaction Reports and Analysis Centre (AUSTRAC). In order to comply with the AML Requirements, the Responsible Entity is required to, amongst other things:

- verify your identity and source of your application monies before providing services to you, and to re-identify you if we consider it necessary to do so; and
- where you supply documentation relating to the verification of your identity, keep a record of this documentation.

The Responsible Entity, Administrator and Custodian as its agent, reserve the right to request such information as is necessary to verify the identity of an investor and the source of the payment.

If there is a delay or failure by the investor to produce this information, the Responsible Entity and the Administrator and Custodian may refuse to accept an application and the application monies relating to the application or may suspend payment of withdrawal proceeds if necessary to comply with AML Requirements. Neither the Responsible Entity, Administrator and Custodian nor their delegates are liable to the investor for any loss suffered by the investor as a result of the rejection or delay of any application or payment of withdrawal proceeds.

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

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

- the Responsible Entity, Administrator and Custodian may from time to time require additional information from you to assist it in this process.

The Responsible Entity, Administrator and Custodian have certain reporting obligations under the AML Requirements and are prevented from informing you that this reporting has taken place. Where required by law, an entity may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC.

The Responsible Entity, Administrator and Custodian are not liable for any loss you may suffer as a result of our compliance with the AML Requirements.

## **Privacy**

We collect personal information from you in the application and any other relevant forms to be able to process your application, administer your investment and comply with any relevant laws. If you do not provide us with your relevant personal information, we will not be able to do so. In some circumstances we may disclose your personal information to the Responsible Entity's related entities or service providers that perform a range of services on our behalf and which may be located overseas.

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

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

The privacy policy of the Responsible Entity is publicly available at our website at [www.perpetual.com.au](http://www.perpetual.com.au) or you can obtain a copy free of charge by contacting the Responsible Entity. A copy of the Custodian's privacy policy is available at [www.ntrs.com](http://www.ntrs.com).

## **Indirect Investors**

You may be able to invest indirectly in the Fund via a service or wrap account (commonly known as an IDPS) (**Service**) by directing the Service operator to acquire units in the Fund on your behalf. If you do so, you will need to complete the relevant forms provided by the Service operator. The Responsible Entity is not responsible for the operation of any Service and you will be an indirect investor in the Fund rather than a unitholder or member of the Fund. Indirect investors do not acquire the rights of a unitholder; the Service operator acquires these rights and the Service operator can then exercise or decline to exercise these rights on your behalf. Your rights and terms and conditions as an indirect investor should be set out in the disclosure document issued by the Service operator. The Responsible Entity authorises the use of this PDS by investors who wish to access the Fund through a Service.

### **Section 3: Benefits of Investing in the ATLAS Infrastructure Global Fund – Class D**

Historically, the Fund has been classified as a 'feeder fund' meaning that it gained exposure to underlying asset classes by investing all or substantially all of its assets in the Underlying Fund, an open-ended collective asset management vehicle authorised in Ireland as an Undertaking for Collective Investment in Transferable Securities pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations.

The Underlying Fund is structured as an umbrella fund in that different sub-funds with different share classes may be established from time to time. The Australian Dollar Series A hedged and unhedged share classes are reserved for the Fund. Currency hedging is conducted by the Underlying Fund in relation to assets of the AUD hedged classes of units in the Fund invested through the Underlying Fund.

ATLAS UK has been given full discretion in the investment and reinvestment of the assets of the Underlying Fund, provided that it complies with the Underlying Fund's investment objective, policies and restrictions in exercising that discretion. The Underlying Fund's asset allocation shall be determined solely by ATLAS UK. Accordingly, the exposure of the Underlying Fund to individual issuers, instruments or markets shall be determined from time to time by ATLAS UK in accordance with the requirements of the Central Bank of Ireland.

The Fund may also invest directly into those underlying assets, alongside the Underlying Fund. The composition of any portfolio held directly will generally match that held by the Underlying Fund. The Fund will conduct currency hedging for the assets of the AUD hedged classes of units in the Fund that are invested directly, i.e. the Direct Investments of an AUD hedged class of units.

#### **Constitution**

The Fund was established by a Constitution dated 14<sup>th</sup> August 2017, as amended from time to time.

The Constitution, together with the Corporations Act, sets out the legal rights, duties and obligations of Perpetual as a responsible entity and the investors and includes the following provisions:

- the rights, interests and liabilities of investors;
- the duties and obligations of Perpetual;
- investment, valuation and borrowing powers;
- fees and recoverable expenses;
- unit application and withdrawal procedures;
- convening and conducting investor meetings;
- the duration and termination of the Fund;
- the right to Fund distributions; and
- the right to a limitation of liability of unit holders to the issue price of units (however, this limitation has not been tested before superior courts).

#### **Responsible Entity**

- may change the terms and conditions set out in the Product Disclosure Statement or this Reference Guide;

- may rely on the advice of agents, investment managers, advisers, brokers or other contractors and will not be liable for their acts or omissions, provided it exercises care in their selection;
- is not liable for loss to investors, except to the extent the loss is caused by its failure to properly perform its duties as a responsible entity;
- may be fully indemnified from the Fund for any liability incurred by it in properly performing its duties for the Fund; and
- is not liable to investors to any greater extent than the assets held in the Fund, subject to the Corporations Act.

The Responsible Entity may retire as a responsible entity and may appoint a new responsible entity in accordance with the Corporations Act and the requirements of the investment management agreement entered into between Perpetual and ATLAS Infrastructure (Australia) Pty Ltd.

The Constitution allows for more than one class of units to be offered to investors. This PDS covers two classes of units for investment: a hedged class of units and an unhedged class of units. The hedged class of units hedges the Fund's currency exposure back to Australian dollars whereas the unhedged class of units does not hedge the Fund's currency exposure.

We may vary the Constitution of the Fund from time to time in accordance with the Corporations Act. This document contains only a summary of some of these provisions and should be seen as a guide. The Constitution is lodged with ASIC.

## **Disclosure**

The Fund has 100 investors or more, meaning it is considered a “disclosing entity” for the purpose of the Act. This means the Fund is subject to regular reporting and disclosure obligations. Copies of any documents lodged with ASIC in relation to the Fund may be obtained from, or can be inspected at, an ASIC office. Investors have a right to obtain a copy, free of charge, in respect of the Fund, of the most recent annual financial report together with any half-yearly financial report lodged with ASIC and any continuous disclosure notices given by the Fund after that most recent annual financial report, but before the date of this PDS.

When the Responsible Entity becomes aware of material information, we will ensure this will be made available as soon as practicable on [www.atlasinfrastructure.com](http://www.atlasinfrastructure.com). If you would like hard copies of this information, call (03) 9046 4057 and we will send it to you free of charge.

In an effort to protect the confidentiality of its positions and information related thereto, the Fund generally will not disclose information to unitholders on an ongoing basis except as described in this section 3 of this Reference Guide. However, subject to applicable law, the Fund and/or Investment Manager may permit disclosure on a select basis to certain unitholders under particular circumstances, including:

- to enable unitholders to comply with their legal or regulatory requirements;
- if the Investment Manager determines that there are sufficient confidentiality agreements and procedures in place; and/or
- other criteria have been met.

## **Section 4: Risks Of Managed Investment Schemes**

### **Unit Class Currency Risk**

The classes of units in the Fund are denominated in a currency other than the base currency of the Underlying Fund and of any portfolio that may be held directly by the Fund. Changes in the exchange rate between the base currency and such denominated currency of the unit classes may lead to a depreciation of the value of such units as expressed in the denominated currency. Fluctuations in the exchange rate between the currency(ies) of the underlying assets and the currency of the units may lead to currency risk for the unitholder. ATLAS UK may try but is not obliged to mitigate this risk by using financial instruments for the hedged unit class. Investors should be aware that this strategy may substantially limit unitholders of the hedged unit class from benefiting if the denominated currency falls against the base currency and/or the currency/currencies in which the underlying assets are denominated. In such circumstances, unitholders of the hedged unit class may be exposed to fluctuations in the Net Asset Value per Unit reflecting the gains/losses on and the costs of the relevant financial instruments. Financial instruments used to implement such strategies shall not be assets/liabilities of the portfolio of the Underlying Fund as a whole. However, the gains/losses on and the costs of the relevant financial instruments will accrue solely to the hedged unit class of the Fund.

### **Market and Economic Risk**

Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment, the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable, which may give rise to increased and/or prolonged market volatility.

Investment returns are affected by a range of economic factors, including changes in interest rates, exchange rates, inflation, general share market conditions, government policies and the general state of the domestic and world economies.

### **Interest Rate Risk**

Changes in interest rates may also adversely affect the value or profitability of the assets of the Fund. Changes in the general level of interest rates may impact the Fund's profitability.

Interest rates are highly sensitive to many factors beyond the control of the Fund, including, but not limited to, governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits and regulatory requirements.

### **Derivatives Risk**

Derivatives are contracts between two parties that usually derive their value from the price of a physical asset or market index. While the use of derivatives offers the opportunity for higher gains, it can also magnify losses to the Fund. Risks associated with the use of derivatives include that the value of a derivative may fall as a result of an adverse movement in the underlying asset or index, the Fund not being able to meet payment obligations as they arise and the risk that the other party with whom the derivative contract is held will fail to perform its contractual obligations.

## **Investment Vehicle**

The Fund operates as a feeder fund to the extent that it invests through the Underlying Fund. The master-feeder structure, in particular the existence of multiple investment vehicles investing in the same portfolio, presents certain unique risks to investors. Smaller investment vehicles investing in the Underlying Fund may be materially affected by the actions of larger investment vehicles investing in the Underlying Fund. For example, if a larger investment vehicle withdraws from the Underlying Fund, the remaining funds may experience higher pro rata operating expenses at the Underlying Fund level (but not exceeding, together with the management fees for the Underlying Fund, a total of 0.25% of the net asset value of the Fund), thereby producing lower returns. The same risk applies with respect to any assets held directly by the Fund. Despite the Direct Investments and the Underlying Funds having generally matching portfolios, the distribution profile for the Direct Investments may differ slightly from the Underlying Fund on account of different applicable tax regimes (although the overall return should remain materially the same).

## **Cyber Risk**

There is a risk of fraud, data loss, business disruption or damage to the information of the Fund or to investors' personal information as a result of a threat or failure to protect the information or personal data stored within the IT systems and networks of Perpetual or other service providers.

## **Liquidity Risk**

Access to your money may be delayed (see Section 2 "How the Fund works" and "Delays"). Overall market liquidity may contribute to the liquidity of the Fund and access to your money. Units in the Fund are not quoted on any stock exchange so you cannot sell them through a stockbroker. Unit holders may not be able to redeem their investment promptly where stocks in the portfolio are considered illiquid due to market or economic events. Be aware that a portion of the Fund may consist of unlisted investments that are generally illiquid.

## **Counterparty Risk**

Risk that counterparties of any contracts with the Fund fail to meet their contractual obligations which may result in the operational and investment activities of the Fund being adversely affected.

## **Regulatory Risk**

This is the risk that the value or tax treatment of either the Fund itself or investments of the Fund, or the effectiveness of the Fund's trading or investment strategy may be adversely affected by changes in government (including taxation) policies, regulations and laws (including those affecting registered managed investment schemes), or changes in generally accepted accounting policies or valuation methods.

## **Operational Risk**

Perpetual has appointed the Investment Manager, Custodian and Administrator of the Fund. We are satisfied that these providers have in place adequate internal controls. However, there still may be breakdowns in operations and procedures that cannot be prevented that may result in a loss to the Fund. This could be the result of oversight, ineffective security processing procedures, computer system problems or human error. In addition, the Investment Manager, Custodian and Administrator of the Fund may change.



## Section 5: How we Invest Your Money

The Underlying Fund and direct asset allocation ranges will be determined based on the risk and return of the individual companies and may deviate substantially from the sector and regional asset allocation of the investment universe.

The Underlying Fund and the direct portfolio will maintain a cash weighting between 0%-10%, no individual position weight will be greater than 10% and the sum of individual positions above a weighting of 5% will be less than 40%.

The Underlying Fund and the direct portfolio may also invest up to 10% of its assets in emerging markets although that is not currently part of the Fund strategy.

The Underlying Fund and the direct portfolio will follow the same investment strategy and as such, the composition of any portfolio held directly will generally match that held by the Underlying Fund. However, the distribution profile of Direct Investments may differ from the Underlying Fund (refer to the “Investment Vehicle” risk in Section 4 above).

### ESG Integration

The below considerations are applied directly by the ATLAS Group.

#### **A. *Integration of ESG Factors into the Investment Process***

The ATLAS Group believes that integrating ESG considerations and climate transition policy considerations into our research and portfolio construction process will assist it with understanding the drivers of future cash flows from companies held in the Fund (or eligible to be held in the Fund). Companies with more favourable ESG attributes (as summarised below) tend to be more likely to be included in the Fund because their future cash flow tends to be relatively more certain and accompanied by less risk. Although the Underlying Fund and the Fund do not have “sustainable investment” as part of its investment objective, the ATLAS Group believes that integrating ESG considerations in this way will increase the likelihood that investors can achieve the long-term consistent returns from their infrastructure investments.

The following is a summary of how the ATLAS Group integrates ESG factors into its investment process:

- i. **Environmental:** The ATLAS Group considers environmental factors in the context of assessing how a company’s cashflows are likely to be affected by the evolution of climate change policies implemented by governments in the jurisdictions it invests in. It diligences this aspect via monitoring company and regulatory disclosures, as well as making use of third-party data providers such as Sustainalytics or RepRisk, and reflects its conclusions in the forecast cash flows of its company models.

The ATLAS Group also conducts detailed scenario analysis to consider the cashflow impacts under a range of assumed changes to the speed at which climate policy changes are implemented for each of the companies within our investment universe.

- ii. **Social:** The ATLAS Group believes that infrastructure assets, especially those working within a regulated environment, operate under an implicit social contract. Companies which fail to perform in line with that contract (either through poor customer service or excessive charges) may be subject to penalties or reduced allowed returns.

The ATLAS Group spends time considering the behaviour of each company and its relationships with its regulator and customers, preferencing companies which demonstrate positive regulatory

relationships and managing the relationship with stakeholders within the society they operate in (social contract management).

- iii. **Governance:** The ATLAS Group monitors and evaluates a company's management and oversight and makes specific assumptions as to management's ability to generate (or undermine) the company's value over time. The ATLAS Group assesses management's incentives and focuses on the likely use of cash. Companies with poor reinvestment skills will show lower returns and higher risk and will be less likely to form part of the Fund's portfolio.

The table below provides examples of how the ATLAS Group's integration of an ESG factor has been applied in the past to produce a material change to forecasts or risk estimates of a portfolio company in the Fund. The impact of the change to the measure and return implication will make companies more or less attractive to hold in the portfolio.

Company	ESG Risk	Description & Incorporation	Measure and return implication
<b>Hera</b>	Environment – Fast Transition	Hera is an Italian multi-utility company. It is exposed to climate policy through its regulated gas distribution business. This business activity is expected to be largely substituted through the electrification of domestic heating and cooking. In the Fast Transition scenario <sup>1</sup> , this substitution happens much earlier and results in stranded asset costs for shareholders.	Equity IRR is reduced by 2.4% in the Fast Transition scenario.
<b>Severn Trent</b>	Social Contract	Severn Trent has been one of the highest performing UK water utilities over the past two regulatory periods, which has resulted in higher returns through incentive payments. In its base case, the ATLAS Group assumed that the company would continue to be judged as a high performer. However, the company has been accused of social contract breaches relating to sewage discharges and, if these prove to be substantiated, they could result in loss of high performing status as well as potential penalties.	Estimated potential capital loss of 4% in a major stress risk scenario.
<b>Eutelsat Communications</b>	Governance risk	Eutelsat's core business is highly cashflow generative, however it has recently taken the decision to invest in a high growth system called OneWeb. The Governance risk is that the company will divert returns from the core business away from shareholders and into the new business despite the risk of lower returns and higher costs.	Estimated capital loss of 40% in major stress event

Source: ATLAS Infrastructure Responsible Investment Report 2023. Available at <https://www.atlasinfrastructure.com/esg/>

<sup>1</sup> A Fast Transition scenario is a climate policy scenario where climate policies are implemented at an accelerated pace, disrupting several industries, and leading to stranded assets in a number of fossil fuel related sectors. This is in contrast to the 'Base Case' scenario where the world implements climate policy at a firm but moderate pace, and the 'Delayed Action' scenario, where there is minimal climate policy in the near term, but physical climate change prompts more severe policies in over the longer term which leads to market disruption and stranded assets.

## **B. Alignment with UN SDGs and EU Taxonomy**

The ATLAS Group is also required, in relation to the Underlying Fund, to meet the Article 8 disclosure requirements as prescribed under the EU Sustainable Finance Disclosure Regulation (SFDR), a legislative framework aimed at increasing transparency and accountability in financial markets so investors can make informed investment decisions about sustainability-related products. The Underlying Fund is classified as an Article 8 portfolio because it is a fund that claims to promote:

*“...environmental or social characteristics, or a combination of those characteristics, provided that the companies in which the investments are made follow good governance practices but **does not have a sustainable investment objective** [emphasis added]” (SFDR, Article 8(1)).*

The Underlying Fund has disclosed as part of the SFDR requirements that it expects that at least 45% of its net assets will consist of “sustainable investments”. “Sustainable investment” (as defined in Article 2 of the SFDR) means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices. Article 8 funds differ from Article 6 funds, which do not have any particular ESG focus or scope, and from Article 9 funds, which have “sustainable investment” as their objective.

The ATLAS Group’s sustainable investment classification process involves assessing each company’s alignment to the UN Sustainable Development Goals (**SDGs**). The investment manager of the Underlying Fund undertakes an in-depth review at least annually (whilst undertaking more frequent monitoring) to estimate the alignment of the sector activity of each portfolio company’s operating assets to the SDGs on a revenue and a capital expenditure basis, also taking into account any company-reported alignment data and third-party data as these become available. The following SDGs are the most relevant for the ATLAS Group’s infrastructure investment universe:

- GOAL 6: Clean Water and Sanitation
- GOAL 7: Affordable and Clean Energy
- GOAL 9: Industry, Innovation, and Infrastructure
- GOAL 11: Sustainable Cities and Communities
- GOAL 12: Responsible Consumption and Production
- GOAL 13: Climate Action

Of the at least 45% net assets of the Underlying Fund which are sustainable investments, the ATLAS Group expects that a minimum of 40% will be EU Taxonomy aligned (i.e., at least 18% of the Underlying Fund’s net assets). The EU Taxonomy is a classification system laid down in Regulation (EU) 2020/852, establishing a list of environmentally sustainable activities (but not a list of socially sustainable economic activities). The main criteria for classification are: <sup>2</sup>

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<sup>2</sup> Other regulations set out the Technical Screening Criteria, which define the specific requirements and thresholds for an activity to be considered as ‘significantly contributing’ to a sustainability objective, and thresholds to define compliance with ‘do no significant harm’.

- i. substantially contribute to at least one of six environmental objectives listed in the EU Taxonomy, being:
  - a. climate change mitigation;
  - b. climate change adaptation;
  - c. sustainable use and protection of water and marine resources;
  - d. transition to a circular economy;
  - e. pollution prevention and control;
  - f. protection and restoration of biodiversity and ecosystems; and
- ii. 'Do no significant harm' to any of the other environmental objectives in the EU Taxonomy listed above, while respecting basic human rights and labour standards.

For further information about the EU Taxonomy, please visit <https://eu-taxonomy.info/info/eu-taxonomy-overview>.

The investment manager of the Underlying Fund measures the alignment of its portfolio companies with the EU Taxonomy at least annually using both data sourced by the ATLAS Group, based on an estimated proportion of capital expenditure relating to company activities (including audited company alignment data where available), and from Sustainalytics, a third-party data provider. Data is calculated based on the EU Regulatory Technical Standards and sourced in line with the ATLAS Group Policy available at <https://www.atlasinfrastructure.com/esg/>.

### ***C. Climate-Based Portfolio Construction Constraints***

Additionally, the Underlying Fund is subject to a number of portfolio construction rules that support the ATLAS Group's belief that the Underlying Fund is a financial product that promotes environmental characteristics. The table below summarises the binding climate-related targets and commitments adopted by the investment manager of the Underlying Fund, which impact the Underlying Fund's portfolio composition at any given time. The description below is only a summary. The considerations about climate-related targets, including assumptions relied upon when making those considerations, are very technical and detailed and are therefore not included in this summary. There is a web link below at the end of this section that provides more information about these metrics and assumptions.

Metric	Investment Strategy Portfolio Construction Constraints	Framework/Commitment															
<b>Fast Transition Scenario</b>	Have an expected return no worse than the investment universe in a “Fast Transition” scenario <sup>3</sup>	Taskforce for Climate Finance Disclosures															
<b>Portfolio Scope 1 &amp; 2 emissions (2030 vs 2019)</b>	The Scope 1 and Scope 2 emissions of the Underlying Fund’s portfolio must have a minimum reduction of 39.2% by 2030 (compared to 2019 levels) <sup>4</sup> Measured on an enterprise value including cash (EVIC) per unit investment basis.	Net Zero Asset Management															
<b>Cumulative emissions vs B2DS to 2030</b>	The Underlying Fund’s portfolio is aligned to at least a Below 2 Degrees Scenario (B2DS) pathway (unless under engagement). Measured as a percentage above or below B2DS cumulative emissions to 2030, excluding companies under active engagement.	Paris Aligned Investment Initiative															
<b>Paris alignment tier (% of companies in Tier 1 or 2 or under engagement)</b>	<p>Classifications are reviewed at least twice a year by ATLAS Group. At least 70% of the Underlying Fund’s portfolio must be in the Tier 1 or 2 classifications, or under engagement (see section D below regarding engagement), rising to 100% in Tier 1, 2, or under engagement by 2030:</p> <table border="1"> <thead> <tr> <th>Measure</th><th>Category</th><th>Description</th></tr> </thead> <tbody> <tr> <td>Tier 1</td><td>Fully Net Zero aligned</td><td>The company has a well-defined and credible pathway to Net Zero by 2050 with minimal expected network emissions</td></tr> <tr> <td>Tier 2</td><td>Aligned to a Paris pathway</td><td>Aligned to a ‘Well Below 2 Degrees’ Paris Agreement pathway, but not with Net Zero by 2050. There is a credible pathway to substantially reducing Scope 1 &amp; Scope 2 network emissions</td></tr> <tr> <td>Tier 3</td><td>Potential to transition</td><td>Partially aligned companies and/or companies where network emissions are material by 2050, but within a hard to abate sector</td></tr> <tr> <td>Tier 4</td><td>Misaligned</td><td>Not aligned to a Paris Agreement pathway. Network emissions are expected to be material, even if they are not hard to abate. Management strategy is misaligned with an emissions reduction outcome</td></tr> </tbody> </table>	Measure	Category	Description	Tier 1	Fully Net Zero aligned	The company has a well-defined and credible pathway to Net Zero by 2050 with minimal expected network emissions	Tier 2	Aligned to a Paris pathway	Aligned to a ‘Well Below 2 Degrees’ Paris Agreement pathway, but not with Net Zero by 2050. There is a credible pathway to substantially reducing Scope 1 & Scope 2 network emissions	Tier 3	Potential to transition	Partially aligned companies and/or companies where network emissions are material by 2050, but within a hard to abate sector	Tier 4	Misaligned	Not aligned to a Paris Agreement pathway. Network emissions are expected to be material, even if they are not hard to abate. Management strategy is misaligned with an emissions reduction outcome	Net Zero Asset Management (NZAM), Paris Aligned Investment Initiative
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<sup>3</sup> A Fast Transition scenario is a climate policy scenario where climate policies are implemented at an accelerated pace, disrupting several industries, and leading to stranded assets in a number of fossil fuel related sectors. This is in contrast to the ‘Base Case’ scenario where the world implements climate policy at a firm but moderate pace, and the ‘Delayed Action’ scenario, where there is minimal climate policy in the near term, but physical climate change prompts more severe policies in over the longer term which leads to market disruption and stranded assets.

<sup>4</sup> Scope 1 (‘direct’) emissions means the greenhouse gas emissions realised into the atmosphere as a direct result of the activities of the facility. Scope 2 (‘indirect’) emissions represent the emissions released outside the facility boundary to produce the electricity imported into the facility and used. Scope 3 (‘broader indirect’) emissions are indirect emissions other than scope 2 emissions.

For further details about the above metrics, including how the ATLAS Group measures its progress and assumptions relied upon, please refer to the Responsible Investment Report 2023 available at <https://www.atlasinfrastructure.com/esg/>.

#### ***D. Engagement With Portfolio Companies***

The ATLAS Group aims to use its ESG analysis to engage actively with the management teams of certain of its portfolio companies on ESG-related issues. It believes that engaging with portfolio company management teams, including to implement strategies at the asset level, is a good way to manage risk and optimise returns for the Underlying Fund. When determining issues and priorities for initiating a company engagement, the investment teams and investment committee will consider:

- how material the ESG issue is to the ATLAS investment process;
- whether the ESG issues are measurable or actionable within a reasonable timeframe;
- whether the ATLAS Group has a strong relationship with management (and therefore the likelihood of a favourable outcome);
- the scope of positive real-world change that would likely result from the engagement; and
- where the company is or could be breaching a portfolio guideline and requires an active engagement prior to divestment.

The ATLAS Group may engage in formal written communication with the board of a portfolio company in the event that:

- an issue has been raised with management and has not been resolved to the ATLAS Group's satisfaction;
- it has voted against a company-sponsored shareholder resolution and the resolution has been passed with no subsequent review or amendment; or
- the ESG issue identified relates specifically to a board-level governance or strategy decision.

Engagement has a very specific role to play within the ATLAS Group's commitment to the NZAM climate framework (see above Section C), in particular:

- Portfolio emissions and alignment budgets for each portfolio company are set by the NZAM framework, in line with science-based sector pathways;
- Companies must be either aligned with their relevant science-based pathway- (e.g. Tier 1 or Tier 2), or they must be the subject of a specific engagement on emissions reduction trajectory;
- If that engagement is unsuccessful, and the company remains on a trajectory to exceed its emissions pathway budget, then that company may be partially or fully divested from the portfolio.

For updates on the progress and outcomes of engagements with companies, please refer to the latest Responsible Investment Report available at <https://www.atlasinfrastructure.com/esg/>, and the Annual Performance Report, which is available upon request from the Investment Manager. The Investment Manager's proxy voting record is also available at <https://www.atlasinfrastructure.com/esg/>.

## **E. Other**

In addition, the ATLAS Group is an active member of industry groups and bodies that support positive ESG outcomes. The ATLAS Group is also a signatory to the United Nations-supported Principles for Responsible Investment. The ATLAS Group also seeks to ensure that its corporate culture and incentives promote the ESG outcomes of the Fund. The ATLAS Group's approach to responsible investment forms part of its investment process and philosophy. The aim is to deliver long-term sustainable outcomes for investors in the Fund, incorporating the principles of responsible investing while minimising risk.

The ATLAS Group believes for companies to generate attractive sustainable returns, they will need to continually demonstrate good corporate citizenship to retain the right to provide services to the stakeholders it serves, particularly in the infrastructure sector where companies are often managing essential services that are directly or indirectly regulated by the state. The ATLAS Group approach to implementing the principles of responsible investing is to capture and measure the positive and negative ways in which companies can influence society and the environment and ensure these impacts are reflected in the forecast cash flows of our base case or scenario analysis.

For further information please visit: <https://www.atlasinfrastructure.com/esg/>.

Please also refer in particular to the ATLAS Infrastructure Responsible Investment Report 2023 (also available at <https://www.atlasinfrastructure.com/esg/>).

## **Section 6: Fees and Costs**

### **Alternative Payments**

We do not pay any commissions or soft dollars to financial advisers or advisory firms. Your adviser may however charge you an advice fee for the investment in your fund.

### **Fees for Indirect Investors**

In addition to the management fees and costs referred to in the PDS, indirect investors may also pay a fee to their respective financial advisers for assistance with understanding and managing the indirect investor's investment requirements. Financial advisers may negotiate with indirect investors for them to receive an ongoing adviser fee. Indirect investors should consult the Statement of Advice furnished by their respective financial advisers for a full understanding of such fees.

Fees and expenses applicable to the Service (as set out in the Service operator's disclosure document or client agreement) are payable by indirect investors in addition to the fees and expenses in the PDS.

## **Section 7: How Managed Investment Schemes are Taxed**

There are Australian tax implications when investing in and withdrawing Units and when receiving income from the Fund.

The Responsible Entity cannot give tax advice and recommends that you obtain your own professional tax advice regarding your position as the tax laws are complex, subject to change and can impact investors differently.

The following comments are of a general nature only and relate to some key Australian tax considerations for Australian tax resident investors who hold their Units in the Fund directly and as long-term investments on capital account. The information in this section is based on our current interpretation of the relevant taxation laws. The taxation laws may change in the future. As such, investors should not place reliance on the comments in this section as a basis for making their decision as to whether to invest in the Fund.

## **Taxation of the Fund**

### ***A. General Taxation***

The Fund is an Australian resident unit trust. The Fund will generally not be liable to pay income tax on the basis that the Fund is an Attribution Managed Investment Trust (AMIT) and therefore all taxable income is intended to be attributed to investors for each income year.

Further, the Responsible Entity does not intend to invest in a manner that would cause the Fund to be taxed as a public trading trust (effectively, as a company).

The Fund may receive distributions from the Underlying Fund, including distributions that relate to a redemption of the Fund's interests in that fund. Distributions received from the Underlying Fund which are paid out of profits (or deemed to be paid out of profits for taxation purposes), should generally be included in the taxable income of the Fund as dividend income.

The Fund may also derive other types of income, including interest income arising from cash holdings and dividends and other distributions from directly held investments.

### ***B. Foreign Sourced Income***

Australian residents are required to include in their assessable income their share of any foreign taxes paid by the Fund. Australian residents will normally be entitled to a tax offset for foreign taxes paid by the Fund. If foreign tax offsets are included in your distribution, you must determine your entitlement based on your individual circumstances.

### ***C. Tax Losses***

For Australian tax purposes, tax losses incurred by the Fund (whether revenue or capital) cannot be distributed to investors but may accumulate in the Fund. Accumulated losses may be carried forward by the Fund to offset the Fund's future taxable income (subject to the satisfaction of the loss recoupment rules).

### ***D. Managed Investment Trust status***

The Fund is a Managed Investment Trust (**MIT**) for Australian income tax purposes. This means that the Fund is eligible to make a capital account election under the Australian MIT provisions.

As the Fund has made a capital account election, gains and losses realised by the Fund on the disposal of certain assets (including shares in companies and units in unit trusts) may be taxed under the capital gains tax (**CGT**) provisions, rather than on revenue account. The capital account election does not apply to dividend and interest income.

### ***E. Attribution Managed Investment Trusts Rules***

The Tax Laws Amendment (New Tax System for Managed Investment Trusts) Act 2016 governs the Attribution Managed Investment Trust (AMIT) regime. An AMIT, in broad terms, is a managed investment trust (MIT) whose unitholders have clearly defined interests in relation to the income and capital of the trust and the trustee or responsible entity of the MIT has made an irrevocable election to apply the regime.



The Responsible Entity has made the election for the Fund to operate as an AMIT. The AMIT rules contain several provisions that will impact on the taxation treatment of the Fund.

The key features include:

- an attribution model for determining member tax liabilities, which also allows amounts to retain their tax character as they flow through the trust to its members;
- the ability to carry forward understatements and overstatements of taxable income, and to resolve those in the year of discovery instead of re-issuing investor statements;
- deemed fixed trust treatment under the income tax law;
- upwards cost base adjustments to units to address double taxation; and
- legislative certainty about the treatment of tax deferred distributions.

As the Responsible Entity has elected for the Fund to be treated as an AMIT, the Responsible Entity will issue investors with an AMIT Member Annual Statement ("AMMA Statement") within three months of each year end.

Reforms to the taxation of trusts are generally ongoing. Investors should seek their own advice and monitor the progress of announcements and proposed legislative changes and the potential impact on their tax position.

## **Taxation of Australian Tax Resident Investors**

### ***A. Taxation of Distributions***

Taxable income earned by the Fund, whether attributed (for an AMIT), distributed, retained or reinvested, can form part of the assessable income for investors in the year of entitlement or allocation.

As the Fund should be a flow through entity for Australian tax purposes, the income of the Fund should retain its character in the hands of investors. As a result, distributions can be made up of assessable income (such as dividends, interest and other assessable income), net realised capital gains (including CGT concession amounts, if any), tax credits (such as foreign income tax offsets), attributed gains (such as Controlled Foreign Company income) and/or non-taxable distributions such as return of capital or tax-deferred amounts.

Amounts to be included in the investor's tax return will be notified to the investor in the AMMA statement for the income year.

Where the taxable income attributed to an investor is greater than or less than the cash distributed to that investor, this will give rise to adjustments to the cost base of that investor's units in the Fund. These cost base adjustments will be notified to the investor in their AMMA statement for the income year.

Further, the timing of when the Fund's income is brought to account for tax purposes may be different to when amounts are distributed to you. This means that you may be required to pay tax on income that has not yet been or may not be distributed to you.

### ***B. Applications and Withdrawals***

If you acquire Units part way through a distribution period, that amount of any accumulated income which is included in the unit price for the Units acquired may eventually be distributed to you as taxable income. Depending on your tax circumstances, this could result in you receiving assessable income, and on disposal

of Units, generating a capital loss of a similar amount. However, the capital loss cannot be offset against that income - it can only be offset against your realised capital gains.

If you withdraw Units part way through a distribution period, the value of any accumulated income is included in your withdrawal price. We will advise you what part (if any) of the proceeds on withdrawal reflect your share in the net income of the Fund and therefore is assessable income for tax purposes. The balance reflects the capital proceeds on disposal and may, dependent upon your tax circumstances, be subject to the CGT provisions.

Your assessable income for each year may include net realised capital gains (i.e. after offsetting capital losses). This will include capital gains made upon withdrawing Units from the Fund.

Individuals, trusts and complying superannuation entities may be eligible for CGT concessions in relation to capital gains made with respect to Units that are held for at least 12 months.

### **Tax File Number**

You may provide us with your Tax File Number (TFN), or TFN exemption, or if you are investing in the Fund in the course of an enterprise, you may quote an Australian Business Number (ABN). It is not compulsory for you to quote a TFN, exemption or ABN, but if you do not, then we are required to deduct tax from any distribution payable to you at the highest marginal tax rate plus the Medicare levy (and any other applicable levies). The collection of TFNs is authorised, and their use is strictly regulated by tax and privacy laws.

### **Goods and Services Tax**

The issue and withdrawal of Units in the Fund, and the receipt of distributions will not be subject to Goods and Services Tax (**GST**).

GST is generally payable on our fees and the reimbursement of certain expenses. The Fund may be able to claim input tax credits and/or Reduced Input Tax Credits of at least 55% of the GST incurred.

Unless otherwise stated, all fees quoted in this Reference Guide and the PDS are quoted on a GST inclusive basis and net of any applicable RITCs referable to the relevant Fund.

### **US Tax Withholding and Reporting under the Foreign Account Tax Compliance Act (FACTA)**

The United States of America (US) and Australia have entered into an intergovernmental agreement to implement the US Foreign Account Tax Compliance Act (FATCA) which is designed to detect US taxpayers who use accounts with offshore financial institutions to conceal income and assets from the Internal Revenue.

Broadly, the rules may require the Fund to report details of all US persons and suspected US persons in the Fund to the ATO, which may then be passed on to the US tax authorities (the US Internal Revenue Service, also known as the IRS), to prevent a 30% FATCA withholding tax on certain income and proceeds of the Fund.

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

## **Common Reporting Standard**

The Australian government has implemented the OECD Common Reporting Standards Automatic Exchange of Financial Account Information (**CRS**) from 1 July 2017. CRS, like the FATCA regime, will require banks and other financial institutions to collect and report to the ATO.

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

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

By applying to become an Investor in the Fund, you agree to provide us with the information that we reasonably require to comply with the FATCA and CRS regimes, including to notify us promptly of any change in circumstances of your tax residency information during the period in which you are an Investor in the Fund.

## **Section 8: How to Apply**

### **Cooling Off**

A 14-day cooling-off period applies to investments made directly by retail clients (as defined in the Corporations Act) in the Fund. You have up to 14 days to exercise this right from the earlier confirmation of your investment being received and the end of the 5th Business Day after units are issued. If you are a retail client investing directly, you may exercise this right by notifying us in writing. You are then entitled to have your initial investment repaid after adjustments are made for changes in the value of the investment, as well as reasonable administrative and transaction costs incurred by the Fund and any tax payable.

The cooling off right of a retail client doesn't apply in certain circumstances, for example where the issue is made under a distribution reinvestment plan, switching facility or represents additional contributions under an existing agreement. If you exercise any of your rights or powers as an investor in the Fund during the 14-day period, you will lose the right to cool off.

No cooling off period applies if you are a wholesale client (as defined in the Corporations Act). Indirect investors should seek advice from their Service or consult the disclosure document of the Service operator as to whether cooling off rights apply. Cooling off rights are not directly available to indirect investors because indirect investors do not acquire the rights of a unitholder or member in the Fund.

### **Complaints**

The Responsible Entity has established procedures for dealing with complaints. If an investor has a complaint, they can contact the Investment Manager or Responsible Entity during business hours, using the contact details provided in the PDS.

We will endeavour to resolve your complaint fairly and as quickly as we can. We will respond to your complaint within the maximum response timeframe of 30 days. If we are unable to respond within the maximum response time because we have not had a reasonable opportunity to do so, we will write to you to let you know of the delay.

All investors (regardless of whether you hold Units in the Fund directly or hold Units indirectly via a Platform) can access the Responsible Entity's complaints procedures outlined above. If investing via a Platform and your complaint concerns the operation of the Platform, then you should contact the Platform operator directly.

If an investor is not satisfied with the final complaint outcome proposed, any aspect of the complaints handling process or a delay in responding by the maximum response time, the Australian Financial Complaints Authority ("AFCA") may be able to assist. AFCA operates the external complaints resolution scheme of which the Responsible Entity is a member. If you seek assistance from AFCA, their services are provided at no cost to you.

You can contact AFCA by the following means:

Email: [info@afca.org.au](mailto:info@afca.org.au)

Website: [www.afca.org.au](http://www.afca.org.au)

Telephone: 1800 931 678

In writing to: Australian Financial Complaints Authority Limited

GPO Box 3

Melbourne VIC 3001

Time limits may apply to complain to AFCA so you should act promptly or otherwise consult the AFCA website to find out if or when the time limit relevant to your circumstances expires.

All investors (regardless of whether you hold Units in the Fund directly or hold Units indirectly via a Service) can access the Responsible Entity's complaints procedures outlined above. If investing via a Platform and your complaint concerns the operation of the Platform, then you should contact the Platform operator directly.



**For more information on  
ATLAS Infrastructure, please visit:  
[www.atlasinfrastructure.com](http://www.atlasinfrastructure.com)**