

AMPCAPITAL CORE INFRASTRUCTURE FUND

Product Disclosure Statement

Personal investors

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About this Product Disclosure Statement (PDS)

This PDS contains important information about investing in the AMP Capital Core Infrastructure Fund (the Fund).

Before making a decision about investing or reinvesting in the Fund, you should consider the information in the PDS. A copy of the current PDS can be obtained free of charge, on request by contacting us on 1800 658 404.

Information in this PDS can help you compare the Fund to other funds you may be considering. The information in this PDS is general information only and does not take into account your personal objectives, financial situation or needs. You are encouraged to obtain appropriate financial advice before investing and to consider how appropriate the Fund is to your objectives, financial situation and needs.

Important information

AMP Capital Funds Management Limited is the Responsible Entity of the Fund and issuer of this PDS. AMP Capital has been appointed by the Responsible Entity to provide investment management and associated services in respect of the Fund, including the preparation of this PDS on behalf of the Responsible Entity. No company in the AMP Group other than the Responsible Entity is responsible for the preparation and issue of this PDS or for any statements or representations made in this PDS.

AMP Capital has provided consent to the statements made by or about AMP Capital in this document and has not withdrawn that consent prior to the issue of this PDS.

The Fund is a managed investment scheme structured as a unit trust and registered under the Corporations Act 2001 (Cth), referred to in this PDS as 'the Corporations Act'. The Fund is subject to investment risks, which could include delays in repayment, and loss of income and capital invested. No company in the AMP Group or any investment manager assumes any liability to investors in connection with investment in the Fund or guarantees the performance of our obligations to investors or that of the Responsible Entity, the performance of the Fund or any particular rate of return. The repayment of capital is not guaranteed. Investments in the Fund are not deposits or liabilities of any company in the AMP Group or of any investment manager.

The offer in this PDS is available only to eligible persons as set out in this PDS, who receive the PDS (including electronically) within Australia. We cannot accept cash. Unless otherwise specified, all dollar amounts in this PDS are Australian dollars.

AMP CAPITAL CORE INFRASTRUCTURE FUND

Issued	29 September 2017
Issuer and responsible entity	AMP Capital Funds Management Limited – referred to in this PDS as 'the Responsible Entity'.
Investment manager	AMP Capital Investors Limited (ABN 59 001 777 591, AFSL 232497) – referred to in this PDS as 'AMP Capital', 'we', 'our' or 'us'.
Fund	AMP Capital Core Infrastructure Fund – also referred to in this PDS as 'the Fund' (ARSN 127 019 238, APIR code AMP1180AU)
Unit class	Off-Platform Class H

ASIC Class Order [CO 14/1252] applies to this PDS.

ABOUT AMP CAPITAL

AMP Capital is a global investment manager with a large presence in Australia. AMP Capital is 85% owned (indirectly) by AMP Limited. As part of the AMP Group, we share a heritage that spans over 160 years.

Our home strength in Australia and New Zealand has enabled us to grow internationally, and today we have operations established in China, Hong Kong, Dubai, India, Ireland, Japan, Luxembourg, the United Kingdom and the United States. We also collaborate with a network of global investment partners, leveraging our shared capabilities to provide greater access to new investment opportunities.

Our asset class specialists, investment strategists and economists work together with the aim of delivering strong investment outcomes for clients. That is why our clients trust us to invest over A\$178.9 billion (as at 30 June 2017) on their behalf, across a range of single sector and diversified funds.

AMP Capital has been appointed by the Responsible Entity to provide investment management and associated services in respect of the Fund. This includes being responsible for selecting and managing the Fund's investments.

AMP Capital has also been appointed by the Responsible Entity, under an agreement, to provide other Fund related services, including responding to investor enquiries and the preparation of this PDS on behalf of the Responsible Entity.

More information about AMP Capital is available online at www.ampcapital.com.au/about-us.

ABOUT THE AMP CAPITAL CORE INFRASTRUCTURE FUND

Overview

The Fund aims to provide investors with access to a diversified global portfolio of unlisted infrastructure assets and listed infrastructure securities.

The Fund is designed to give investors exposure to the defensive characteristics of infrastructure businesses and aims to provide:

- equity-like returns with lower levels of volatility than listed equities
- an attractive cash yield
- access to high quality unlisted infrastructure assets that are usually only accessible to very large institutional investors
- liquidity through withdrawals - information about liquidity and withdrawals is provided in the 'Risks of investing' and 'Accessing your money' sections of this PDS.

Infrastructure refers to a project or business that supports the provision of essential services to a community, and can include transport assets, energy and water utilities, and community amenities. Through the Fund, investors have the opportunity to invest in global infrastructure assets such as energy and water utilities, and airports – assets that otherwise may be difficult for individual investors to access.

The Fund's investments

The Fund aims for diversification by investing across infrastructure assets, sectors and geographic locations, with asset allocation targeting:

- **50% to unlisted infrastructure assets** – assets which are either:
 - held directly by the Fund, or
 - accessed through the Fund's investment in infrastructure funds which invest in unlisted infrastructure assets
- **50% to listed infrastructure securities and cash** – listed infrastructure securities are currently accessed through investment in the AMP Global Listed Infrastructure Index Fund Hedged.

Our infrastructure investment philosophy guides our decisions when considering assets for the Fund, and involves assessing each asset against a number of characteristics, such as competitive advantage and operating risk (see the 'Our investment approach' section of this PDS).

A diversified portfolio

The Fund seeks to provide income and capital growth while managing risk through diversification across assets, sectors and geographic locations. Asset lifecycle is also considered, from early stage projects to growth and mature infrastructure assets. This diversification provides investors in the Fund with the potential for a more stable risk-return profile than would be achieved by investing in a single asset or sector. Additionally, given the nature of infrastructure assets, returns from the Fund are expected to have a low correlation with returns from other asset classes such as shares and bonds, providing further diversification benefits for investors.

At a glance

Investment return objective	To provide total returns (income and capital growth) after costs and before tax, above the Fund's performance benchmark.
Performance benchmark	The 10 year Australian Government Bond Yield plus 3.25% pa
Suggested minimum investment timeframe	5 years
Who can invest?	<ul style="list-style-type: none"> • Individual and joint investors 18 years of age or over • Partnerships • Companies • Trusts • Superannuation funds
Minimum investment amounts	Initial – \$10,000 Additional – \$5,000 Regular investment plan – \$500 per month
Fees and other costs	Management costs – 1.68% pa, comprised of: <ul style="list-style-type: none"> • a management fee of 1.51% pa • a performance fee of 0.11% pa (15.375% of the Fund's performance above its performance benchmark – see the 'Performance fee' section of this PDS), and • indirect costs of 0.06% pa See the 'Fees and other costs' section of this PDS for the management costs components, other fees and costs that may apply and a worked example of management costs that may be payable in a year. The total amount of fees you will pay will vary depending on the total value of your investment.
Distribution frequency	The Fund aims to pay distributions quarterly (see the 'Distributions' section of this PDS).

See the 'Fund profile' section of this PDS for more detailed information about the Fund.

Withdrawals

Our ability to meet withdrawal requests is dependent on the Fund remaining liquid for Corporations Act purposes. We aim to pay withdrawal requests within 10 Business Days⁽¹⁾; however, due to the liquidity characteristics of the Fund's unlisted infrastructure assets, we may take up to 365 days or longer to pay withdrawal requests, as allowed under the Fund's constitution.

Where we determine we cannot fully meet all withdrawal requests within 10 Business Days, the conditions for the processing of redemptions may be varied as follows, and as permitted under the Fund's constitution. We will process withdrawal requests on a monthly basis according to a specified withdrawal date. In these circumstances withdrawal amounts may be reduced on a pro-rata basis for all withdrawal requests. We will notify you in writing if we intend to process withdrawals on this basis.

See the 'Risks of investing' and 'Accessing your money' sections of this PDS.

ASIC benchmarks and disclosure principles

The Australian Securities and Investments Commission (ASIC) has released benchmarks and disclosure principles to help investors better understand the characteristics of infrastructure entities and the risks associated with them.

Information about how these benchmarks and disclosure principles apply to the Fund is provided in the 'ASIC benchmarks and disclosure principles for the AMP Capital Core Infrastructure Fund' document, which is taken to be included in this PDS and should be read in conjunction with this PDS. This document is available online at www.ampcapital.com.au (go to the Fund page) and can be obtained free of charge, on request.

¹ A Business Day for us is any day other than Saturday, Sunday or a bank or public holiday in Sydney, NSW

Benefits of investing in the Fund

For investors seeking access to infrastructure investment opportunities that otherwise may not be readily available to them, investment in the Fund provides:

- access through a single fund, to a globally diversified portfolio of unlisted infrastructure assets and listed infrastructure securities
- access to unlisted infrastructure assets without the large capital outlay generally associated with this type of investment
- access to two sources of return by investing in unlisted infrastructure businesses and market listed securities
- the potential for strong total returns (income and capital growth)
- diversification provided by:
 - investment in both unlisted infrastructure assets and listed infrastructure securities
 - exposure to assets across a range of sectors, asset lifecycles and geographic locations, and
 - equity-like returns that are expected to have a lower level of volatility than listed equities and a low correlation to shares and bonds
- a higher level of liquidity than is generally associated with investments in unlisted infrastructure assets, through a strategic blending of unlisted infrastructure assets with listed infrastructure securities, and
- access to the investment expertise demonstrated by AMP Capital's track record of managing infrastructure investments for over 25 years.

Investment risks

All investing involves risk, and you should consider investment risks before making an investment decision. The risks specific to the Fund may include or be associated with:

- **liquidity** – assets subject to liquidity risk may be difficult to trade and it may take longer for their full value to be realised, and in circumstances where the Fund's portfolio ceases to be 'liquid' for Corporations Act purposes, there may be significant delays or a freeze on withdrawal requests.
- **share market investments** – the value of the Fund's investment in listed securities may decrease as a result of adverse share market movements.
- **gearing** – has the effect of magnifying the Fund's returns, both positive and negative.
- **interest rates** – including the risk of capital loss in a rising interest rate environment.
- **international investments** – including losses related to currency exchange rates, hedging, and changes in the state of the Australian and world economies.
- **deal flow** – the availability and volume of new opportunities suitable for the Fund is difficult to predict. We compete against other investors (including other funds managed by us) to secure access to these assets. Consequently, the Fund may not be able to identify or secure access to suitable investments, and this may affect the Fund's returns.
- **co-ownership** – where the Fund's assets are co-owned with other investors (including other funds managed by us), any issues arising out of the co-ownership could affect the performance of the asset.
- **derivatives** – the use of derivatives may magnify any losses incurred.

- **infrastructure investments** – factors affecting infrastructure assets (such as a company's ability to service debt in a rising interest rate environment) may negatively affect the value of the Fund's investments.

- **investment management** – there is a risk that the investment manager will not perform to expectation or factors such as changes to the investment team or a change of investment manager may affect the Fund's performance.

The 'Risks of investing' section of this PDS provides further information about some of the risks noted above, as well as information about other investment risks of which you should be aware.

Further information

If you have questions about investing in the Fund or require further information, please contact our Client Services team on 1800 658 404 between 8.30 am and 5.30 pm Sydney time, Monday to Friday.

Further information about the Fund is also available online at www.ampcapital.com.au. This information may include performance reports.

When reading Fund performance information, please note that past performance is not a reliable indicator of future performance and should not be relied on when making a decision about investing in the Fund.

OUR INVESTMENT APPROACH

Infrastructure investment philosophy

Our infrastructure investment philosophy guides our decisions when considering investments for the Fund.

An asset or security in which the Fund invests must exhibit a majority of the following characteristics:

- providing or facilitating the provision of an essential service
- sustainable competitive advantage – through monopolistic characteristics or having high barriers to entry from competitors
- low inherent operating risk and volatility
- low counterparty payment risk
- predictable, long duration, inflation-adjusted cashflows, and
- cashflows that are robust enough to support a geared capital structure.

Investment style

The Fund aims to provide diversification across a broad range of infrastructure sectors, through investment in both unlisted infrastructure assets and listed infrastructure securities.

As the Fund's unlisted infrastructure assets and listed infrastructure securities are different in nature, they require different investment styles and can have different return cycles.

For unlisted infrastructure assets, we take a 'bottom-up' approach where each opportunity is analysed on an individual basis taking into account the nature of the returns and risks of the asset.

For listed infrastructure securities, we take a 'top-down' approach where the focus is on selecting sectors that fit our infrastructure investment philosophy (see 'Listed infrastructure securities' in this section).

The Fund's investments

The Fund invests in unlisted infrastructure assets (either held directly by the Fund or accessed through the Fund's investment in infrastructure funds which invest in unlisted infrastructure assets) and in listed infrastructure securities (currently through investment in the AMP Global Listed Infrastructure Index Fund Hedged). In the future, the Fund may invest in other assets and securities.

A list of the Fund's current material investments can be obtained online at www.ampcapital.com.au (go to the Fund page) or by contacting us.

Unlisted infrastructure assets

The Fund may access unlisted infrastructure assets in two ways:

- by investing primarily in established and yield generating infrastructure assets directly, including as a co-investor with other investors and with other AMP Capital managed clients and funds, and
- through investing in AMP Capital's infrastructure funds that in turn invest directly in unlisted infrastructure assets that are at any stage of the asset lifecycle, from start up to mature.

Investing directly, including as a co-investor

The Fund seeks to invest directly (either by itself or as a co-investor) in established infrastructure assets. Assets may be sourced from existing infrastructure portfolios managed by AMP Capital. Such assets may include:

- transport assets such as toll roads, airports, ports or rail which benefit from a lengthy concession from relevant government authorities
- social infrastructure assets including educational and justice facilities, hospitals and aged care
- energy and water utilities which benefit from sustainable competitive advantage and/or monopolistic positions in regulated markets, and
- assets such as rolling stock, which have typical infrastructure characteristics and return profiles.

Having an allocation to infrastructure assets through co-investment gives the Fund the opportunity to acquire assets that are generally only accessible by institutional investors. This also places AMP Capital in a position to be able to have an influence over the asset, through board representation for example, and actively manage these investments with the objectives of increasing their values and income growth prospects.

Certain terms apply when co-investing, including AMP Capital's conflict management process (see 'Co-ownership' and 'Conflict management' in the 'Fund Profile' section of this PDS).

Access through investment in infrastructure funds

The Fund may also gain exposure to unlisted infrastructure assets through investment in infrastructure funds managed by AMP Capital.

Listed infrastructure securities

The Fund currently gains exposure to listed infrastructure securities through investment in the AMP Global Listed Infrastructure Index Fund Hedged, which in turn invests in a customised index of infrastructure securities based on our infrastructure investment philosophy criteria (see 'Infrastructure investment philosophy' in this section). The index is made up of a portfolio of 110 infrastructure securities with a market capitalisation of more than \$1,600 billion (as at 30 June 2017). It is well diversified by country and sector and excludes sectors that are more exposed to competitive rather than regulated markets.

Classifications within the index may include:

- toll roads
- airports
- ports
- rail
- communication infrastructure, such as mobile phone towers
- integrated regulated utilities, which are more exposed to regulated than competitive markets
- transmission and distribution, such as electricity and gas networks, and
- water.

AMP Capital designs and maintains the portfolio within the index, and outsources the implementation of the portfolio to an external party which has proven expertise in implementing global equity portfolios. The external party may change from time to time. The Fund may invest in other listed securities or funds that invest in listed infrastructure securities in the future.

Infrastructure investment expertise

AMP Capital has been investing in infrastructure since 1988, when we participated in financing the Sydney Harbour Tunnel. Today, we manage infrastructure investments in Australia, Asia, Europe and North America, across all infrastructure sectors. Our market presence and reputation has grown through continued participation in infrastructure projects, the building of strong relationships with financial, industry, government and community bodies, and the development of an investment philosophy that guides our infrastructure investment decisions.

Our investment team

Our specialist infrastructure investment team is made up of investment professionals located in Australia, the United Kingdom, Europe, the United States and India.

The team takes an active role in identifying, acquiring and managing investments, and benefits from access to AMP Capital's broader investment management resources and capabilities.

Information about the team can be obtained by contacting us.

FUND PROFILE

Asset allocation

Targeted asset allocations for the Fund are as follows:

- **50% to unlisted infrastructure assets** – assets which are either:
 - held directly by the Fund, or
 - accessed through the Fund's investment in infrastructure funds which invest in unlisted infrastructure assets
- **50% to listed infrastructure securities and cash** – listed infrastructure securities are currently accessed through investment in the AMP Global Listed Infrastructure Index Fund Hedged.

The actual asset allocations will be affected by the availability and volume of suitable unlisted infrastructure investment opportunities. Consequently the actual asset allocations may vary significantly from the target allocations. Actual asset allocations can be obtained online at www.ampcapital.com.au or by contacting us. The Fund may also hold some cash from time to time.

Acquisition restriction

No more than 25% of the Fund's net asset value, measured at the time of acquisition, can be invested in any single asset, including any single listed security, whether held directly or through another fund. If the Fund size falls below \$100 million, the Fund may only invest up to \$25 million at the time of acquisition, in any single asset, including any single listed security, whether held directly or through another fund.

Derivatives

The Fund may use derivatives such as forward contracts, swaps, futures or options to hedge against currency fluctuations, reduce risk or gain exposure to physical investments where this is consistent with the Fund's objectives. Derivatives will not be used to gear the Fund. Underlying funds in which the Fund invests may also use derivatives.

We impose restrictions on the use of derivatives within the Fund and monitor the implementation of these restrictions in accordance with the AMP Capital Derivatives Risk Statement, which can be obtained online at www.ampcapital.com.au, or by contacting us.

Gearing

Although the Fund's constitution allows the Fund to use gearing (borrowing against its assets) to acquire unlisted infrastructure assets or meet its short term liquidity needs, we do not currently intend to gear the Fund. However, underlying structures through which the Fund invests may use gearing as part of their investment strategies.

Currency management

The Fund's international investments are primarily hedged back to Australian dollars, with the aim of minimising the volatility of investment returns due to currency fluctuations.

Currency exposures and hedging are overseen by the Exposure Management team and monitored at both the portfolio and individual currency level.

Co-ownership

Under the Fund's constitution, the Fund may co-invest with other investors including other AMP Capital infrastructure funds, on terms which:

- give the co-owner the first right of refusal over the Fund's interest in the asset, and
- permit the co-owner to acquire the Fund's interest at market value if AMP Capital ceases to manage the Fund.

The Fund currently has co-ownership investments with other AMP Capital infrastructure funds and with unrelated third parties. As is common market practice with co-ownership arrangements, the Fund may enter into agreements with co-owners which govern a number of issues, that may include:

- business scope
- confidentiality of information
- rights to appoint the Board of Directors
- approval of major capital expenditure and financing decisions, and
- sale of shares and the rights of other shareholders (pre-emptive rights).

Agreements can also contain penalties for non-compliance, including refusal to transfer shares, and the right of a co-owner to acquire shares at valuation where a change of ownership has not been undertaken as authorised by the shareholder agreement.

Conflict management

The Fund normally seeks to access unlisted global infrastructure investments through co-investment with other AMP Capital managed infrastructure funds. Under the Fund's constitution, the Fund is authorised to make investments in other infrastructure funds managed by us.

To manage any conflict of interest between funds managed by us, we have a deal allocation protocol that has been developed to ensure fair and transparent distribution of deal flow between competing fund and client portfolios.

Allocation of a new opportunity is determined by the investments and commitments of each fund as a proportion of the total pool of funds available.

Environmental, social and governance (ESG) considerations

AMP Capital takes account of labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments relating to the Fund to the extent set out below.

AMP Capital has no predetermined view about what we regard to be a labour standard or environmental, social or ethical consideration or how far they will be taken into account in the selection, retention or realisation of investments relating to the Fund. However, we take these considerations into account in the selection, retention or realisation of investments relating to the Fund to the extent that they may financially affect the investment.

AMP Capital acknowledges there are links between an organisation's environmental and social impacts, the quality of its corporate governance, and its long-term financial success. AMP Capital has an ESG policy describing our approach to considering ESG issues in investments.

Decisions about whether to buy, hold or sell investments are based primarily on financial and economic factors. ESG issues are taken into account by us in making these decisions as part of our investment research and analysis. AMP Capital also engages with the board and management teams of companies in which we invest on relevant ESG topics.

Other than to the extent stated above, AMP Capital does not exclude companies, asset types or industry sectors wholly on moral or ethical grounds.

Further information

More detailed information about the Fund, including further information about co-ownership and conflict management, is provided in the 'ASIC benchmarks and disclosure principles for the AMP Capital Core Infrastructure Fund' document, which is taken to be included in this PDS and should be read in conjunction with this PDS. This document is available online at www.ampcapital.com.au (go to the Fund page) and can be obtained free of charge, on request.

RISKS OF INVESTING

All investing involves risk

Generally, the higher the expected return, the higher the risk.

Assets with the highest long term returns may also carry the highest level of short term risk, particularly if you do not hold your investment for the minimum suggested investment timeframe. Additionally, different investment strategies may carry different levels of risk, depending on the assets in which a fund invests.

Whilst the Fund is managed with the aim of providing competitive investment returns against the Fund's performance benchmark and protecting against risk, you should be aware that the Fund is subject to investment risks, which could include delays in repayment, the non-payment of distributions and loss of capital invested.

When you invest in a fund, you should be aware that:

- returns are not guaranteed – future returns may differ from past returns, and the level of returns may vary, and
- the value of your investment may vary, and there may be the risk of loss of invested capital.

Investment risks can affect your financial circumstances in a number of ways, including:

- your investment in the Fund may not keep pace with inflation, which would reduce the future purchasing power of your money
- the stated aims and objectives of the Fund may not be met
- the amount of any distribution you receive from the Fund may vary or be irregular, which could have an adverse impact if you depend on regular and consistent distributions to meet your financial commitments, and
- your investment in the Fund may decrease in value, which means you may get back less than you invested.

The value of your investment in the Fund may be affected by the risks listed in this section and by other risks or external factors such as the state of the Australian and world economies, consumer confidence and changes in government policy, taxation and other laws.

Other factors such as your age, the length of time you intend to hold your investment, other investments you may hold, and your personal risk tolerance will affect the levels of risk for you as an investor. As the risks noted in this section do not take into account your personal circumstances, you should consider the information provided in 'Making an investment decision' at the end of this section, before making a decision about investing or reinvesting in the Fund.

Risks specific to the Fund

Liquidity

Liquidity refers to the ease with which an asset can be traded (bought and sold). An asset subject to liquidity risk may be more difficult to buy or sell and it may take longer for the full value to be realised.

Where the Fund has exposure to investments which are generally considered to be illiquid, it may be subject to liquidity risk.

We manage the Fund's portfolio with the aim of ensuring that exposure to illiquid assets is no greater than 20%. However, in circumstances where the Fund's portfolio consists of less than 80% in value of liquid assets, we may not be able to meet withdrawal requests within the periods specified under the 'Payment times' section of this PDS, and may suspend processing all withdrawal requests for such period as we determine.

In addition, we will not meet withdrawal requests if the Fund ceases to be 'liquid' for the purposes of the Corporations Act. However, although we are not obliged to, we may offer investors the opportunity to make withdrawals where the Fund is not 'liquid' during this period, as set out under the 'Processing withdrawal requests' section of this PDS.

Share market investments

Share market investments have historically produced higher returns than cash or fixed interest investments over the long term. However, the risk of capital loss exists, especially over the shorter term. You should be aware that past share market investment performance is not an indication of future performance.

Specific risks may include a slowdown in economic growth, individual companies reporting disappointing profits and dividends, and management changes. Where a fund is invested in listed securities, the value of these securities may decrease as a result of these and other events.

Gearing and interest rates

Most infrastructure assets are financed using a moderate to high degree of gearing measured as a proportion of the total enterprise value. Gearing has the effect of magnifying returns, both positive and negative, which means that the risk of loss of capital may be greater than if gearing did not take place. The cost and availability of leverage is dependent on the state of the broader credit markets, and increases in interest rates may affect the cost of borrowings and so reduce returns.

International investments

- **Currency exchange rates** – where the Fund's investments are located overseas, the relative strength or weakness of the Australian dollar against other currencies may influence the value of, or income from, an investment.
- **Currency hedging** – where international investments are primarily hedged back to Australian dollars, the Fund could still incur losses related to hedging or currency exchange rates. Such losses may affect the Fund's taxable income and its subsequent ability to pay distributions. Risks such as illiquidity or default by the other party to the hedging transaction may also apply.
- **Less protection under laws outside of Australia** – the laws under which assets located outside of Australia operate may not provide equivalent protection to that of Australian laws, which may mean that the Fund is unable to recover the full or part value of an offshore investment.
- **Operational risk** – investing across multiple markets and currencies magnifies risks associated with international investments.

Changes in the state of the world economies may affect the value of your investment in the Fund.

Deal flow

The availability and volume of new opportunities suitable for the Fund is difficult to predict. We compete against other investors (including other funds managed by us) to secure access to these assets. Consequently, the Fund may not be able to identify or secure access to suitable investments, and this may affect the Fund's returns.

Co-ownership

Where the Fund's assets are co-owned with other investors (including other funds managed by us), any issues arising out of the co-ownership could affect the performance of the asset (see 'Co-ownership' in the 'Fund profile' section of this PDS).

Derivatives

There are risks of losses to the Fund through the use of derivatives, and where derivatives are used by underlying funds in which the Fund invests, including:

- the value of a derivative may not move in line with the value of the underlying asset
- a derivative position cannot be reversed
- losses may be magnified, and
- the party on the other side of a derivative contract defaults on financial or contractual obligations.

Infrastructure investments

Risks associated with investing in infrastructure investments may include the following:

- a company's ability to meet debt commitments may be adversely affected by such factors as interest rate movements
- construction and project management costs may increase due to factors such as delays in completion of a project
- external parties associated with the operation of the asset may not meet their contractual obligations
- the expected usage and subsequent returns on the asset may be less than originally projected
- changes in regulation or the introduction of new regulations could affect the value of the asset, and
- the carrying value of the Fund's investments used to generate the Fund's unit price may not reflect their currently realisable value. This may be due to a range of factors, including liquidity pressures, market sentiment at the time of sale, the volume of assets being sold, availability of willing purchasers for an asset and delays between valuation and realisation of an asset.

Investment management

There is a risk that the investment manager will not perform to expectation or factors such as changes to the investment team or a change of investment manager may affect the Fund's performance.

Other risks

Other risks of investing may apply and you should seek appropriate advice before investing.

Making an investment decision

As the risks noted in this PDS do not take into account your personal circumstances, you should consider the following before making a decision about investing or reinvesting in the Fund:

- **Obtain professional advice** to determine if the Fund suits your investment objectives, financial situation and particular needs.
- **Read** a current AMP Capital Core Infrastructure Fund PDS.
- **Consider** the suggested minimum investment timeframe for the Fund, as set out in the Fund's PDS.
- **Regularly review** your investments in light of your investment objectives, financial situation and particular needs.

FEES AND OTHER COSTS

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns. For example, total annual fees and costs of 2% of your investment 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 fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website (www.moneySMART.gov.au) has a managed funds fee calculator to help you check out different fee options.

This PDS 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 managed investment scheme as a whole.

Taxes are set out in the 'Taxation' section of this document.

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

Unless otherwise specified, all dollar amounts are Australian dollars.

Table 1
AMP Capital Core Infrastructure Fund

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Fees when your money moves in or out of the managed investment product		
Establishment fee The fee to open your investment.	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment.	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment.	Nil	Not applicable
Exit fee The fee to close your investment.	Nil	Not applicable
Management costs¹		
The fees and costs for managing your investment.	1.68% pa of the Fund's net assets	Management costs are comprised of: <ul style="list-style-type: none"> • a management fee² of 1.51% pa - calculated daily and paid monthly out of the Fund's assets and reflected in the unit price. • a performance fee³ of 0.11% pa - calculated daily and paid half-yearly out of the Fund's assets where the aggregate of all performance fees for a performance fee period is positive, and reflected in the unit price. • indirect costs⁴ of 0.06% pa - paid out of the Fund's assets or interposed vehicle's⁵ assets once the cost is incurred and reflected in the unit price. Calculated on the basis of the Responsible Entity's reasonable estimate or knowledge of such costs.

Service fees

Switching fee The fee for changing investment options.	Nil	Not applicable
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1. This amount comprises the management fee, an estimated performance fee and estimated indirect costs. The sum of these figures may differ to the total management costs, due to rounding. For more information about management costs, see 'Management costs' under the heading 'Additional explanation of fees and costs'.
2. The management fee may be negotiated with investors who are wholesale clients for the purposes of the Corporations Act. See 'Differential fees' under the heading 'Additional explanation of fees and costs'.
3. A performance fee may not be payable if there is no relevant outperformance. For more information on the calculation of the performance fee, see 'Performance fee' under the heading 'Additional explanation of fees and costs'.
4. For more information on the meaning and calculation of indirect costs, see 'Indirect costs' under the heading 'Additional explanation of fees and costs'.
5. For more information on the meaning of interposed vehicles, see 'Indirect costs' under the heading 'Additional explanation of fees and costs'.

Important

Advice fees agreed between you and your financial adviser and other service fees may apply to your investment in the Fund. Advice fees may be in the form of an investment advice fee and/or an ongoing advice fee. Please refer to 'Payments to your financial adviser' in this section for information about the advice fees that may be payable.

Example of annual fees and costs

Table 2 gives an example of how the fees and costs in the Fund can affect your investment over a one year period. You should use this table to compare this product with other managed investment products. The fees and costs shown in this table are an example only and are not additional to the fees and costs described in Table 1.

Table 2

EXAMPLE – AMP CAPITAL BALANCE OF \$50,000 WITH A CONTRIBUTION CORE INFRASTRUCTURE OF \$5,000 DURING THE YEAR FUND		
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.
Plus Management costs ¹	1.68% pa of the Fund's net assets	And , for every \$50,000 you have in the Fund you will be charged \$840 ² each year.
Equals Cost of the Fund ³		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged a fee of: \$840² What it costs you will depend on the fund you choose and the fees you negotiate.

1. Management costs are expressed as a percentage of the Fund's net assets. Management costs are made up of a management fee of 1.51% pa, an estimated performance fee of 0.11% pa and estimated indirect costs of 0.06% pa. The sum of these figures may differ to the total management costs, due to rounding.
2. This cost does not include the management costs charged on the additional \$5,000 investment. The additional management costs would be \$84 if you had invested the \$5,000 for a full 12 months.
3. This cost does not include any advice fees paid to your financial adviser.

*The performance fee of 0.11% pa is an estimate of the prospective performance fee. This estimate considers a range of factors, including the actual performance fees payable for the year ended 30 June 2017 for this unit class. This estimate is inclusive of Goods and Services Tax (GST) less reduced input tax credits. It is provided as an example only and is not a forecast. The actual performance fee may be higher, lower or not payable at all.

Management costs are calculated with reference to your investment balance. Management fees are calculated on gross assets which may be higher than investment balances because of gearing within the Fund and underlying funds. The figures above assume no gearing. The gearing level of the Fund and underlying funds is not expected to be significant over the long term. This may change as new investments are made in other underlying funds.

Additional explanation of fees and costs

Management costs

Management costs are expressed as a percentage of the Fund's net assets, rounded to two decimal places. Management costs are made up of a management fee, an estimated performance fee (if applicable) and estimated indirect costs. Any management fees, performance fees or indirect costs charged by interposed vehicles are included in the management costs in Table 1; they are not an additional cost to you.

Management costs components

The management costs shown in Table 1 comprise the following components. The sum of these figures may differ to the total management costs, due to rounding. All figures in the table below are expressed as a percentage of the net assets of the Fund.

MANAGEMENT FEE (% PA)	ESTIMATED PERFORMANCE FEE (% PA)	INDIRECT COSTS (% PA)	
		RECOVERABLE EXPENSES	ESTIMATED OTHER INDIRECT COSTS
1.51%	0.11%	0.03%	0.02%

Management fee

The management fee is charged by the Responsible Entity for managing and operating the Fund. The management fee of 1.50% is charged on the value of the gross assets of the Fund. When calculating the value of the gross assets of the Fund for this purpose, we may value any units held by the Fund in underlying funds by reference to the gross assets of the underlying funds (that is, disregarding the value of any borrowings, other liabilities or provisions in those underlying funds) rather than the net asset value. For the purposes of the management costs calculation in Table 1, the management fee has been expressed as a percentage of the net assets.

Performance fee

The performance fee is charged by the Responsible Entity as an amount calculated by reference to the performance of the Fund as a whole, subject to the satisfaction of certain conditions. A performance fee of 15.375% (inclusive of GST less reduced input tax credits) of the outperformance of the Fund may be charged, based on the Fund's total return over the 10 year Australian Government Bond Yield plus 3.25% pa. Outperformance is measured on an after management fee, indirect costs and transactional and operational costs basis. Estimated performance fees are included in the management costs in Table 1.

Performance fee periods are at half-yearly intervals, 30 June and 31 December.

The performance fee is normally calculated each business day, and is calculated separately for each class of units. The daily performance fee calculation can be a positive or negative amount depending on whether or not the benchmark return has been exceeded.

If the aggregate of all performance fee calculations for a performance fee period is positive, a performance fee is payable. If the amount is negative, no performance fee is payable and any performance fee payable for the next performance fee period is reduced by that negative amount.

Performance fees are generally accrued in the unit price. The Responsible Entity may elect to receive units in the Fund instead of cash in respect of any management or performance fee payable.

Performance fee example If you invested \$50,000 in the Fund and the Fund outperforms its performance benchmark index by 1% in a year, the cost to you (which is reflected in the unit price) would be \$76.88. This estimate is inclusive of GST less reduced input tax credits. It is provided as an example only and is not a forecast. The fee may be higher, lower or not payable at all.

Indirect costs

Indirect costs are generally any amount the Responsible Entity knows or estimates will reduce the Fund's returns, that are paid from the Fund's assets or the assets of interposed vehicles.

Generally, an interposed vehicle is a body, trust or partnership in which the Fund's assets are invested. It includes, for example, an underlying fund.

The amount of indirect costs include, but are not limited to:

- recoverable expenses of the Fund
- management costs of an interposed vehicle (including recoverable expenses, performance-related fees and any other indirect costs of underlying managers or interposed vehicles in which the Fund invests), and
- a reasonable estimate of the costs of investing in over-the-counter (OTC) derivatives (either at the Fund level or in interposed vehicles), which may be used by the Fund to gain economic exposure to assets.

The amount of indirect costs shown in the 'Management costs component' table is based on the Responsible Entity's knowledge of, or where required, reasonable estimate of, such costs. Indirect costs are generally calculated on the basis of indirect costs paid by the Fund in the Fund's previous financial year. As such, the actual indirect costs may differ from the amount shown in the 'Management costs components' table. Indirect costs are deducted from the returns on your investment or from the Fund's assets as a whole. They are reflected in the unit price and are not an additional cost to you. Estimated indirect costs are included in the management costs in Table 1.

Recoverable expenses

The Fund's constitution entitles the Responsible Entity to be reimbursed from the Fund for any expenses incurred in relation to the proper performance of its duties.

The Responsible Entity may also recover other expenses relating to the operation of the Fund. These expenses include but are not limited to audit and legal fees, tax and accounting services, custody, administration and registry services, regulatory compliance and the cost of preparing disclosure documents. Internal expenses incurred in connection with these matters may also be recovered from the Fund. Recoverable expenses are included in the management costs in Table 1.

Updated fees and costs information

The management costs components are based on the Responsible Entity's actual knowledge, or reasonable estimate, of the particular fee or cost. Estimates may be based on a number of factors, including (where relevant), previous financial year information, information provided by third parties or as a result of making reasonable enquiries, and typical costs of the relevant investment. As such, the actual fees and costs may differ and are subject to change from time to time. Updated information that is not materially adverse to investors will be updated online at www.ampcapital.com.au, or you may obtain a paper copy or an electronic copy of any updated information from us, free of charge, on request. However, if a change is considered materially adverse to investors, the Responsible Entity will issue a replacement PDS and/or updated incorporated information, both of which will be available online. You can also obtain a copy of these documents free of charge, by contacting us.

Transactional and operational costs

The Fund incurs transactional and operational costs when dealing with the assets of the Fund. Transactional and operational costs may include transactional brokerage, clearing costs, stamp duty, the buy and sell spreads of any underlying fund and the costs of (or transactional and operational costs associated with) derivatives. These costs will differ according to the type of assets in the Fund, or for the purpose for which any derivatives are acquired and will be paid out of the Fund's assets.

We estimate the Fund's transactional and operational costs to be approximately 0.11% of the net assets of the Fund.

Buy and sell spreads

Transactional and operational costs associated with dealing with the Fund's assets may be recovered by the Fund from investors, in addition to the fees and costs noted in Table 1.

Investments and withdrawals in the Fund may incur buy and sell spreads, which are designed to ensure, as far as practicable, that any transactional and operational costs incurred as a result of an investor entering or leaving the Fund are borne by that investor, and not other investors.

Buy and sell spreads are calculated based on the actual or estimated costs the Fund may incur when buying or selling assets. They will be influenced by our experience of the costs involved in trading these assets or the costs that the Fund has actually paid, and will be reviewed whenever necessary to ensure they remain appropriate.

When you enter or leave the Fund, any buy or sell spread applicable at that time is a cost to you, additional to the fees and costs noted in Table 1, and is reflected in the unit price. The buy and sell spreads are retained within the Fund, as assets of the Fund; they are not fees paid to the Responsible Entity, AMP Capital or any investment manager.

The buy spread is taken out of application amounts. The sell spread is taken out of withdrawal amounts. As at the date of this PDS, a buy spread of 0.125% and a sell spread of 0.125% apply to the Fund.

Based on the buy and sell spreads noted above, an investment of \$50,000 would incur a buy spread of \$62.50, and a withdrawal of \$50,000 would incur a sell spread of \$62.50. This is an example only; it is not an estimate or forecast. The actual buy and/or sell spreads may be higher or lower.

Current buy and sell spreads can be obtained online at www.ampcapital.com.au/spreads or by contacting us.

If investments and withdrawals in the Fund incur buy and sell spreads, we estimate that a buy spread of 0.125% and a sell spread of 0.125% will recover the Fund's transactional and operational costs incurred due to investor activity. However, the balance of the Fund's transactional and operational costs will be borne by the Fund from the Fund's assets without any recovery from individual investors and reflected in the Fund's unit prices.

The following table shows a breakdown of the total estimated transactional and operational costs and how these are borne by investors.

Total estimated transactional and operational costs	0.11%
Estimated transactional and operational costs offset by buy/sell spreads	0.04%
Estimated transactional and operational costs borne by the Fund	0.07%

Other costs

Borrowing costs

Borrowing costs (or gearing costs) are the costs associated with borrowing money or securities (such as interest, establishment fees, government charges and stock borrowing fees). Borrowing costs are paid out of the Fund's assets or the underlying fund's assets (as the case may be) and reflected in the unit price.

We estimate these borrowing costs to be 0.00% of the Fund's net assets. These costs will be paid out of the Fund's assets and are additional to the fees and costs noted in Table 1 above.

Costs related to certain specific assets or activities to produce income

The Fund may also incur costs (related to certain specific assets or activities to produce income) that an investor would incur if they invested directly in a similar portfolio of assets. These costs will be paid out of the Fund's assets and are additional to the fees and costs noted in Table 1 above.

Liabilities properly incurred

The Fund's constitution entitles the Responsible Entity to be indemnified from the Fund for any liability properly incurred.

Maximum fees

The maximum fees that can be charged under the Fund's constitution (exclusive of GST) are:

- **Contribution fee** – 5% of the application amount. Currently, no contribution fee is charged.
- **Withdrawal fee** – 5% of the withdrawal amount. Currently, no withdrawal fee is charged.
- **Management fee** – 3% per annum of the value of the assets of the Fund. The current management fee charged is 1.50% per annum.

Under the Fund's constitution, the Responsible Entity is entitled to be paid an additional amount on the above fees, on account of GST, calculated in accordance with the Fund's constitution.

Changes to fees

The Responsible Entity may change the fees noted in this PDS at its discretion and without the consent of investors. For example, fees may be increased where increased charges are incurred due to changes to legislation, where increased costs are incurred, if there are significant changes to economic conditions, or if third parties impose or increase processing charges. However, we will give investors 30 days' written notice of any intention of the Responsible Entity to increase the existing fees, or introduce performance fees or contribution or withdrawal fees.

Goods and Services Tax

Unless otherwise stated, the fees and other costs shown in this section are inclusive of GST and any applicable stamp duty, less reduced input tax credits or other input tax credits claimable. For information about the tax implications of investing in the Fund, refer to the 'Taxation' section of this PDS.

Differential fees

A rebate of part of the management fee or a lower management fee may be negotiated with investors who are wholesale clients for the purposes of the Corporations Act or with AMP Group staff. Further information can be obtained by contacting us.

Alternative forms of remuneration

AMP Capital and the Responsible Entity may provide alternative forms of remuneration, such as professional development, sponsorship, and entertainment for financial advisers, dealer groups and master trust or investor directed portfolio service (IDPS) operators, where the law permits. Where such benefits are provided, they are payable by us or the Responsible Entity and are not an additional cost to you. AMP Capital and the Responsible Entity maintain a register to record any material forms of alternative remuneration we or the Responsible Entity may pay or receive. We will provide you with a copy of our register free of charge, on request.

Payments to your financial adviser

Advice fees

You may agree with your financial adviser that advice fees will be paid for financial planning services your financial adviser provides for you. These advice fees are additional to the fees shown in Table 1, and are paid to your financial adviser, not to us or the Responsible Entity.

Advice fees may be in the forms of:

- an investment advice fee, and/or
- an ongoing advice fee,

as described below.

You and your financial adviser determine the amount of any advice fees and how they will be charged. This information must be noted on your application form when you make your initial investment and each time you make an additional investment.

Investment advice fee

This fee is charged when you make your initial investment in the Fund and each time you make an additional investment. The fee can be either a fixed percentage of each investment amount or a set dollar amount.

We deduct the fee from each investment amount and forward it to your financial adviser before issuing units in the Fund.

Please note that this fee does not apply to investments made through a regular investment plan.

Ongoing advice fee

This fee can be either a set percentage of your investment account balance at the end of each month or a set dollar amount.

We deduct the fee monthly from your investment account (by selling the appropriate number of units) and forward it to your financial adviser.

You can change the ongoing advice fee at any time by written agreement between you and your financial adviser, and you can cancel the ongoing advice fee at any time. You will need to notify us of any change or cancellation in writing, by mail. Any request for changes or cancellations will need to be provided at least 3 Business Days prior to the end of the month for the change or cancellation to take effect that month.

Tax

Selling units to pay an ongoing advice fee may have capital gains tax implications, although some investors may be entitled to a capital gains tax discount if they have held the units for more than 12 months.

Depending on your personal circumstances, you may also be entitled to claim advice fees as deductible expenses on your tax return. You should seek appropriate tax advice about the tax implications, if any, for you.

Other payments and benefits

Your financial adviser may receive payments and/or other benefits from the dealer group or organisation under which they operate. These payments and benefits are not a cost to the Fund.

Other payments

Payments such as online brokerage payments may be made to other parties in relation to your investment in the Fund, where the law permits. These costs are paid out of the management costs; they are not an additional cost to you.

TAXATION

Taxation treatment of your investment

It is important that you seek professional taxation advice before you invest or deal with your investment, as the taxation system is complex, and the taxation treatment of your investment will be specific to your circumstances and to the nature of your investment.

These comments are intended for investors who hold their investment on capital account for income tax purposes based on our interpretation of Australian taxation laws and administrative practices at the date of publication of this PDS.

Generally, you will be liable to pay tax on your share of the taxable income of the Fund whether or not distributions are reinvested. You may be entitled to tax offsets, which reduce the tax payable by you, and concessional rates of tax may apply to certain forms of income such as capital gains. Australian resident individuals are liable to pay tax at their marginal rates on their share of the taxable income of the Fund. Generally, tax is not paid on behalf of investors. If you are not an Australian resident for income tax purposes, withholding tax will be deducted from your share of the taxable income of the Fund at prescribed rates dependent on the components of the Fund's taxable income.

Please note that at the time of your initial or additional investment there may be unrealised capital gains or accrued income in the Fund. If these amounts are subsequently realised, they may be paid to you as part of a distribution from the Fund. In addition, there may be realised but undistributed capital gains or income in the Fund. These amounts may be paid to you as part of the next distribution from the Fund.

You may also be liable to pay capital gains tax on any capital gains in respect of your investment, such as from disposing of your investment. You may instead realise a capital loss in respect of your investment, which may be used to reduce capital gains in the same or later years. The cost base of your investment, which is relevant when calculating any such capital gains or losses, may change over the duration of holding your investment. For example, certain non-assessable distributions have the effect of reducing your cost base.

If the Fund holds investments which are located outside of Australia, the Fund's income may include non-Australian sourced income. You may be entitled to foreign income tax offsets for foreign tax already paid.

Any losses generated by the Fund cannot be passed onto investors. However, where specific requirements are satisfied, the Fund should be eligible to offset losses to reduce later year income or capital gains.

Taxation laws and administrative practices change from time to time. Australia is in the process of taxation reform. These reforms may impact the taxation of the Fund and you as an investor. It is an investor's responsibility to consider and monitor the impact of any taxation reforms impacting their investment, both now and into the future.

Providing a Tax File Number (TFN)

You do not have to provide a TFN, exemption code or Australian Business Number (ABN) when you complete an application to invest or reinvest in the Fund. However, if you do not provide any of these, the Responsible Entity is required to deduct tax from most distributions, including where those distributions are reinvested, at the highest marginal tax rate, plus any applicable levies.

DISTRIBUTIONS

The Fund aims to pay distributions quarterly.

You should be aware that although the Fund's objective is to pay distributions quarterly, the amount of each distribution may vary or no distribution may be payable in a distribution period.

Unit prices will normally fall after the end of each distribution period. Consequently, if you invest just before the end of a distribution period, some of your capital may be returned to you as income in the form of a distribution.

Any distributions you receive may affect the social security benefits to which you are or may be entitled, and you should consider discussing this with your financial adviser, Centrelink or the Department of Veterans' Affairs before investing.

Distributions paid are based on the income earned by the Fund and the number of units you hold at the end of the distribution period. For example, if you held 50,000 units in the Fund, and the Fund paid a distribution of \$0.02 per unit for the distribution period, you would receive \$1,000 (that is, 50,000 units x \$0.02 per unit). Please note this is an example only and not a forecast, the distribution rate will vary for each distribution.

Payment of distributions

You can choose to have distributions:

- paid directly into your current nominated account, or
- reinvested in the Fund

by indicating your selection on your application form. If no selection is made, distributions will be reinvested.

Reinvestment

Under the Fund's constitution, the issue price for reinvested distributions is determined by the net asset value (adjusted by any distribution payable), any transaction costs and the number of units on issue in the unit class as at the last day of the distribution period. However, no buy spread is applied to reinvested distributions (see 'Buy and sell spreads' in the 'Fees and other costs' section of this PDS).

INVESTING IN THE FUND

Who can invest?

Applications to invest in the Fund through this PDS can only be made by:

- individual and joint investors 18 years of age or over
- partnerships
- companies
- trusts, or
- superannuation funds.

Further information is provided in the 'Applying for an investment' section of this PDS.

How to invest

Apply online

You can complete your application quickly and simply **online** at apply.ampcapital.com.au.

Alternatively, you can download a paper copy of the application form at www.ampcapital.com.au (go to the Fund page for which you are investing).

Applying for an initial investment

An initial investment amount of at least \$10,000 is required to open your account.

The Responsible Entity reserves the right to accept lower investment amounts. A current PDS and application form can be obtained free of charge online at www.ampcapital.com.au or by contacting us on 1800 658 404.

Making an additional investment

You can make additional investments of at least \$5,000 at any time. Additional investments are made on the basis of the PDS current at the time of the additional investment.

Setting up a regular investment plan

The regular investment plan enables you to invest regular monthly amounts by direct debit (see below). A minimum investment amount of \$500 per month applies. Regular investments are made on the basis of the PDS current at the time of the regular investment.

Direct debit

You will need to complete the direct debit request **online** or in the application form, providing the details of the bank account from which you would like us to deduct your investment amount and acknowledging that you have read and understood the direct debit request terms and conditions set out in the application form.

Initial and additional investments

Direct debiting on your nominated account should occur within five Business Days of the date we receive your application form.

Regular investment plans

Direct debiting on your nominated account should occur around the 20th of each month. Please note that if we receive your regular investment application after the 13th of the month, your first direct debit may not occur until around the 20th of the following month.

Interest earned on your application amounts

Your application amounts will be held in an applications account until units in the Fund are issued to you. Any interest earned on those amounts whilst they are held in the account will be credited to the Fund.

Processing applications

We generally process applications each Business Day⁽¹⁾, using the close of business issue price for that day.

Currently, if we receive an application after 1.00pm or on a non-Business Day for us, we treat it as having been received before 1.00pm the next Business Day.

Issue price

The issue price is determined under the Fund's constitution by reference to the net asset value and transaction costs pertaining to the relevant class of units, and the number of units on issue in that unit class.

The market value and net asset value of the Fund are normally determined at least each Business Day, using the market prices and unit prices of the assets in which the Fund is invested.

The Responsible Entity may exercise certain discretions in determining the unit price (see 'Unit Pricing Discretions Policy' in the 'Other important information' section of this PDS).

Cooling off rights

Where your application to invest or reinvest in the Fund has been accepted, you can request the return of your investment within 14 days of the earlier of the initial transaction being confirmed, or the end of the fifth Business Day after the units were issued.

The amount to be returned will be your investment, adjusted to take into account any increase or decrease in the unit price, any reasonable administration and transaction costs incurred, and any tax or duty payable on the units. Because of this adjustment, the amount returned to you may be less than the amount of your initial investment in the Fund.

Your investment cannot be returned if you have exercised any rights or powers available under it.

Nominated representative

You may nominate a representative to operate your investment in the Fund on your behalf. Your nominated representative will be able to exercise the same powers as you under the Fund's constitution, including transacting on your investment account.

Conditions

By nominating a representative, you agree to certain conditions, including indemnifying the Responsible Entity against any liabilities arising out of the nomination of your representative. You will be provided with the full terms and conditions when you nominate your representative.

Please contact us if you require further information.

The value of your investment

Investors in a managed investment scheme are issued with 'units', each of which represents a share of the value of the scheme's assets. The Fund has a number of classes of units. Investments made through this PDS relate to Off-platform Class H units.

Unit prices can rise and fall on a daily basis depending on a number of factors, including the market value of the Fund's assets. Consequently, the value of your investment will vary from time to time.

The value of your investment at any point in time is calculated by multiplying the number of units you hold, by the Off-platform Class H unit price current at that time. Unit prices are updated regularly online at www.ampcapital.com.au and can also be obtained by contacting us.

Risk

The Fund is not capital guaranteed and the value of an investment in the Fund can rise and fall. You should consider the risks of investing before making a decision about investing in the Fund (see the 'Risks of investing' section of this PDS).

Terms and conditions of investing

The offer to invest in the Fund is subject to the terms and conditions described in the Fund's current PDS and as set out in the Fund's constitution (see the 'Other important information' section of this PDS). The Responsible Entity reserves the right to change the terms and conditions (see below) and to refuse or reject an application.

We can only accept applications signed and submitted from within Australia. We cannot accept cash.

Changes to the information in a PDS

Before making an investment decision, it is important to read a current PDS, as information provided in a PDS may change from time to time. If changes are not materially adverse to investors, the relevant information will be updated online at www.ampcapital.com.au. However, if a change is considered materially adverse to investors, the Responsible Entity will issue a replacement or supplementary PDS which will be available online. You can also obtain a copy of the replacement or supplementary PDS free of charge, by contacting us.

The Responsible Entity may change the Fund's investment return objective or investment approach, from time to time, if it considers it to be in the best interests of investors. If it does so, it will advise investors.

Retaining this PDS

You should keep this PDS and any replacement or supplementary PDS, as you may need to refer to information about the Fund for ongoing investing. We will send you a current PDS and any replacement or supplementary PDS free of charge, on request.

Questions about your investment

Please contact our Client Services team on 1800 658 404 if you have questions relating to your investment.

1 A Business Day for us is any day other than Saturday, Sunday or a bank or public holiday in Sydney, NSW.

ACCESSING YOUR MONEY

Requesting a withdrawal

Nominated account

When you complete your application form, you nominate the account into which you would like withdrawals to be paid. Withdrawal amounts will only be paid into your current nominated account.

You can change your nominated account at any time by providing the new nominated account details to us in writing, by mail.

Withdrawal requests

You can request a withdrawal by completing a withdrawal form or sending us a letter. Your withdrawal request can be sent to us:

- by mail or fax* if the withdrawal is to be paid to your current nominated account, or
- by mail only if the withdrawal is to be paid to an account other than your current nominated account.

Withdrawal forms can be obtained online at www.ampcapital.com.au/forms or by contacting us.

If requesting a withdrawal by letter, please include your client number, the name of the Fund and the withdrawal amount. Withdrawal request letters can only be accepted if they are signed by the authorised signatories.

* Please refer to 'Communication by fax' in the 'Other important information' section of this PDS.

Minimum withdrawal amount and account balance

A minimum withdrawal amount of \$5,000 applies, and a balance of \$10,000 is generally required to keep your investment open. If your account balance falls below this level, the Responsible Entity may redeem your investment and pay the proceeds to you. The Responsible Entity reserves the right, however, to accept lower account balances.

Processing withdrawal requests

If our Sydney office receives a withdrawal request before 1.00pm on a Business Day, your withdrawal will be processed using the withdrawal price for that day. If received and accepted after 1.00pm, it will be processed using the withdrawal price for the next day. If it is a non-Business Day in Sydney, your withdrawal will be processed using the next available withdrawal price.

The proceeds of your withdrawal request will usually be available within 10 Business Days (see 'Payment times' in this section).

The unit price used to calculate your withdrawal value will generally be the price calculated on the last valuation date before we process the payment of your withdrawal request.

In circumstances where the Fund's portfolio consists of less than 80% in value of liquid assets, for example because of an unexpected fall in the value of those liquid assets against the value of the illiquid assets in the Fund's portfolio, we may not be able to meet withdrawal requests until the Fund's exposure to illiquid assets falls to 20% or less of its portfolio. We may, at our discretion, offer investors the opportunity to make withdrawals during this period. At such times, we will notify investors of the offer, providing details about:

- the period during which the offer will remain open, and
- which assets will be used to satisfy withdrawal requests.

Total withdrawals

Where the total withdrawals exceed 5% of the net assets of the Fund on any one day, we may determine that part of the withdrawal amount payable consists of income.

Large withdrawals

We may restrict the amount that an investor may withdraw during any three month period to 25% of the greatest number of units they held during the last 12 months if, either at the date of the withdrawal request or at any time within the previous 12 months, the investor held 20% or more of the total units in the Fund.

Monthly processing of withdrawal requests (if applicable)

The existing withdrawal process set out above may be changed where it is determined that the amount of funds available for meeting withdrawal requests is not sufficient to fully meet all withdrawal requests within 10 Business Days. The conditions for the processing of redemptions will be varied as permitted under the Fund's constitution.

We will determine to process withdrawal requests on a monthly basis according to a specified withdrawal date. In these circumstances withdrawal amounts may be reduced on a pro-rata basis for all withdrawal requests. We will notify you in writing if we determine to process withdrawals on this basis.

If the monthly processing of withdrawal requests and pro-rata processing of withdrawal payment amounts applies:

- You can still submit a withdrawal request at any time, and withdrawal requests will be paid into your nominated bank account. More than one withdrawal request per investor will be accepted in relation to any specified withdrawal date. If we receive more than one withdrawal request from you, we will aggregate and process your total withdrawal requests received before 1.00pm Sydney time on the specified withdrawal date.
- The specified withdrawal date will be the 15th day of each calendar month, or the next Business Day if the specified withdrawal date is not a Business Day (see above in this section).
- Withdrawal requests will be met out of the total amount of funds available for the purpose of meeting withdrawal requests. In determining this amount, we will act in the best interests of investors, while taking into account a number of factors, including the amount of cash available in the Fund.
- Where we determine cash is not available to fully meet withdrawal requests relating to a specified withdrawal date, withdrawal payment amounts will be reduced on a pro-rata basis for all withdrawal requests. If we reduce withdrawal payment amounts, you will need to submit a new withdrawal request for the balance of the unpaid withdrawal amount (or any other amount).
- This new withdrawal request will be processed at the specified withdrawal date relevant to the date we receive the request, and will be reduced on a pro-rata basis if there is insufficient cash available in the Fund to fully meet the request.
- The unit price used to calculate your withdrawal value will generally be the price calculated on the last valuation date before we process the payment of your withdrawal request (or part of your withdrawal request), not the day you notify us of your intention to withdraw.
- Withdrawal requests subject to monthly processing and pro-rata processing of withdrawal payment amounts will be satisfied within 365 days, or such longer period as permitted under the Fund's constitution.

We will notify you in writing if we determine to stop processing withdrawal requests on a monthly basis.

Withdrawal price

The withdrawal price is determined under the Fund's constitution by reference to the net asset value and transaction costs pertaining to the relevant class of units, and the number of units on issue in that unit class.

The market value and net asset value of the Fund are normally determined at least each Business Day, using the market prices and unit prices of the assets in which the Fund is invested.

The Responsible Entity may exercise certain discretions in determining the unit price (see 'Unit Pricing Discretions Policy' in the 'Other important information' section of this PDS).

Payment times

Although the proceeds of your withdrawal request will usually be available within 10 Business Days of receipt, you should be aware that:

- payment and processing of withdrawal requests is dependent on the Fund's cash position, and
- the Fund's constitution allows up to 365 days, or longer in some circumstances, to process withdrawal requests. These circumstances include but are not limited to:
 - where the Responsible Entity is unable to realise sufficient assets due to circumstances beyond its control, such as restricted or suspended trading in the market for an asset, or
 - if the Responsible Entity does not consider it is in the best interests of investors to realise sufficient assets to satisfy a withdrawal request.

If monthly processing of withdrawal requests applies, subject to the above conditions and the Fund's constitution, you should be aware that the amount paid to you may be less than the amount requested or that no amount may be payable in a month.

Suspension of withdrawals

Withdrawals may be suspended in certain circumstances. These circumstances include:

- where we are unable to realise sufficient assets due to circumstances beyond our control, such as restricted or suspended trading in relevant markets
- if we do not consider it is in the best interests of investors to realise sufficient assets to satisfy a withdrawal request
- where the Fund ceases to be 'liquid' as defined in the Corporations Act
- where it is reasonably considered to be in the best interests of investors to suspend, for example where we are unable to manage the Fund in order to meet its investment objectives, or
- where the law otherwise permits.

We treat withdrawal requests outstanding when a suspension occurs, or received during a suspension period, as having been received by us immediately after the end of the suspension period.

The withdrawal provisions outlined in this PDS only apply while the Fund is liquid. Where the Fund ceases to be liquid as defined in the Corporations Act, withdrawals are suspended and investors will not be able to withdraw from the Fund unless and until we choose to make a withdrawal offer to investors.

Transfer of units

Please contact us for all transfer requests.

KEEPING YOU INFORMED

Investment information

We will send you the following information:

- confirmation of each transaction (other than transactions made through a regular investment plan)
- quarterly statements which show the balance of your investment and any transactions made and fees charged since your last statement, and
- a tax statement at the end of each tax year.

Online access

Online access allows you to view your investment information, annual reports and statements at any time. To register for online access, please contact us.

Fund information

We will provide you with the following information free of charge, on request:

- the Fund's annual financial reports
- a paper copy of any updated information, and
- any replacement or supplementary PDS.

OTHER IMPORTANT INFORMATION

The Fund's constitution

The Fund's constitution provides the framework for the operation of the Fund and with the Fund's PDS, the Corporations Act and other relevant laws, sets out the relationship between the Responsible Entity and unitholders. We will send you a copy of the Fund's constitution free of charge, on request.

Overview of the Fund's constitution

The Fund may have a number of classes of units. Under the Fund's constitution, the different unit classes may have different management costs, expenses and distributions, but otherwise all classes of units have similar rights. Some of the provisions of the Fund's constitution are set out in this PDS. Further provisions relate to:

- the rights and liabilities of unitholders
- the times when processing of withdrawal requests can be extended, such as if the Fund is illiquid or it is not in the best interests of unitholders
- where taxes or other amounts can be deducted from payments to unitholders
- where transfers and applications may be refused
- the liability of the Responsible Entity to unitholders in relation to the Fund, which is limited to any liability imposed by the Corporations Act, so long as the Responsible Entity acts in good faith and without gross negligence
- the powers, rights and liabilities of the Responsible Entity, including its power to invest the assets of the Fund, to deal with itself and its associates, to be paid fees and to be reimbursed or indemnified out of the assets of the Fund
- the right of the Responsible Entity to be reimbursed by a unitholder or former unitholder for tax or expenses it incurs as a result of the unitholder's request, action or inaction, or to redeem units to satisfy amounts due to the Responsible Entity from a unitholder
- changing the Fund's constitution, including in some cases without unitholder approval, such as to meet regulatory changes
- the ability of the Responsible Entity to terminate the Fund at any time
- when the Responsible Entity can terminate the Fund or retire, and what happens if this occurs, and
- voting rights.

Although the Fund's constitution limits a unitholder's liability to the value of their units, the courts have yet to determine the effectiveness of provisions like this.

Compliance plan

The Responsible Entity has a compliance plan for the Fund, which sets out the measures that will apply in operating the Fund to ensure compliance with the Corporations Act and the Fund's constitution. The compliance plan is lodged with the Australian Securities and Investments Commission (ASIC) and is audited by independent auditors annually to determine compliance with it.

A compliance committee monitors the operation of the Fund and overall compliance with the compliance plan. The majority of the members of the compliance committee must be, and are, independent of both AMP Capital and the Responsible Entity. The compliance committee has the obligation to monitor compliance with the compliance plan and to report certain breaches of the Corporations Act and the compliance plan to ASIC.

Related party transactions

Any transaction between AMP Capital or the Responsible Entity and any of their respective related parties must comply with related party protocols and AMP Capital policies and procedures. For these purposes, a related party includes certain entities and individuals that have a close relationship with AMP Capital or the Responsible Entity. Related parties of the Responsible Entity include the Responsible Entity itself, entities that the Responsible Entity controls, funds operated or managed by the Responsible Entity and agents of the Responsible Entity.

As at the date of this document, the relevant policies and procedures that apply to related party transactions of AMP Capital or the Responsible Entity are contained in the AMP Conflicts of Interest Policy. Under this Policy, the parties must transact on terms that would be reasonable if they were dealing at arm's length, relevant legislative requirements must be satisfied and the interests of investors must be protected. The Policy will be reviewed on a regular basis and may change from time to time.

Under the Fund's constitution, the Responsible Entity may:

- deal with itself, an associate, investor or any other person
- be interested in and receive a benefit under any contract or transaction with itself, an associate, investor or any other person, or
- act in the same or similar capacity in relation to any other fund.

The Fund's constitution also provides that amounts may be paid to related parties for services provided to AMP Capital in connection with the Fund and for expenses. These payments are on arm's length terms.

Continuous disclosure obligations

Where the Fund has more than 100 unitholders it is subject to regular reporting and disclosure obligations under the Corporations Act. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office or can be obtained free of charge by contacting us. These documents may include:

- the Fund's annual financial report most recently lodged with ASIC, or
- the Fund's half year financial report lodged with ASIC (after the lodgment of the annual financial report and before the date of the current PDS).

Where the Fund has continuous disclosure obligations, the Responsible Entity will meet those obligations by publishing material information online at www.ampcapital.com.au.

Complaints procedure

AMP Capital and the Responsible Entity follow an established procedure to deal with complaints. We are committed to providing you with a high level of service, but sometimes things go wrong. If this happens, we will help you resolve the issue. If you have concerns relating to your investment in the Fund, please contact us by telephone on 1800 658 404 or in writing to AMP Capital Investors Limited, GPO Box 5445, Sydney NSW 2001.

If the matter is not resolved to your satisfaction or is not resolved within 45 days, you may wish to contact the Financial Ombudsman Service, by telephone on 1800 367 287 or in writing to GPO Box 3, Melbourne Victoria 3001. The Financial Ombudsman Service is independent from us.

If the complaint is privacy related, please refer to the AMP Privacy Policy for more details, which can be obtained online at www.ampcapital.com.au/common/privacy.

Your privacy

The main purpose in collecting personal information is so that we can set up and administer your investment account. If you do not provide the required information, we may not be able to process your application. If you would like us to not use your personal information for direct marketing purposes, please contact us.

The AMP Privacy Policy, which can be obtained online at www.ampcapital.com.au/common/privacy or by contacting us, sets out the AMP Group's policies on management of personal information. This information may be disclosed to other members of the AMP Group, financial advisers where applicable, to external service suppliers (including offshore suppliers) who supply administrative, financial or other services that assist us in providing services to you, and to anyone you have authorised or if required by law.

Under the Privacy Act 1988 (Cth) (Privacy Act), you may access personal information held about you, although the Privacy Act does set out some exemptions to this. If you believe information held about you is inaccurate, incomplete or out of date, please contact us.

Communication by fax

When you communicate with us by fax, it is your responsibility to obtain confirmation from us that we have received your fax. Neither we nor the Responsible Entity are responsible for any loss or processing delay that occurs as a result of us not receiving a faxed communication. Please note that we do not accept a sender's fax transmission record as evidence that a communication has been received by us. You also indemnify us and the Responsible Entity against any loss or liability arising from us or the Responsible Entity acting on any fraudulent communication received by fax.

Unit Pricing Discretions Policy

The Responsible Entity may exercise certain discretions in determining the unit price of units on application and withdrawal in the Fund. The Unit Pricing Discretions Policy, which can be obtained online at www.ampcapital.com.au or a copy can be obtained, free of charge, by contacting us, sets out the types of discretions that the Responsible Entity may exercise and in what circumstances the Responsible Entity exercises the discretions and the reasons why it considers the policies are reasonable. The Responsible Entity is required to keep a record of any instance where a discretion is exercised in a way that departs from these policies.

Asset Valuation Policy

Assets in which the Fund invests are held directly by the Fund or through underlying funds in which the Fund invests. Generally, these assets are valued at least each Business Day using market prices in accordance with the AMP Capital Asset Valuation Policy, with the exception of the following:

- **direct assets** are valued by us at least twice a year
- **units in unlisted infrastructure funds** are valued at the most recent unit price supplied by the manager of the relevant fund, and
- **investments in underlying funds** are valued by an independent administrator.

For further information on AMP Capital's Asset Valuation Policy, please go to www.ampcapital.com.au or a copy can be obtained, free of charge, by contacting us.

APPLYING FOR AN INVESTMENT

Apply online

You can complete your application quickly and simply **online** at apply.ampcapital.com.au.

Alternatively, you can download a paper copy of the application form at www.ampcapital.com.au (go to the Fund page for which you are investing).

Initial investment

An initial investment amount of at least \$10,000 is required to open your account.

More detailed information is provided in the 'Investing in the Fund' section of this PDS.

Additional and regular investments

You can make additional investments of at least \$5,000 at any time.

You can also set up a regular investment plan, investing at least \$500 by direct debit each month into your investment account.

Additional and regular investments are made on the basis of the PDS current at the time of the additional or regular investment.

More detailed information is provided in the 'Investing in the Fund' section of this PDS.

Payment methods

You can make initial, additional or regular investments via direct deposit, direct debit or cheque. Just follow the instructions when completing your application online, or refer to the payment instructions on the application form.

Completing the application form

It is important that you fill out the application form correctly and provide all information and documentation as indicated in the form and applicable to your investment. Submitting an incomplete form or providing incomplete or incorrect information or documentation can delay the processing of your application, and the issuing of units to you.

We will only ask for information and documentation that we need:

- to set up and administer your investment account, such as bank account details for the payment of distributions, and
- to comply with legislation relevant to your investment.

Signing the form

The application form should only be completed and signed by:

- the person who is, or will become, the unitholder
- an authorised signatory if the application is on behalf of a company, trust or superannuation fund, or
- an agent for the investor, acting under power of attorney or as a legal or nominated representative.

Submitting your application

Mail your completed application form, identification documentation and a cheque for your investment amount if applicable, to:

AMP Capital Investors Limited
Reply Paid 125
Parramatta NSW 2124
(no stamp required)

CONTACTING AMP CAPITAL

For information about investing with AMP Capital, please contact us.

Registered office

AMP Capital Investors Limited
33 Alfred Street
SYDNEY NSW 2000

Mailing address

AMP Capital Investors Limited
Reply Paid 125
PARRAMATTA NSW 2124
(no stamp required)

Client Services

T: 1800 658 404
8.30am – 5.30pm Sydney time, Monday to Friday

F: 1800 188 267

E: clientservices@ampcapital.com

W: ampcapital.com.au
