

MANNING PRIVATE DEBT FUND

Income Specialists

2019 FINALIST | Best Private Debt Fund

Hedge Funds Rock
The Australian Alternative Investment Awards



This application form relates to an Information Memorandum dated November 2019 (“Information Memorandum”) issued by Manning Asset Management Pty Ltd (“Manning AM”), AFSL 509 561, ACN 608 352 576, for the offer of units in the Manning Private Debt Fund (“Fund”). Terms defined in the Information Memorandum have the same meaning in this application form.

The Information Memorandum contains important information about investing in the Fund, and you are advised to read the Information Memorandum before completing this application form. It is essential that you receive the application form and Information Memorandum in Australia. We may not accept an application from a person who we believe received the documents outside Australia.

This form enables us to create your investment account and provides us with details of the people who are authorised to transact on the account. This form also sets out identification information required from you to enable us to comply with AML/CTF, FATCA, and CRS requirements. In this application form, “I/we”, “you”, “your”, “Unitholder”, “Applicant” and “my/our” refers to the investor/joint investors.

Five steps to make an investment:

1. Complete the relevant sections of this application form
2. Print, sign and date this application form
3. Collect and certify your identification documents
4. Provide cleared funds in the nominated account. Refer to “Investment details and payment method”
5. Post this form and certified copies of your identification documents to the Fund’s Administrator, being:

Eticore SD Services Pty Ltd (Ref: Manning PD Fund)

Suite 5.01, Level 5

15 Castlereagh St

Sydney

NSW 2000

Application forms may also be emailed to ManningAM@eticore.com.au however we require an original copy of the form and the certified identification documents to be posted to the above mailing address.

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Company Details

- 1 Full company name as registered by ASIC
- 2 ACN / ABN / ARBN:
- 3 Registered office address:
 (PO Box is not acceptable) State: Postcode:
- 4 Principal place of business address if different to registered office, or (for registered foreign companies) the full name and address of the company's Australian agent:
 (PO Box is not acceptable) State: Postcode:
- 5 Country of formation/incorporation/registration (if not Australia):
- 6 Company type: Public company Proprietary or private company
- 7 Please answer all of the following questions

	No / Yes	If 'Yes', please complete these details
Are you an Australian listed company?	<input type="checkbox"/>	Name of market/exchange: <input type="text"/>
Are you a majority-owned subsidiary of an Australian listed company?	<input type="checkbox"/>	Australian listed parent company name: <input type="text"/> Name of market/exchange of parent: <input type="text"/>
Are you a company licensed and subject to the regulatory oversight of a Commonwealth, State or Territory statutory regulator in relation to its activities as a company beyond that provided by ASIC "Australian Regulated Company"?	<input type="checkbox"/>	Regulator name: <input type="text"/> Licence details: (eg ACL, AFSL) <input type="text"/>
Are you a foreign registered company?	<input type="checkbox"/>	Name of relevant foreign registration body: <input type="text"/> Identification number <input type="text"/> Address of company in the country of formation: <input type="text"/> Full address of the principal place of business in country of formation/incorporation/registration: <input type="text"/>
Are you a foreign unregistered company?	<input type="checkbox"/>	Principal business activity: <input type="text"/> Address of company in country of formation: <input type="text"/> Full address of the principal place of business in country of formation/incorporation: <input type="text"/>

8 Directors – To be completed for proprietary or private companies

How many directors are there?

Please provide the full name of each director below:

Given name(s)	Surname
1. <input type="text"/>	<input type="text"/>
2. <input type="text"/>	<input type="text"/>
3. <input type="text"/>	<input type="text"/>
4. <input type="text"/>	<input type="text"/>
5. <input type="text"/>	<input type="text"/>
6. <input type="text"/>	<input type="text"/>

If there are more directors, please provide their details on a separate sheet and tick this box:

9 Beneficial Owners (if applicable)

To be completed by all companies that are not Australian publicly listed companies, majority owned subsidiaries of Australian publicly listed companies or Australian regulated companies.

Please provide details of each individual who is a beneficial owner through **EITHER**

i) one or more shareholdings of 25% or more of the issued capital of the company (through direct and indirect shareholdings);

OR

ii) if there are no individuals who meet these requirements, the names of individuals who directly or indirectly control the company (through the capacity to determine decisions about financial or operating policies, or by means of trusts, agreements, arrangements, understandings and practices, voting rights of 25% or more or power of veto). If no such person can be identified, then please provide the details of the most senior managing official/s of the company such as the Managing Director or the directors who are authorised to sign on the company's behalf.

Beneficial Owner 1

Title Given name(s) Surname Date of birth: ___/___/___

Residential address:

(PO Box is not acceptable) State: Postcode:

Role (if not shareholder)

Are you a tax resident of Australia? Yes No

If no, please provide further information as required below for each country of tax residence:

Country	Tax Identification Number (TIN) ¹	If no TIN, list reason A/B/C ²
<input type="text"/>	<input type="text"/>	<input type="text"/>

Country	Tax Identification Number (TIN)	If no TIN, list reason A/B/C
<input type="text"/>	<input type="text"/>	<input type="text"/>

Beneficial Owner 2

¹ A TIN is the identification number assigned by each country for the purposes of administering tax laws. Eg a Tax File Number in Australia or a Social Security Number in the US

² Reason A: The country of tax residency does not issue TINs to tax residents; Reason B: The individual has not been issued with a TIN; Reason C: The country of tax residency does not require a TIN to be disclosed

Title Given name(s) Surname Date of birth: ___/___/___

Residential address:

(PO Box is not acceptable) State: Postcode:

Role (if not shareholder)

Are you a tax resident of Australia? Yes No

If no, please provide further information as required below for each country of tax residence:

Country	Tax Identification Number (TIN) ³	If no TIN, list reason A/B/C ⁴
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	Tax Identification Number (TIN)	If no TIN, list reason A/B/C
<input type="text"/>	<input type="text"/>	<input type="text"/>

If there are more beneficial owners, please provide their details on a separate sheet and tick this box:

Tax Information

Please provide the Company TFN

Is the Company a tax resident of a country other than Australia? Yes No

If yes, please provide further information as required below for each country of tax residence:

Country	Tax Identification Number (TIN) ³	If no TIN, list reason A/B/C ⁴
<input type="text"/>	<input type="text"/>	<input type="text"/>
Country	Tax Identification Number (TIN)	If no TIN, list reason A/B/C
<input type="text"/>	<input type="text"/>	<input type="text"/>

Tax Status

Collection of Tax Status is required by the United States Foreign Account Tax Compliance Act (FATCA) and the Common Reporting Standard (CRS)

Please select **ONE** of the following as the Tax Status and provide the information requested

Financial Institutions (A custodial or depository institution, an investment entity or a specified insurance company for FATCA/CRS purposes)

Provide the Company's Global Intermediary Identification Number (GIIN) if applicable

If the Company is a Financial Institution but does not have a GIIN, provide its FATCA status (select only one of the following statuses)

Deemed Compliant Financial Institution

Excepted Financial Institution

Exempt Beneficial Owner

Non Reporting IGA (Intergovernmental Agreement Financial Institution)

Non-participating Financial Institution

Other (describe FATCA status)

Is the Financial Institution an Investment Entity located in a Non-Participating CRS jurisdiction⁵ and managed by another Financial Institution? Yes No

Australian Public Listed Company or Majority Owned Subsidiary of an Australian Public Listed Company

³ A TIN is the identification number assigned by each country for the purposes of administering tax laws. Eg a Tax File Number in Australia or a Social Security Number in the US

⁴ Reason A: The country of tax residency does not issue TINs to tax residents; Reason B: The individual has not been issued with a TIN; Reason C: The country of tax residency does not require a TIN to be disclosed

⁵ CRS Participating Jurisdictions are on the OECD website at <http://www.oecd.org/tax/automatic-exchange/crs-implementation-and-assistance/crs-by-jurisdiction/>

An Active Non Financial Entity (NFE) - these include entities where during the previous reporting period less than 50% of their gross income was passive income (eg dividends, interest, royalties) and less than 50% of assets held produced passive income

Foreign Company - (a company established under the laws of a foreign country or a foreign taxpayer, which is not a Financial Institution, Foreign Publicly Listed Company, Majority Owned Subsidiary of a Foreign Publicly Listed Company or Governmental Entity)

Foreign Publicly Listed Company, Majority Owned Subsidiary of a Public Listed Company or Governmental Entity (that are not Financial institutions)

Other - entities not previously listed – Passive Non-Financial Entities

Keeping you informed – Investor Communications and Correspondence

Please provide the details of the primary contact to receive investor communications and correspondence relating to the account.

Title Contact name:

Telephone number: Email address:

Preferred method of communication

Our preferred method for sending you investor correspondence (such as transaction confirmations, periodic, distribution and tax statements, on-going disclosures and other material) is via email. Please indicate your preference below by ticking one of the boxes:

Email – I/we consent to receive all investor correspondence from you by email to the email address(es) provided above.

Post – I /we wish to receive all investor correspondence by post to the address(es) provided in the previous section above.

If you do not tick either of the above boxes, we will send investor correspondence to you by email.

Acknowledgment of Wholesale Investor Status

I/we have received and read the Fund's Information Memorandum

I/we acknowledge that one of the following circumstances applies to me/us (please indicate):

- (a) I am/we are applying for Units in the Fund at a price, or for the value of, at least \$500,000
- (b) I have/we have net assets of at least \$2.5 million, and I am/we are applying for Units in the Fund for a purpose other than for use in connection with a business.
- (c) I have/we have a gross income for each of the last two financial years of at least \$250,000 per year, and I am/we are applying for Units in the Fund for a purpose other than for use in connection with a business.
- (d) I am/we are a 'professional investor' as defined in the Corporations Act.

If (b) or (c) applies, please provide an Accountant's Certificate with your Application Form.

If (d) applies, in addition to completing this Form, please contact the Fund Administrator on +61 2 8278 9520 or manningAM@eticore.com.au to discuss the additional information we will require.

Investment Details and Direct Debit Request

Fund	Total value of units applied for (A\$)
Manning Private Debt Fund	

I/We request and authorise Manning Asset Management Pty Ltd (AFSL 509561) as Trustee of the Manning Private Debt Fund to arrange, through its own financial institution, to debit the below mentioned bank account for the amount specified in 'Total value of units applied for (A\$)'. This debit will be subject to the terms and conditions of the Direct Debit Request Service Agreement available at manningam.com.

Please note that the funds will be debited 4 Sydney business days before the last Sydney business day of the month.

Please note that the bank account details you provide will be held on record and maintained to pay any future withdrawal proceeds and/or income distributions. This account must be in the name of the investor(s). We will not pay to a third-party bank account.

Institution:

Branch:

BSB: Account number:

Account name:

If you wish to make any subsequent changes to these instructions, please contact the Fund's Administrator at ManningAM@eticore.com.au.

Income Payment Instructions

Income from the Units in the Manning Private Debt Fund will be automatically reinvested in additional Units in the Fund unless you indicate here (or by subsequent notice in writing to the Fund Administrator) that you wish your income to be paid to you (tick the applicable box).

Please reinvest my/our income in additional Units in the Fund; or

Please pay income directly to my/our bank account.

Acknowledgment

I/We acknowledge that by signing and/or providing the Fund Administrator with valid instruction in respect to my/our Direct Debit Request, I/we have understood and agreed to the terms and conditions governing the debit arrangement between me/us and Manning Asset Management Pty Ltd as set out in this request and in the Direct Debit Service Agreement.

Signature 1

Name:

Date: ___/___/___

Signature 2

Name:

Date: ___/___/___

If debiting from a joint bank account, both signatures are required.

Adviser Details

Do you wish to give your financial adviser access to your Manning Private Debt Fund account details? Yes No

If yes, complete this section with your financial adviser's details.

Adviser name:

Company name:

ABN:

Advisor Representative Number:

Registered Company Address:
 State: Postcode:

Business number: Mobile number:

Email address:

Advice fee

Do you wish to pay your adviser an upfront or ongoing advice fee? Yes No

If yes, complete the section below.

One-off advice fee

I/we consent to the payment of a one-off advice fee of \$_____ (amount expressed as single dollar amount) being deducted from my/our Manning Private Debt Fund account and paid to the adviser listed previously upon my/our investment in the Fund.

OR

Ongoing advice fees

I/we consent to the payment of an ongoing advice fee of _____ (amount expressed as a % p.a.) of my/our Manning Private Debt Fund account being deducted and paid to the adviser listed previously upon my/our investment in the Fund and annually thereafter.

Applicant acknowledgement of advisor fee arrangements (must be signed by all applicants)

Signature 1

Name:

Date: ___/___/___

Title: Director Secretary Sole director & secretary

Other office bearer or attorney (please specify)

Signature 2

Name:

Date: ___/___/___

Title: Director Secretary Sole director & secretary

Other office bearer or attorney (please specify)

US Person Beneficial Ownership

Is one or more of the Investors named in this Application Form, directly or indirectly, a U.S. person? Yes No

If yes, approximately what percentage of the beneficial owner distribution is represented by the US Person/s? %

For purposes of this Application Form, the term "U.S. person" means:

- I. any natural person resident of or in the United States or any partnership, corporation or other entity organized or incorporated under the laws of the United States or which has its principal place of business in the United States;
- II. any estate of which any executor or administrator is a U.S. person or the income of which is subject to U.S. income tax regardless of source;
- III. any trust of which any trustee is a U.S. person or the income of which is subject to U.S. income tax regardless of source;
- IV. any agency or branch of a foreign entity located in the United States or the income of which is subject to U.S. income tax regardless of source;
- V. any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a U.S. person;
- VI. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States;
- VII. any partnership or corporation if
 - a. organised or incorporated under the laws of any foreign jurisdiction and
 - b. formed by a U.S. person principally for the purpose of
 - i. investing in Units of the Fund or
 - ii. investing in securities not registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), unless it is organized or incorporated, and owned, by accredited investors (as defined in Rule 501(a) under the Securities Act) who are not natural persons, estates or trusts; and
- VIII. any entity organised principally for passive investment such as a commodity pool, investment company or other similar entity (other than a pension plan for the employees, officers or principals of an entity organised and with its principal place of business outside the United States) in which U.S. persons who do not qualify as qualified eligible persons (as defined in Rule 4.7 under the U.S. Commodity Exchange Act) hold units of participation representing in the aggregate 10% or more of the beneficial interest in the entity or which has a principal purpose the facilitating of investment by a U.S. person in a commodity pool with respect to which the operator is exempt from certain requirements of Part 4 under the U.S. Commodity Exchange Act regulations by virtue of its participants being non-U.S. persons.

For purposes of the foregoing, the term "U.S." means the United States of America, its territories and possessions, any state of the United States of America, and the District of Columbia.

Investor Identification Documents

Company

Please attach at least one certified identification document which verifies the identity of the company. All foreign language documents must be accompanied by an English translation prepared by an accredited translator.

Select	Identity document
	For domestic companies registered with ASIC, a record of the company held by ASIC and accessible on ASIC's website
	For foreign companies not registered with ASIC, a licence or other record issued by a domestic or foreign regulator
	Other (please specify)

Beneficial owners

Identification documents for all shareholder beneficial owners and other beneficial owners must also be provided. Refer to Options 1 and 2 below.

Please complete either Option 1 or Option 2 for each shareholder beneficial owner and other beneficial owner and attach a certified copy of the applicable document(s). Note that a document produced must not have expired (other than in the case of a passport issued by the Commonwealth that has expired within the preceding two years).

Beneficial Owner 1

Option 1

Select one Primary photographic identity documents	
	Australian State or Territory driver's licence containing your photograph. If your residential address has changed, please also provide a certified copy of the back of the licence
	Australian passport containing your photograph and signature
	Foreign passport or other international travel document containing your photograph and signature
	Proof of age card issued by an Australian state or territory containing your photograph and signature
	National identity card issued by a foreign government that includes your photograph and signature AND foreign driver's licence that contains your photograph and date of birth

OR

Option 2

Please attach at least one primary non-photographic document AND one secondary non-photographic document

Select one Primary non-photographic identity document	
	Australian birth certificate or birth extract
	Australian citizenship certificate
	A Centrelink Pension card or a Centrelink Healthcare card

AND

Select one Secondary non-photographic identity document	
	A financial benefit notice issued by the Commonwealth, State or Territory within the last 12 months that contains your name and address
	An income tax assessment notice issued within the last 12 months that contains your name and address
	A local government notice (e.g. council rates) or utilities notice (e.g. electricity, gas or phone bill) issued in the last 3 months that contains your name and address

Beneficial Owner 2

Option 1

Select one Primary photographic identity documents	
	Australian State or Territory driver's licence containing your photograph. If your residential address has changed, please also provide a certified copy of the back of the licence
	Australian passport containing your photograph and signature
	Foreign passport or other international travel document containing your photograph and signature
	Proof of age card issued by an Australian state or territory containing your photograph
	National identity card issued by a foreign government that includes your photograph and signature AND foreign driver's licence that contains your photograph and date of birth

OR

Option 2

Please attach at least one primary non-photographic document AND one secondary non-photographic document

Select one Primary non-photographic identity document	
	Australian birth certificate or birth extract
	Australian citizenship certificate
	A Centrelink Pension card or a Centrelink Healthcare card

AND

Select one Secondary non-photographic identity document	
	A financial benefit notice issued by the Commonwealth, State or Territory within the last 12 months that contains your name and address
	An income tax assessment notice issued within the last 12 months that contains your name and address
	A local government notice (e.g. council rates) or utilities notice (e.g. electricity, gas or phone bill) issued in the last 3 months that contains your name and address

Power of Attorney

If you are completing and signing this application form under a power of attorney, please also provide a certified copy of the power of attorney.

Declarations

The Applicants agree, acknowledge and declare that he/she/they:

- a. have received, read and understood the Information Memorandum for the Fund to which this application form applies and agree to be bound by the terms of the Information Memorandum, and the Trust Deed of the Fund, as amended from time to time.
- b. agree to the collection, use and disclosure of his/her/their personal information as set out in the Information Memorandum and the Trustee's Privacy Policy. The Trustee and the Fund Administrator are required to obtain certain information to enable compliance with AML/CTF, FATCA and CRS requirements and the Applicants undertake to provide such additional information or documentation as requested from him/her/them from time to time to ensure the Trustee's compliance with such requirements. The Trustee and the Fund Administrator may also be required to report this information to regulatory or law enforcement agencies, including AUSTRAC and the ATO.
- c. understand that should he/she/they fail to provide any information or documentation requested by the Trustee, the application may be refused.
- d. understand the risks associated with holding Units in the Fund including the risks as they are outlined in the Information Memorandum.
- e. understand that the Trustee reserves the right to reject any application or scale back an application in its absolute discretion.
- f. are not aware of any liquidation or bankruptcy proceedings that have commenced or are intended to be commenced by any person against him/her/them.
- g. understand that none of the Trustee, Investment Manager or any of their related bodies corporate, principals, officers, employees or agents makes any recommendation as to the suitability of the Fund for him/her/them and the Information Memorandum does not contain personal investment or taxation advice. He/she/they have to the extent that he/she/they consider necessary sought his/her/their own financial, investment and taxation advice before deciding to invest in the Fund and making an application.

- h. understand that applications and investments in the Fund are not deposits with or other liabilities of the Trustee, Investment Manager or any other person and are subject to investment risk, including possible loss of income and capital invested. None of the Trustee, Investment Manager or any other person guarantees any particular rate of return or the performance of the Fund, nor do they guarantee the repayment of capital from the Fund.
- i. have provided information as part of this application that is true, correct and complete.
- j. understand that where this Application Form is sent by email, he/she/they must also send the original signed Application Form to the address specified in the Application Form. None of the Trustee, Fund Administrator, Investment Manager or any of their duly appointed agents will be responsible to him/her/them for any loss resulting from the non-receipt or illegibility of any application sent by email or for any loss caused in respect of any action taken as a consequence of such an email believed in good faith to have originated from properly authorised persons.
- k. confirm that the investment is for his/her/their own account (for individuals not acting as nominee).
- l. If this application form is being signed under a power of attorney, have not received notice of revocation of that power.

Signatures

Please sign the completed application form. By making the declarations outlined above and signing below, this document is executed by you as a deed. Two directors or a director and company secretary must sign, unless you are a sole director and sole company secretary.

I/we certify that the information I/we have provided is true and correct. I/we also understand I/we must re-certify if any of the information provided in this application form changes or becomes invalid.

Signature 1

Name:

Date:

___ / ___ / ___

Title:

Director Secretary Sole director & secretary

Other office bearer or attorney (please specify)

Company seal (if applicable)

Signed, sealed and delivered by:

Signature 2

Name:

Date:

___ / ___ / ___

Title:

Director Secretary Sole director & secretary

Other office bearer or attorney (please specify)

Checklist

Before sending this form and certified identification documents, make sure you have:

Completed each section that applies to you, including indicating your investor communication preferences

Signed and dated the form

Provided all applicable certified investor identification documents (including those of any attorney signing under a power of attorney). Instructions as to how to certify your documents are provided on the next page. All foreign language documents must be accompanied by an English translation prepared by an accredited translator.

Once completed

Please post this form and certified copies of identification documents to the Fund Administrator:

Eticore SD Services Pty Ltd (reference: Manning PD Fund)
Suite 5.01, Level 5
15 Castlereagh St
Sydney
NSW 2000

Should you require any assistance completing this form please contact the Fund Administrator on:

+61 2 8278 9520

or should you require any further information about the Fund please contact:

+61(2) 8006 0604

or

info@manningam.com

manningam@eticore.com.au

Certification

A certified copy is a copy of an original document, which has been certified and assigned by a person who is an authorised certifier, as being a true and correct copy of the original document.

To create a certified copy you will need to take your original document, and a clear and legible photocopy of both sides of the original document, to a person who is authorised to certify proof of identity documents.

The person authorised to sight and certify documents must:

- Sight the original and the copy and make sure they are identical; and
- Write or stamp 'certified copy' on all copied pages followed by their signature, printed name, qualification (e.g. Justice of the Peace), registration number (if applicable) and date.

The following people, so long as they are licensed or registered to practice their occupations in Australia, can certify documents (for a full list see the Statutory Declaration Regulations 2018):

- Accountant who is a fellow of the National Tax Accountants' Association or a member of any of the following: Chartered Accountants Australia and New Zealand, the Association of Taxation and Management Accountants, CPA Australia or the Institute of Public Accountants
- Justice of the Peace
- Police Officer
- Teacher (employed on a full-time or part-time basis at a school or territory institution)
- Chiropractor
- Dentist
- Optometrist
- Pharmacist
- Physiotherapist
- Psychologist
- Veterinary Surgeon
- Marriage Celebrant
- Bank Officer (with 5 or more years of continuous service)

- Building Society Officer (with 5 or more years of continuous service)
- Chief Executive of a Commonwealth Court
- Commissioner for Affidavits or Declarations
- Credit Union Officer (with 5 or more years of continuous service)
- Engineer who is a member of Engineers Australia (other than at the grade of student), a Registered Professional Engineers of Professionals Australia, registered as an engineer under a law of the Commonwealth, a State or Territory, registered on the National Engineering Register by Engineers Australia.
- Finance company officer (with 5 or more years of continuous service)
- Judge
- Magistrate
- Australian Consular Officer or Australian Diplomatic Officer
- Member of the Australian Defence Force
- Member of the Parliament of the Commonwealth, the Parliament of a State, a Territory Legislature or a local Government authority