

NB GLOBAL CORPORATE INCOME TRUST

ARSN 627 297 241

PRODUCT DISCLOSURE STATEMENT



RESPONSIBLE ENTITY

Equity Trustees Limited
(ABN 46 004 031 298, AFSL 240975)

MANAGER

Neuberger Berman Australia Pty Limited
(ABN 90 146 033 801, AFSL 391401)

LEAD ARRANGERS AND JOINT LEAD MANAGERS



Evans Dixon Corporate,
a division of Evans and Partners Pty Limited
(AFSL 318075)



Morgans Financial Limited
(AFSL 235410)



National Australia Bank Limited
(AFSL 230686)

ORD MINNETT

Ord Minnett Limited
(AFSL 237121)

CO-MANAGERS

BELL POTTER

Bell Potter
(AFSL 243480)

Shaw and Partners

Shaw and Partners
(AFSL 236048)

IMPORTANT NOTICES

OFFER

NB Global Corporate Income Trust is an Australian registered managed investment scheme (ARSN 627 297 241) ("**Trust**").

The Offer contained in this product disclosure statement ("**PDS**") is an invitation to acquire Units in the Trust.

RESPONSIBLE ENTITY

Equity Trustees Limited (ABN 46 004 031 298, AFSL 240975) is the responsible entity of the Trust ("**Responsible Entity**") and is the issuer of this PDS. The Trust is a newly constituted managed investment scheme structured as a unit trust, which has been registered with ASIC.

This document is a product disclosure statement for the purposes of Part 7.9 of the Corporations Act and has been issued by the Responsible Entity in respect of the offer as described in this PDS ("**Offer**").

The Responsible Entity has entered into a Management Agreement with Neuberger Berman Australia Pty Ltd (ABN 90 146 033 801, AFSL 391401) ("**Manager**") authorising the Manager to provide investment and other services to the Trust, pursuant to the terms of the Management Agreement. See Section 12 of this PDS for further information on the Management Agreement.

LODGEMENT AND LISTING

This PDS is dated 6 August 2018 and a copy of this PDS was lodged with ASIC on that date. The Responsible Entity will apply to ASX for admission of the Trust to the official list of ASX and for quotation of its Units on ASX within seven days after the date of this PDS. Neither ASIC, ASX or their officers take any responsibility for the contents of this PDS or for the merits of the investment in which this PDS relates.

NOTE TO APPLICANTS

The information in this PDS is not personal financial product advice and does not take into account your investment objectives, financial situation or particular needs. This

PDS should not be construed as financial, taxation, legal or other advice.

This PDS is important and should be read in its entirety prior to deciding whether to invest in the Units. There are risks associated with an investment in the Units which must be regarded as a speculative investment. Some of the risks that should be considered are set out in Section 8. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues). There may also be risks in addition to these that should be considered in light of your personal circumstances.

If you do not fully understand this PDS or are in doubt as to how to deal with it, you should seek professional guidance from your stockbroker, lawyer, accountant or other professional adviser before deciding whether to invest in the Units.

Except as required by law, and only to the extent so required, no person named in this PDS warrants or guarantees the Trust's performance, the repayment of capital, or any return on investment made pursuant to this PDS.

The Joint Lead Managers and the Co-Managers will together manage the Offer on behalf of the Responsible Entity. The Joint Lead Managers are Evans Dixon Corporate, a division of Evans and Partners Pty Ltd (ABN 85 125 338 785, AFSL 318075) ("**Evans Dixon**"); Morgans Financial Limited (ABN 49 010 669 726, AFSL 235410) ("**Morgans**"); National Australia Bank Limited (ABN 12 004 044 937, AFSL 230686) ("**NAB**"); and, Ord Minnett Limited (ABN 86 002 733 048, AFSL 237121) ("**Ord Minnett**"). The Co-Managers are Bell Potter Securities Limited (ABN 25 006 390 772, AFSL 243480) and Shaw and Partners Limited (ABN 24 003 221 583, AFSL 236048). The Joint Lead Managers and Co-Managers are entitled to fees from the Manager as set out in Section 12.3.

The Joint Lead Managers and Co-Managers do not guarantee the success or performance of the Trust or the returns (if any) to be received by investors. Except to the extent provided by law none of

the Joint Lead Managers or the Co-Managers is responsible for, or has caused the issue of, this PDS.

NO OFFER WHERE OFFER WOULD BE ILLEGAL

This PDS does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Units in any jurisdiction outside Australia and New Zealand. Important information specific to New Zealand investors is provided at Section 11.9.2 of this PDS.

The distribution of this PDS outside Australia and New Zealand may be restricted by law. Persons who come into possession of this PDS outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Unless otherwise agreed with the Responsible Entity, any person applying for Units in the Offer shall by virtue of such application be deemed to represent that they are not in a jurisdiction which does not permit the making of an offer or invitation as detailed in this PDS, and are not acting for the account or benefit of a person within such jurisdiction.

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

FINANCIAL INFORMATION AND AMOUNTS

The unaudited Pro Forma Statements of Financial Information are presented in Australian dollars and have been prepared in accordance with the measurement requirements of the Australian International Financial Reporting Standards ("**AIFRS**").

DISCLAIMER

No person is authorised by the Responsible Entity, the Manager, the Joint Lead Managers or the Co-Managers to give any information

or make any representation in connection with the Offer that is not contained in the PDS. Any information or representation not contained in this PDS may not be relied on as having been authorised by the Responsible Entity, its Directors or any other person in connection with the Offer.

This PDS contains forward-looking statements concerning the Trust's business, operations, financial performance and condition as well as the Manager's plans, objectives and expectations for the Trust's business, operations, financial performance and condition. Any statements contained in this PDS that are not of historical facts may be deemed to be forward-looking statements. You can identify these statements by words such as "aim", "anticipate", "assume", "believe", "could", "due", "estimate", "expect", "goal", "intend", "may", "objective", "plan", "predict", "potential", "positioned", "should", "target", "will", "would" and other similar expressions that are predictions of or indicate future events and future trends.

These forward-looking statements are based on current expectations, estimates, forecasts and projections about the Trust's business and the market in which the Trust will invest, and the Responsible Entity's beliefs and assumptions. These forward-looking statements are not guarantees of future performance or development and involve known and unknown risks, uncertainties and other factors that are in some cases beyond the Responsible Entity's control. As a result, any or all of the forward-looking statements in this PDS may turn out to be inaccurate. Factors that may cause such differences or make such statements inaccurate include, but are not limited to, the risk factors described in Section 8.

Potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on the forward-looking statements.

These forward-looking statements speak only as at the date of this PDS. Unless required by law, the Responsible Entity does not intend to publicly update or revise any

forward-looking statements to reflect new information or future events or otherwise. You should, however, review the factors and risks the Responsible Entity describes in the reports to be filed from time to time with ASX after the date of this PDS.

Some numerical figures included in this PDS have been subject to rounding adjustments. Accordingly, numerical figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that preceded them.

EXPOSURE PERIOD

The Corporations Act prohibits the Responsible Entity from processing Applications under the Offer in the seven-day period after the date of lodgement of the PDS with ASIC ("**Exposure Period**"). This period may be extended by ASIC for a further period of up to seven days. The purpose of the Exposure Period is to enable this PDS to be examined by ASIC and market participants prior to the raising of funds under the Offer. This PDS will be made generally available to Australian residents and New Zealand residents during the Exposure Period, without the Application Form, by being posted on the following website: www.nb.com/NBI. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

NO COOLING OFF RIGHTS

Cooling-off rights do not apply to an investment in the Units pursuant to the Offer. This means that you will be unable to withdraw your Application once it has been accepted.

RIGHTS AND OBLIGATIONS ATTACHED TO THE UNITS

Details of the rights and obligations attached to each Unit are set out in Section 14.2 and in the Constitution, a copy of which is available on the website www.nb.com/NBI or, during the Offer Period, by calling the Trust's Offer Information Line (see details below).

ELECTRONIC PDS

This PDS will be made available in electronic form on the following website: www.nb.com/NBI. The information on www.nb.com/NBI does not form part of this PDS.

The Offer constituted by this PDS in electronic form is available only to persons receiving this PDS in electronic form within Australia and New Zealand. Persons who access the electronic version of this PDS should ensure that they download and read the entire PDS. If unsure about the completeness of this PDS received electronically, or a print out of it, you should contact the Responsible Entity. A paper copy of this PDS will be available for Australian and New Zealand residents free of charge by contacting:

The Trust's Offer Information Line on 1300 032 754 (within Australia) or +61 2 8023 5419 (outside Australia) (between 8:30am to 5:30pm AEDT, Monday to Friday).

APPLICATION FORM

Applications for the Units under this PDS may only be made on either a printed copy of the Application Form attached to or accompanying this PDS or via the electronic Application Form attached to the electronic version of this PDS, available at www.nb.com/NBI. The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a hard copy of the PDS or the complete and unaltered electronic version of the PDS. The Responsible Entity is entitled to refuse Applications for the Units under this PDS if it believes that the Applicant did not receive the Offer in Australia or New Zealand.

WEBSITE

Any references to documents included on the Trust's website are provided for convenience only, and none of the documents or other information on the Trust's website, or any other website referred to in this PDS, is incorporated in this PDS by reference.

UPDATED INFORMATION

Information regarding the Offer may need to be updated from time to

time. Any updated information about the Offer that is considered not materially adverse to investors will be made available on the following website: www.nb.com/NBI and the Responsible Entity will provide a copy of the updated information free of charge to any investor who requests a copy by contacting the Trust's Offer Information Line between 8.30am and 5.30pm AEDT, Monday to Friday during the Offer Period.

In accordance with its obligations under the Corporations Act, the Responsible Entity may issue a supplementary PDS to supplement any relevant information not disclosed in this PDS. You should read any supplementary disclosures made in conjunction with this PDS prior to making any investment decision.

PRIVACY

The Responsible Entity will collect, hold, use and disclose personal information provided by investors to allow it to process your Application, service your needs as a unit holder, provide facilities and services that you request and carry out appropriate administration of your investment. This means that the Responsible Entity will need to collect your personal information (for example, your name, address and details of the Units that you hold). In most cases, your personal information will be collected directly from you although we may also collect your personal information from third parties such as your broker. Under the Corporations Act some of this information must be included in the Trust's Unit holder registers, which will be accessible by the public. If you do not provide us with your relevant personal information, the Responsible Entity may not be able to properly administer your investment.

Privacy laws apply to the handling of personal information and the Responsible Entity will only use and/or disclose your personal information for the purposes for which it was collected, other related purposes and as permitted or required by law. If you do not wish to provide this information, the Responsible Entity and the Unit Registry may not be able to process your Application.

The Responsible Entity may also share your personal information with its service providers or others who provide services on its behalf, some of which may be located outside of Australia.

Each investor acknowledges that in connection with the services provided by the Trust, their personal data may be transferred and/or stored in various jurisdictions in which such service providers have a presence, including to jurisdictions that may not offer a level of personal data protection equivalent to the investor's country of residence. Each investor also acknowledges that the service providers may disclose the investor's personal data to each other, to any other service provider to the Trust or to any regulatory body in any applicable jurisdiction to which any of the service providers may be subject. This includes copies of the investor's application form/documents and any information concerning the investor in their respective possession, whether provided by the applicant or otherwise, including details of the investor's holdings in the Trust, historical and pending transactions in the Units and the values thereof, and any such disclosure, use, storage or transfer shall not be treated as a breach of any restriction upon the disclosure, use, storage or transfer of information imposed on any such person by law or otherwise.

For more details on how the Responsible Entity collects, stores, uses and discloses your information, please read the Responsible Entity's Privacy Policy located at www.nb.com/NBI. Alternatively, you can contact the Responsible Entity's Privacy Officer by telephone on +61 3 8623 5000 or by email at privacy@eqt.com.au and the Responsible Entity will send you a copy of its Privacy Policy free of charge. It is recommended that you obtain a copy of this Privacy Policy and read it carefully before making an investment decision.

By completing an Application Form or authorising a broker to do so on your behalf, or by providing the Responsible Entity with your personal information, you agree to this information being collected, held, used and disclosed as set out

in this PDS and the Responsible Entity's Privacy Policy (located at www.nb.com/NBI).

The Manager may also collect, use and disclose your personal information provided to the Manager by the Responsible Entity, for investor relations purposes in accordance with its privacy policy.

The Responsible Entity's Privacy Policy (located at www.nb.com/NBI) also contains information about how you can access and seek correction of your personal information, complain about a breach by the Responsible Entity of the Australian privacy laws, and how the Responsible Entity will deal with your complaint.

DEFINITIONS AND ABBREVIATIONS

A glossary of industry words, terms and abbreviations which are used in this PDS and relate to global fixed income markets are explained in Section 15. Other defined terms and abbreviations used in this PDS are explained in Section 16.

References to this PDS to currency are to Australian dollars unless otherwise indicated.

Photographs and diagrams used in this PDS that do not have descriptions are for illustrative purposes only and should not be interpreted to mean that any person in them endorses this PDS or its contents or that the assets shown in them are owned by the Trust.

TIME

All references to time in this PDS refer to Australian Eastern Standard Time ("AEST") unless stated otherwise.

DATA

All data contained in charts, graphs and tables is based on information available as at the date of this PDS unless otherwise stated.

Any references to documents included on the Manager's website are provided for convenience only, and none of the documents or other information on the website is incorporated by reference into this PDS.

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Important Dates

Lodgement of the PDS with ASIC	6 August 2018
Offer opens	20 August 2018
Broker Firm Offer closes	5:00 pm on 31 August 2018
General Offer closes	5:00 pm on 7 September 2018
Settlement	18 September 2018
Expected date for allotment of Units	19 September 2018
Expected date for dispatch of holding statements	19 September 2018
Trading of Units commences on the ASX (on a normal settlement basis)	26 September 2018

The above timetable is indicative only. The Responsible Entity reserves the right to vary the dates and times set out above subject to the Corporations Act and other applicable law. In particular, the Responsible Entity reserves the right to close the Offer early, extend the Closing Date or accept late Applications without notifying any recipients of this PDS or any Applicants. Investors who wish to submit an Application are encouraged to do so as soon as practicable after the Offer opens. The Responsible Entity may also accept Oversubscriptions in excess of the Maximum Subscription amount subject to the Responsible Entity's discretion.

Key Offer Statistics

Proposed ASX Code	NBI
Units offered	Fully paid Units
Subscription Price per Unit	\$2.00
Minimum number of Units available under the Offer	75,000,000 Units
Gross proceeds from the Offer based on the Minimum Subscription being raised under the Offer	\$150,000,000
Number of Units available under the Offer based on the Maximum Subscription Amount being raised	250,000,000 Units
Gross proceeds from the Offer based on the Maximum Subscription being raised under the Offer	\$500,000,000
Pro forma NAV per Unit based on the Minimum Subscription being received	\$2.00 ¹
Pro forma NAV per Unit based on the Maximum Subscription being received	\$2.00 ¹

¹The Manager has agreed to pay for all upfront establishment costs of the Offer in full out of its own pocket in order to ensure that the Pro forma NAV backing per Unit at the beginning of the day on which trading of Units commences on the ASX is not less than \$2.00. Please see Section 10 for more information on fees and costs.

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LETTER TO INVESTORS

6 August 2018

Dear Investor,

I am pleased to introduce you to the NB Global Corporate Income Trust (the “**Trust**”), a newly constituted managed investment scheme, which has been registered with ASIC and which is proposed to be listed on the ASX. The Trust is managed by Neuberger Berman Australia Pty Limited (the “**Manager**”), which is part of Neuberger Berman.

We are launching the Trust because we believe that there are many investors in Australia, particularly those approaching or already in the retirement phase of their lives, who are holding excess, low-yielding cash positions and potentially impairing their longer term retirement objectives. Consequently, there appears to be a need for investment products, which produce stable and consistent distributions of income in excess of bank deposits and which provide diversification beyond Australian listed equities and Australian fixed income products.

To that end, the Trust has been established to provide investors with exposure to a well-diversified portfolio of the high yield bonds of global companies and to our experience and expertise in managing such investments. We consider the Trust to be an appealing investment solution for investors seeking a stable and consistent monthly income stream. Additionally, by providing exposure to the global high yield corporate bond markets, which we believe to be under-represented in Australian retail and SMSF investment portfolios, we believe that we are providing investors who allocate part of their portfolio to the Trust with both diversification benefits and the potential to enhance the risk/return profile of their portfolios. These features may potentially also benefit other investors seeking diversification and income within their portfolios.

In summary, we believe that the key benefits for an investor investing in the Trust include:

- **Global:** Exposure to the high yield bonds of global companies.
- **Income:** The Manager aims to deliver a stable and consistent income stream, which is initially targeted to be 5.25% per annum (net of fees and expenses), paid monthly (the “**Target Distribution**”).²
- **Security:** Access to a large, experienced and stable investment team employing a disciplined and repeatable investment process with a strong emphasis on capital preservation by focusing on higher quality rated high yield corporate bonds and avoiding companies with deteriorating financials.³
- **Diversification:** Exposure to a portfolio of 250-350 bonds issued by large, liquid global companies and diversified across countries, industries and credit quality.
- **Lower volatility:** Access to an asset class with a track record of lower volatility and attractive returns, and, consequently, the potential to enhance the risk/return profile of your investment portfolio.
- **Scale and Resources:** Access to a large investment team located around the world, supported by the resources of the broader Neuberger Berman research platform with over 200 investment professionals.
- **Experience:** Access to the expertise of senior portfolio managers averaging 24 years’ industry experience and with a 20 years’ track record managing high yield corporate bonds.
- **Commitment:** A “day 1” NAV per Unit of \$2.00, being not less than the Subscription Price, because we, Neuberger Berman, have committed to pay for all the upfront establishment costs of the Offer.

² The Target Distribution is only a target and may not be achieved. Actual distributions will be monitored against the Target Distribution. The Target Distribution will be formally reviewed at least annually (as at the end of each financial year) and any reduction in Target Distribution will be notified by way of ASX announcement as required. Investors should review the Risk summary set out in Section 8 of this PDS.

³ Investors’ capital is not guaranteed.

Neuberger Berman and the Investment Team

Founded in 1939, Neuberger Berman is a private, independent, employee-owned global asset management firm with a primary objective: to deliver compelling investment results for its clients over the long term. From offices in 20 countries, and with more than 580 investment professionals and over 2,000 employees in total, Neuberger Berman takes an active approach to the management of equity, fixed income, private equity and debt, hedge fund and quantitative strategies, along with the multi-asset class portfolios that bring them together. As of 30 June 2018, institutions, advisors, families and individuals around the globe entrusted Neuberger Berman with US\$304 billion (\$411 billion) of their assets.

The investments of the Trust will be managed by a large and experienced investment team, currently comprising 56 investment professionals located globally across Chicago, Atlanta, New York, London, The Hague, Singapore and Shanghai, including five senior portfolio managers averaging 24 years' industry experience and focused on the analysis, investment in and management of global high yield corporate bonds.

Responsible Entity

Equity Trustees Limited (ABN 46 004 031 298, AFSL 240975) is the Responsible Entity of the Trust and the issuer of the Units and this PDS. The Responsible Entity holds an AFSL, that permits it to act as Responsible Entity of the Trust.

Equity Trustees Limited ("**Equity Trustees**") is a wholly owned subsidiary of EQT Holdings Limited (ABN 22 607 797 615) ("**EQT Group**"), which is a public company listed on the Australian Securities Exchange (ASX: EQT).

EQT Group is a provider of specialist services including estate management services, trustee services, financial and taxation advice, personal investment advice, responsible entity services, and services as a trustee of managed investment schemes.

The Offer

The Responsible Entity is seeking to raise up to \$500,000,000 through the issue of Units at a Subscription Price of \$2.00 per Unit. Inevitably, there are significant fees and costs involved in the establishment, offering and listing of a Trust. However, we, Neuberger Berman, have committed to pay for all the upfront establishment costs of the Offer in full out of our own pocket (i.e. there will be no charge back, loan or other recovery mechanisms utilised to reimburse us for costs) so that the NAV per Unit at the beginning of the day on which trading of Units commences on the ASX is not less than the Subscription Price.

The Product Disclosure Statement contains important information regarding the Offer. I urge you to read it carefully and in its entirety, including Section 8, which sets out certain key risks associated with an investment in the Trust, and Section 10, which sets out the fees and other costs associated with investing in the Trust. If you have any questions, you should seek relevant professional advice before making an investment decision.

I look forward to welcoming you as an investor in the Trust.

Yours sincerely,

For and on behalf of

Neuberger Berman Australia Pty Limited

Jason Henchman

Director

1. INVESTMENT OVERVIEW

The information set out in this Section 1 is intended to be a summary only and should be read in conjunction with the more detailed information appearing elsewhere in this PDS. In deciding whether to apply for Units under the Offer, you should read this PDS carefully and in its entirety. If you are in doubt as to the course you should follow, please consult your professional advisers.

Question	Answer	
1.1 ABOUT THE TRUST		
What is the Trust?	<p>The NB Global Corporate Income Trust is a newly constituted managed investment scheme, which has been registered with ASIC. Following completion of the Offer, it is proposed that the Trust will be listed on the ASX as an investment entity.</p> <p>The Trust will provide investors with an opportunity to receive monthly income by investing in the bonds⁴ of large, liquid companies globally.</p>	Section 2
What is the investment objective of the Trust?	The Trust's investment objective is to provide its Unitholders with a consistent and stable income stream paid via monthly distributions, while achieving an attractive level of total return (income plus capital appreciation) over a full market cycle ⁵ .	Section 2
What is the Target Distribution of the Trust?	<p>The initial target distribution amount per Unit, which will be paid monthly by the Trust, is 5.25% per annum (net of fees and expenses) on the Subscription Price ("Target Distribution").</p> <p>The Target Distribution is only a target and may not be achieved. Actual distributions will be monitored against the Target Distribution. The Target Distribution will be formally reviewed at least annually (as at the end of each financial year) and any reduction in Target Distribution will be notified by way of ASX announcement as required. Investors should review the Risk summary set out in Section 8 of this PDS.</p>	Section 2.4
What is the Investment Strategy of the Trust?	The investment strategy for the Trust is to invest in and actively manage a portfolio of high yield bonds issued by companies located globally across both developed (e.g. the U.S. and the U.K.) and emerging (e.g. Argentina and South Korea) markets, with a strong emphasis on capital preservation ⁶ by focusing on higher quality ⁷ within the Global High Yield Market ⁸ , large ⁹ and more liquid ¹⁰ companies and by avoiding companies with deteriorating financials.	Sections 4.3 and 4.4

⁴ As more fully explained in the Glossary of Industry Terms at Section 15, a bond is a type of debt security, which, when issued, creates an obligation of its issuer (i.e. borrower) to make payments (generally, interest and principal) to the holder (i.e. lender or creditor) in return for a principal amount (i.e. price of the bond or "loan") paid to the issuer by the holder, i.e. in essence, a loan arrangement.

⁵ As defined in the Glossary of Industry Terms at Section 15 and for the purpose of the investment objective, a full market cycle is the period beginning with either the high or low point for a financial market followed by a corresponding low or high point, as the case may be, and then ending when the market next achieves or exceeds the initial high or low point.

⁶ **Investors' capital is not guaranteed.**

⁷ Higher quality refers to a credit rating of BB or B as assigned to the bonds by a credit rating agency.

Question	Answer	
What type of bonds will the Trust invest in?	The Investment Team intends to invest in high yield bonds issued by companies located in both developed and emerging markets globally, with a focus on BB and B rated bonds.	Section 4.4
What are high yield bonds?	Bonds issued by a company (i.e. corporate bonds), as distinct from a government, which are designated as non-investment grade. Non-investment grade indicates the bonds have been assigned a credit rating of below BBB-/Baa3 by a credit rating agency or are unrated.	
What are the key benefits of investing in the Trust?	<p>The key benefits of investing in the Trust include:</p> <ul style="list-style-type: none"> • Global: Exposure to global corporate bonds. • Income: The Manager aims to deliver a stable and consistent income stream, which is initially targeted to be 5.25% per annum (net of fees and expenses), paid monthly (the “Target Distribution”) ¹¹. • Security: Access to a large, experienced and stable investment team employing a disciplined and repeatable investment process with a strong emphasis on capital preservation by focusing on higher quality (e.g. BB and B rated) high yield corporate bonds and avoiding companies with deteriorating financials. ¹² • Diversification: Exposure to a portfolio of 250-350 bonds issued by large, liquid global companies and diversified across countries, industries and credit quality. • Lower volatility: Access to an asset class with a track record of lower volatility and attractive returns, and, consequently, the potential to enhance the risk/return profile of your investment portfolio. • Scale and Resources: Access to a large investment team currently comprising 56 investment professionals and located globally, supported by the resources of the broader Neuberger Berman research platform with over 200 investment professionals. • Experience: Access to the expertise of senior portfolio managers averaging 24 years’ industry experience and with a 20 years’ track record managing high yield corporate bonds. • Commitment: A “day 1” NAV per Unit of \$2.00, being not less than the Subscription Price, because the Manager has committed to pay for all the upfront establishment costs of the Offer. 	Section 2.2

⁸ For the purposes of this PDS, the Global High Yield Market comprises the constituents of the ICE BofAML Global High Yield Index. ICE Benchmark Administration Limited has not consented to the reference to their index data in this PDS.

⁹ Large denotes a company with more than US\$100 million in EBITDA (i.e. earnings, but please refer to the explanation provided in the Glossary of Industry Terms in Section 15).

¹⁰ Liquid denotes a company with more than US\$200 million in publicly traded debt outstanding.

¹¹ The Target Distribution is only an annualised target and may not be achieved. Actual distributions will be monitored against the Target Distribution. The Target Distribution will be formally reviewed at least annually (as at the end of each financial year) and any reduction in Target Distribution will be notified by way of ASX announcement as required. Investors should review the Risk summary set out in Section 8 of this PDS.

¹² Investors’ capital is not guaranteed.

Question	Answer
<p>What are the key risks associated with the Investment Strategy and an investment in the Trust?</p>	<p>All investments are subject to risk which means the value of your investment may rise or fall. Before making an investment decision, it is important to understand the risks that can affect the value of your investment.</p> <p>Investors should read these risks together with the other risks described in Section 8</p> <p>Key risks in relation to the Investment Strategy include:</p> <p>General economic and market conditions</p> <p>A change in the general economic and market conditions globally, such as a tightening of available credit, interest rate rises or recessions, may have an adverse effect on the liquidity and value of the Trust's investments.</p> <p>Emerging market risk</p> <p>Investing in emerging markets may involve heightened risks (some of which could be significant) and special considerations not typically associated with investing in other more established economies or securities markets.</p> <p>Credit risk</p> <p>In relation to fixed income investments, the risk that the borrower does not repay the principal, make interest payments or fulfil other financial obligations in full and/or on time, the Trust may suffer loss which may impact on the financial performance of the Trust including its ability to achieve the Target Distribution.</p> <p>Interest rate risk</p> <p>The risk that the value or future returns of corporate bonds or other fixed income investments may be adversely impacted by changes in interest rates. For example, the value of a bond may fall when interest rates rise, and vice versa.</p> <p>Currency risk</p> <p>The Trust's investments will initially be denominated in U.S. dollars, Euros and British pounds. Although the Manager intends to hedge fully against foreign exchange movement risk, it may from time to time not be able to do so and adverse movements in the exchange rate between the Australian dollar and foreign currencies may reduce the Australian dollar value of the Trust. For example, where a derivative hedge is not cost effective or not available.</p> <p>Investment Team risk</p> <p>There is a risk that the Investment Team will not perform to expectations, may cease to manage the Investment Strategy, or one of the key members of the Investment Team may resign, requiring the need to find replacements.</p>

Question

Answer

Key risks in relation to an investment in the Trust include:

Investment risk

The value of your investment in the Trust may fall for a number of reasons, which means that you may receive less than your original investment when you sell your Units.

Derivatives risk

There is a risk that the use of Derivatives (for hedging purposes) by the Manager may magnify any losses incurred.

Pricing Risk

Units may subsequently trade on the ASX above or below the Subscription Price or NAV per Unit.

Liquidity risk relating to Units in the Trust

The ability of a Unitholder in the Trust to sell their Units on the ASX will depend on the turnover or liquidity of the Units at the time of sale. Therefore, Unitholders may not be able to sell their Units at the time, in the volumes or at the price they desire.

What is the timeframe for Portfolio construction?

It is anticipated that it will take the Investment Team no more than three days to invest the Offer proceeds and construct the Trust's portfolio in line with the Investment Strategy (the "Proposed Portfolio").

Section 4.4

1.2 FINANCIAL INFORMATION AND DISTRIBUTION

What is the financial position of the Trust?

While the Trust is yet to commence trading, unaudited pro forma Statements of Financial Information as at the Allotment Date are set out in Section 6.

Section 6

Will the Trust be leveraged?

The Trust will not utilise leverage for investment purposes.

Section 4.6

Will the Trust use hedging and/or Derivatives?

The Manager will not use Derivatives for speculative purposes. However, it intends to mitigate various risks associated with the Investment Strategy, including, in particular, the Trust's exposure to foreign currencies and, potentially its sensitivity to interest rate rises. In order to hedge such risks, the Investment Team will use certain Derivatives, including currency forwards and, potentially, interest rate futures.

Section 4.7

Question	Answer	
What is the Trust's distribution policy?	<p>The Responsible Entity expects to pay consistent monthly distributions and to distribute 100% of the Distributable Earnings of the Trust on an annual basis. Refer to Section 2.5 "<i>Distribution Policy</i>" for further information in relation to Distributable Earnings.</p> <p>With effect from 31 October 2018, it is anticipated that Unitholders will generally receive monthly distributions within 7 Business Days of the end of each month.</p>	Section 2.5
Are distributions guaranteed?	No, the Responsible Entity and the Manager can provide no guarantee as to the extent of future distributions, as these will depend on a number of factors, including future earnings, financial conditions, future prospects and other factors the Responsible Entity deems relevant.	Section 2.4
Is there a distribution reinvestment plan?	Yes. The Responsible Entity intends to establish a Distribution Reinvestment Plan ("DRP"), which will give Unitholders the right to re-invest distributions from the Trust in additional Units. The responsible Entity intends to provide details of the DRP (including access to a copy of the DRP rules) shortly following commencement of trading of Units on the ASX. Unitholder participation in the DRP is optional. The Responsible Entity reserves the right to suspend at any time.	Section 2.5
Will there be a Buy-Back facility?	<p>Following Listing, the Responsible Entity may exercise its discretion, in consultation with the Manager, to purchase Units on-market with a view to addressing any unsatisfied liquidity in the Units and/or any material discount in the price at which the Units may have been trading to the NAV per Unit.</p> <p>It is not proposed that any such Buy-Back will exceed 10% of the smallest number of units in the Trust during the 12 months prior to any Buy-Back, unless otherwise approved by resolution of Unitholders.</p>	Section 2.10
1.3 RESPONSIBLE ENTITY AND GOVERNANCE		
Who is the Responsible Entity of the Trust, and the issuer of the Units and this PDS?	<p>Equity Trustees Limited (ABN 46 004 031 298, AFSL 240975) is the Responsible Entity of the Trust and the issuer of the Units and this PDS. The Responsible Entity holds an AFSL that permits it to act as Responsible Entity of the Trust.</p> <p>Equity Trustees Limited ("Equity Trustees") is a wholly owned subsidiary of EQT Holdings Limited (ABN 22 607 797 615) ("EQT Group"), which is a public company listed on the Australian Securities Exchange (ASX: EQT).</p> <p>EQT Group is a provider of specialist services including estate management services, trustee services, financial and taxation advice, personal investment advice, responsible entity services, and services as a trustee of managed investment schemes.</p>	Section 5.2

Question	Answer	
Who are the Directors of the Responsible Entity?	<p>The current Directors of the Responsible Entity are:</p> <p>Philip D Gentry – Executive Director (Chairman)</p> <p>Harvey H Kalman – Executive Director</p> <p>Michael (Mick) J O'Brien – Executive Director</p> <p>Ian C Westley – Executive Director</p> <p>See Section 5.4 for further details regarding the background of the Directors.</p>	Section 5.4
What fees will the Responsible Entity receive?	With effect from the issue of Units under the Offer, the Responsible Entity will be paid an ongoing fee and will be entitled to reimbursement of certain expenses out of the Trust assets.	Sections 10 and 12.1
Will any related party have a significant interest in the Trust or the Offer?	Other than as set out in Section 14, there are no existing agreements or arrangements nor any currently proposed transactions in which the Responsible Entity was, or is to be, a participant and in which any related party of the Responsible Entity had or will have a direct or indirect interest in the Trust or the Offer.	Sections 2.12 and 14.5
1.4 ABOUT THE MANAGER		
Who is the Manager of the Trust	<p>Neuberger Berman Australia Pty Limited is the manager of the Trust. It operates under an Australian Financial Services Licence (AFSL 391401) and is part of Neuberger Berman.</p> <p>Founded in 1939, Neuberger Berman is a private, independent, employee-owned global asset management firm with a primary objective: to deliver compelling investment results for its clients over the long term. From offices in 20 countries, and with more than 580 investment professionals and over 2,000 employees in total, Neuberger Berman takes an active approach to the management of equity, fixed income, private equity and debt, hedge fund and quantitative strategies, along with the multi-asset class portfolios that bring them together. As of June 30, 2018, institutions, advisors, families and individuals around the globe have entrusted Neuberger Berman with US\$304 billion (\$411 billion) of their assets.</p>	Section 5.1

Question	Answer	
Who will manage the Investment Strategy?	<p>The Investment Strategy will be managed by the Investment Team, currently comprising 56 investment professionals, of which the following are the senior portfolio managers:</p> <ul style="list-style-type: none"> • Thomas O'Reilly, Senior Portfolio Manager • Patrick Flynn, Senior Portfolio Manager • Vivek Bommi, Senior Portfolio Manager • Nish Popat, Senior Portfolio Manager • Jennifer Gorgoll, Senior Portfolio Manager <p>See Section 5.1 for the professional biographies of each of the senior portfolio managers.</p>	Section 5.1
What are the key terms of the Management Agreement?	<p>The Manager will be responsible for managing the Trust in accordance with the Management Agreement.</p> <p>Unless terminated earlier, the Management Agreement provides for the appointment of the Manager for an initial term of five years. The Responsible Entity has applied for the ASX's approval to extend the term to ten years. Upon the expiry of the initial term unless terminated earlier, the Management Agreement will continue until terminated by the parties.</p> <p>Under the Management Agreement, the Manager will be entitled to both an investment management fee and administration fee out of the assets of the Trust.</p>	Section 10 and 12.1
1.5 ABOUT THE OFFER		
What is the Offer?	<p>The Responsible Entity is offering Units for subscription to raise a minimum of \$150,000,000 and up to \$500,000,000 for the Trust. The Responsible Entity may also accept Oversubscriptions in excess of the Maximum Subscription amount subject to the Responsible Entity's discretion.</p>	Sections 11.1 and 11.2
What do Applicants pay when applying under the Offer?	<p>All Applicants under the Offer will pay a Subscription Price of \$2.00 per Unit.</p>	Section 11.1
How is the Offer structured?	<p>The Offer comprises:</p> <ul style="list-style-type: none"> • the Cornerstone Offer; • the Broker Firm Offer; and • the General Offer. 	Section 11.1

Question	Answer	
Who are the Joint Lead Managers and Co-Managers to the Offer?	<p>The Joint Lead Managers to the Offer are:</p> <ul style="list-style-type: none"> • Evans Dixon • Morgans • NAB • Ord Minnett <p>The Co-Managers to the Offer are:</p> <ul style="list-style-type: none"> • Bell Potter • Shaw and Partners 	Sections 11.3 and 12.3
What is the purpose of the Offer and what is the proposed use of the funds raised under the Offer?	The Responsible Entity is seeking to raise a minimum of \$150,000,000 and up to \$500,000,000 in order to finance the acquisition of investments consistent with the Investment Strategy.	Sections 6.2 and 11.1
Who can apply under the Offer?	<p>Retail Applicants that have a residential address in Australia or New Zealand can apply under the General Offer.</p> <p>The Broker Firm Offer is open to persons who have received a firm allocation from their Broker and who are Retail Applicants with a residential address in Australia or New Zealand or Institutional Applicants with a registered address in Australia or New Zealand.</p> <p>The Cornerstone Offer is open to Wholesale Clients who have been invited by the Manager to participate in the Offer.</p>	Section 11.9
How do I apply for Units under the Offer?	<p>The process for applying for Units in the Trust is set out in Section 11.4.</p> <p>Retail Applicants under the Broker Firm Offer should contact their Broker for instructions on how to complete the Broker Firm Offer Application Form accompanying this PDS.</p> <p>The Joint Lead Managers and the Co-Managers may seek to obtain identification information from Applicants.</p> <p>The Responsible Entity reserves the right to reject an Application if that information is not provided.</p>	Section 11.4
What is the allocation policy under the Offer?	The basis of allocation of Units under the Offer will be determined by the Manager and the Joint Lead Managers, subject to any firm allocations under the Cornerstone Offer and the Broker Firm Offer.	Section 11.5
Will the Units be quoted?	The Responsible Entity will apply to the ASX within seven days of the date of this PDS for admission to the Official List and for quotation of the Units on the ASX.	Section 11.7

Question	Answer	
When will I know if my application has been successful?	A holding statement confirming your allocation under the Offer will be sent to you if your Application is successful. It is expected that initial holding statements will be dispatched by post on or about 19 September 2018.	Section 11.4
When can I sell my Units?	Trading in Units on the ASX is expected to commence on 26 September 2018. It is the responsibility of successful Applicants to confirm their holding before trading their Units. If you sell your Units prior to receiving a holding statement, you do so at your own risk even if you obtained details of your holding from your broker or from the Trust's Offer Information Line.	Section 11.4
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on acquisitions of Units under the Offer.	Section 11.4
What are the fees and costs of the Offer?	The aggregate upfront establishment costs of the Offer, which are anticipated to amount to approximately 2.5% of the Offer proceeds, will be paid in full by the Manager out of its own pocket (i.e. there will be no charge back, loan or other recovery mechanisms utilised to reimburse the Manager for such fees and costs).	Sections 6.4, 11.4 and 12.1 See Section 10 for ongoing fees and costs relating to the Trust
Can the Offer be withdrawn?	The Responsible Entity reserves the right not to proceed with the Offer at any time before the issue of Units to successful Applicants. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.	Sections 11.1 and 11.6
Is the Offer underwritten?	No.	Section 11.3
Is there a minimum amount of Units which I must apply for under the Offer?	Yes. Each Applicant must subscribe for a minimum of 2,500 Units. Applications in excess of the minimum number of Units must be in multiples of 500 Units.	Section 11.4
Is there a cooling-off period?	No.	Important Notices

Question	Answer	
What are the tax implications of the Offer and an investment in the Trust?	Participation in the Offer and an investment in the Trust may have taxation implications for investors. These implications will differ depending on the individual circumstances of each investor.	Section 13
1.6 MATERIAL CONTRACTS RELATING TO THE TRUST		
What are the material contracts relating to the Trust?	<ul style="list-style-type: none"> • Management Agreement between the Responsible Entity and the Manager. See the '<i>What are the key terms of the Management Agreement?</i>' in Section 1.4 for more information about the Management Agreement; • Investment Advisory Agreements between the Manager and each of the Investment Advisers; • Offer Management Agreement between the Responsible Entity, the Manager and the Joint Lead Managers in relation to the Offer; and • Appointment Agreement between the Responsible Entity and JPMorgan in respect of the Trust incorporating the provisions of the existing Global Custody Agreement and Accounting and Relating Services Agreement between the Responsible Entity and JPMorgan. 	Section 12
1.7 FURTHER INFORMATION		
How can I obtain further information?	<p>If you would like more information or have any questions relating to the Offer, please call the Trust's Offer Information Line on 1300 032 754 (within Australia) or +61 2 8023 5419 (outside Australia).</p> <p>If you are uncertain as to whether an investment in the Trust is suitable for you, please contact your stockbroker, financial adviser, accountant, lawyer or other professional adviser.</p>	

2. Overview of the Trust

2.1 Introduction

Neuberger Berman believes that there are many investors in Australia, particularly those approaching or already in retirement phase, who are holding excess, low-yielding cash positions and potentially impairing their longer term retirement objectives. Consequently, there appears to be a need for investment products, which produce stable and consistent distributions of income in excess of bank deposits and which provide diversification beyond Australian listed equities and Australian fixed income products.

In line with Neuberger Berman's commitment to product innovation and investment solutions attuned to evolving investor needs, Neuberger Berman Australia Pty Ltd (the "**Manager**") has established the NB Global Corporate Income Trust (the "**Trust**").

The Trust is a newly constituted managed investment scheme structured as a unit trust, which has been registered with ASIC. The Trust has been established solely in connection with the Offer and has not undertaken any business to date. Following completion of the Offer, it is proposed that the Trust will be listed on the ASX as an investment entity and trade under ASX Code: NBI.

The Trust will provide investors with exposure to the high yield bonds of large and liquid companies globally, which the Manager believes may be an attractive investment solution for investors seeking stable and consistent income and diversification. As such, the Trust could be viewed to be, or to form part of, an income or retirement solution for direct or advised Australian retail and SMSF segments. By providing exposure to global high yield corporate bond markets, which are typically under-represented in Australian retail and SMSF investment portfolios, an allocation to the Trust can provide diversification benefits to a domestically-biased portfolio containing assets such as Australian equities, property and traditional fixed income, and improve the risk/return profile of an investor's investment portfolio. These features may potentially also benefit other investors seeking diversification and income within their portfolios.

2.2 Highlights

- **Global:** Exposure to global corporate bonds.
- **Income:** The Manager aims to deliver a stable and consistent income stream, which is initially targeted to be 5.25% per annum (net of fees and expenses) on the Subscription Price, paid monthly (the "**Target Distribution**")¹³.
- **Security:** Access to a large, experienced and stable investment team employing a disciplined and repeatable investment process with a strong emphasis on capital preservation by focusing on higher quality¹⁴ rated high yield corporate bonds within the Global High Yield Market¹⁵ and avoiding companies with deteriorating financial conditions.¹⁶
- **Diversification:** Exposure to a portfolio of 250-350 bonds issued by large¹⁷, liquid¹⁸ global companies and diversified across countries, industries and credit quality.

¹³ The Target Distribution is only a target and may not be achieved. Actual distributions will be monitored against the Target Distribution. The Target Distribution will be formally reviewed at least annually (as at the end of each financial year) and any reduction in Target Distribution will be notified by way of ASX announcement as required. Investors should review the Risk summary set out in Section 8 of this PDS.

¹⁴ Higher quality refers to a credit rating of BB or B as assigned to the bonds by a credit rating agency.

¹⁵ For the purposes of this PDS, the Global High Yield Market comprises the constituents of the ICE BofAML Global High Yield Index.

¹⁶ **Investors' capital is not guaranteed.**

¹⁷ Large denotes a company with more than US\$100 million in EBITDA (i.e. earnings, but please refer to the explanation provided in the Glossary of Industry Terms in Section 15).

¹⁸ Liquid denotes a company with more than US\$200 million in publicly traded debt outstanding.

- **Lower volatility:** Access to an asset class with a track record of lower volatility and attractive returns, and, consequently, the potential to enhance the risk/return profile of a typical Australian investment portfolio.
- **Scale and Resources:** A large investment team comprising 56 investment professionals located globally across Chicago, Atlanta, New York, London, The Hague, Singapore and Shanghai, which also has access to the resources of the broader Neuberger Berman research platform with over 200 investment professionals.
- **Experience:** Access to the expertise of senior portfolio managers averaging 24 years' industry experience and with a 20 years' track record managing high yield corporate bonds.
- **Commitment:** With a local presence in Australia since 2007 and currently overseeing \$7.3 billion in assets for an existing Australian client base, Neuberger Berman has also committed to pay for all upfront establishment costs of the Offer in full out of its own pocket in order to achieve a "day 1" NAV per Unit of \$2.00, being not less than the Subscription Price. (Please see Section 10 for more information on fees and costs.)

2.3 Investment Objectives

The Trust's investment objective is to provide its Unitholders with a consistent and stable income stream paid via monthly distributions, while achieving an attractive level of total return (income plus capital appreciation) over a full market cycle.

2.4 Target Distribution

In line with the Trust's investment objective, the Trust will initially target a distribution of 5.25% per annum (net of fees and expenses) on the Subscription Price, paid monthly (the "**Target Distribution**"). This equates to an annual target distribution amount of \$0.105 per Unit, which on an initial subscription for 5,000 Units would amount to \$525.

It is anticipated that Unitholders will begin to receive ongoing monthly distributions with effect from 31 October 2018 and that such distributions will be payable within 7 Business Days of the end of each month.

The Trust will consider announcing to the ASX a target distribution rate to Unitholders for each upcoming 12 month period commencing from 1 July 2019 prior to the commencement of the relevant 12 month period. Actual distributions will be monitored against the Target Distribution and any reduction in Target Distribution will be notified by way of ASX announcement as required.

The Target Distribution is only a target and there is no guarantee that the Target Distribution can or will be achieved. Investors should review the risk summary set out in Section 8 of this PDS.

2.5 Distribution Policy

The Responsible Entity has full discretion with regard to the distribution policy for the Trust and has the objective of paying consistent monthly distributions to Unitholders. In some circumstances, the Responsible Entity may also pay distributions at other times where it considers appropriate. It is also the Responsible Entity's distribution policy to distribute 100% of the Distributable Earnings on an annual basis. The "Distributable Earnings" is the cash available for distribution, being net profit attributable to the Units, adjusted for non-cash items and one-off and non-recurring items (including, for example, if unexpected processing charges arise or non-recurring legal expenses).

It is anticipated that Unitholders will begin to receive ongoing monthly distributions with effect from 31 October 2018 and that such distributions will be payable within 7 Business Days of the end of each month. On that basis, Unitholders should expect to receive their first monthly distribution in mid-November 2018.

The Responsible Entity can provide no guarantee as to the extent of future distributions, as these will depend on

a number of factors, including future earnings, financial conditions, future prospects and other factors the Responsible Entity deems relevant.

Distributions received by Unitholders are generally assessable income and calculated based on Distributable Earnings attributable to the Units at the end of the distribution period divided by the number of Units on issue. Distributions received by Unitholders will be primarily comprised of ordinary income rather than capital gains for Australian tax purposes. Investors should review the Taxation summary set out in Section 13 of this PDS.

2.5.1 Distribution Reinvestment Plan

The Responsible Entity intends to establish a Distribution Reinvestment Plan (“DRP”), which will give Unitholders the right to re-invest distributions from the Trust in additional Units in the Trust. The Responsible Entity intends to provide details of the DRP (including access to a copy of the DRP rules) shortly following commencement of the trading of Units on the ASX. Unitholder participation in the DRP is optional.

Australian and New Zealand investors electing to have their distribution paid in cash must nominate a bank account held in their own name with an Australian domiciled bank. Cash distributions will only be paid in Australian dollars to such an account. If participation in the DRP is elected, when the distribution is reinvested, investors will be allocated Units in accordance with the terms and conditions set out in this DRP rules and this PDS. The DRP will be offered to Australian and New Zealand investors on the following basis:

- At the time the price of the Units allotted pursuant to the DRP is set, the Responsible Entity will not have any information that is not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the Units if the information were publicly available.
- The right to acquire, or require the Responsible Entity to issue, Units will be offered to all Unitholders of the same class, other than those resident outside Australia and New Zealand who are excluded so as to avoid breaching overseas laws.
- Every Unitholder to whom the right is offered will be given a reasonable opportunity to accept it.
- Units will be issued on the terms disclosed, and will be subject to the same rights as Units issued to all unitholders of the same class.
- The Responsible Entity reserves the right to suspend at any time.

There is available from the Responsible Entity, on request and free of charge, a copy of the most recent annual report of the Trust (if any), the PDS, the Constitution (including any amendments) and, once the Trust has completed its first accounting period and financial statements have been prepared, a copy of the most recent financial statements and the auditor’s report (if any). Other than the Constitution, these documents may be obtained electronically from www.nb.com/NBI.

2.6 Borrowing Powers

Neither the Responsible Entity nor the Manager will borrow on behalf of the Trust for investment purposes.

2.7 Hedging Transactions and Currency Risk Management

The Trust’s investments will initially be denominated in U.S. dollars, Euros and British pounds. However, the Manager intends to hedge the Trust’s exposure to all foreign currencies to the Australian dollar. Please refer to Section 4.7 below for descriptions of, respectively, the hedging and currency risk management to be undertaken by the Investment Team on behalf of the Trust.

2.8 Liquidity

2.8.1 Units of the Trust

While the Trust is listed, Units are not able to be redeemed except under a withdrawal offer or a Buy-Back of Units which satisfies the Corporations Act and the Listing Rules (see Section 2.10 below).

However, the Responsible Entity will apply for admission of the Trust to the official list of the ASX (the “**Official List**”) and for quotation of the Units on the ASX. Accordingly, Unitholders’ liquidity will be achieved by way of the ability to sell Units on the ASX.

It is expected, subject to the admission of the Trust to the Official List and the quotation of the Units on the ASX, that the Units will commence trading on the ASX on or about 26 September 2018 on a normal settlement basis. After the Units commence trading on a normal settlement basis, Units may be sold on the ASX by Unitholders instructing their stockbroker.

2.8.2 Investments of the Trust

Since the Trust invests in the bonds of large and liquid global companies, its investments will generally be liquid and the Manager expects that 80% of the Trust’s assets would be able to be realised, in most market conditions, within 10 days.

2.9 Withdrawals

2.9.1 Risk factors or limitations on withdrawal

While the Trust is listed, Units are not able to be redeemed except under a withdrawal offer or a Buy-Back of Units which satisfies the Corporations Act and the Listing Rules. However, while the Trust is listed, the Units may be sold on the ASX. The ability to sell the Units on the ASX will be a function of the turnover of the Units. Further, there may be a trading halt or suspension of quotation of Units during which the Units may not be sold on the ASX. Please refer to Section 8.16 for further details regarding the Liquidity Risk regarding Units in the Trust.

2.9.2 Notification of changes in relation to withdrawals

The Trust will release to the ASX in accordance with the Listing Rules any material changes to the ability of Unitholders to withdraw from the Trust and post such material changes on the Trust’s website (www.nb.com/NBI).

2.10 Buy-Backs

Following Listing, the Responsible Entity may exercise its discretion, in consultation with the Manager, to purchase Units on-market with a view to addressing any unsatisfied liquidity in the Units and/or any material discount in the price at which the Units may have been trading to the NAV per Unit.

The timing of the commencement and conduct of a Buy-Back (if undertaken) will be in accordance with the Constitution, Listing Rules and all applicable laws. It is not proposed that any such Buy-Back will exceed 10% of the smallest number of Units on issue in the Trust during the 12 months prior to any Buy-Back, unless otherwise approved by ordinary resolution of Unitholders. If the Responsible Entity proposes the commencement of the Buy-Back facility it will give the required notice to the ASX. The Responsible Entity is not permitted to Buy-Back a Unit for at least 14 days after the giving of the notice.

Units purchased by the Responsible Entity on behalf of the Trust under a Buy-Back will be immediately cancelled.

A Buy-Back will only be undertaken if it is considered to be in the best interests of Unitholders.

2.11 Further issues of units

The Responsible Entity has the authority, subject to the Constitution, Listing Rules and applicable laws, to allot further units following the Listing. Further issues of units will only be made if the Responsible Entity determines such issues to be in the best interests of Unitholders. Relevant factors in making such determination include net asset performance, unit price rating and perceived investor demand.

2.12 Trust structure

2.12.1 Investment structure

The Trust is a registered managed investment scheme domiciled in Australia and which is to be listed on the ASX. The Responsible Entity will issue Units to successful Applicants on the Allotment Date. In general, each Unit in the Trust represents a Unitholder's interest in the assets attributable to that class of Units as a whole, subject also to liabilities attributable to that class of Units. However, a Unit does not give a Unitholder an interest in any particular asset of the Trust.

The investment structure is operated as summarised below:

- The Responsible Entity is responsible for overseeing the management and operation of the Trust.
- The Responsible Entity has entered into a Management Agreement with the Manager with respect to the management of the Trust (see Section 12.1).
- The Manager has entered into an Investment Advisory Agreement with each of the Investment Advisers with respect to the investment of the assets of the Trust (see Section 2.12.3). Members of the Investment Team are employed across the Investment Advisers and will implement the Investment Strategy of the Trust as described in this PDS.

2.12.2 Service providers

As at the date of this PDS, the service providers to the Trust are:

- **Manager:** Neuberger Berman Australia Pty Limited is responsible for managing the Trust. For further details on the Manager, refer to Section 5.
- **Administrator and Custodian:** JPMorgan Chase Bank, National Association ("**JPMorgan**") provides administration, fund accounting, valuation and arrangement of custodial services for the Trust.
- **Unit Registry:** Boardroom Pty Ltd provides unit registry services for the Trust.
- **Auditor:** PricewaterhouseCoopers is the independent auditor of the Trust and has been engaged as the auditor of the Trust's compliance plan and financial reports.

The Responsible Entity has entered into service agreements with the service providers and will, with the assistance of the Manager, regularly monitor the performance of the service providers against the service levels set out in the relevant agreements.

The Manager also intends to engage NB Europe and NB Investment Advisers (see below).

2.12.3 Related party relationships

The Manager has entered into an Investment Advisory Agreement with each of the Investment Advisers, Neuberger Berman Europe Limited ("**NB Europe**") and Neuberger Berman Investment Advisers LLC ("**NB Investment Advisers**"). The Investment Advisers have been delegated certain investment management duties in relation to the Trust (including foreign currency hedging). For further details on NB Europe and NB Investment Advisers, refer to Section 5.

Investment Adviser's indemnification

The Investment Adviser will not be liable to the Manager except by reason of acts which constitute bad faith, wilful misconduct, gross negligence or reckless disregard of the Investment Adviser's duties.

The Investment Advisers, and their directors, managers, officers, employees and affiliates (each, an "**Investment Adviser Indemnified Party**") are indemnified by the Manager to the same extent that the Manager is indemnified from the Trust under the Management Agreement (refer to Section 12.1 below).

Fees

Fees payable to the Investment Advisers are borne by the Manager.

Term and Termination

The Investment Advisory Agreements will run concurrently with the Management Agreement and be terminated upon the termination of the Management Agreement. Refer to Section 12.1 (*"Management Agreement"*) for information regarding the term and termination regime under the Management Agreement.

The Manager and the Investment Advisers are related parties of each other due to being indirectly controlled by Neuberger Berman Group LLC. Each of NB Europe and NB Investment Advisers is permitted under its Investment Advisory Agreement to sub-contract the performance of its services to affiliates. Neuberger Berman and the Responsible Entity are not related parties. No other service providers to the Trust are related to Neuberger Berman or the Responsible Entity.

2.13 Valuation, location and custody of assets

2.13.1 Valuation of the Trust

The Responsible Entity has engaged independent specialist fund administrator JPMorgan to determine the NAV per Unit and the NTA of the Trust daily.

In accordance with the Responsible Entity's Valuation Policy, the assets of the Trust will be valued:

- using prices obtained from independent sources, such as recognised pricing services or brokers specialising in the relevant markets; and
- any cash deposits will be valued at their face value, plus any accrued interest.

The NAV of the Trust is expected to be calculated and made available daily on the Trust's website and on the ASX. The NAV will reflect the carrying value of the debt investments at amortised cost less impairment until the date of expiry of the debt investment, in accordance with the ASX Listing Rules and Australian Accounting Standards.

2.13.2 Types of assets

The custodial arrangements in respect of various asset classes for the Trust are described in the table below.

Asset Class	Custodian	Location of Custodian	Location of Asset	Allocation Range
Fixed income investments	JPMorgan	Global	Global	Up to 100%
Cash equivalent investments	JPMorgan	Global	Global	0-10%
Exchange-traded Derivatives	Various counterparties	Global	Global	For hedging purposes
Over-the-counter Derivatives	Various counterparties	Global	Global	For hedging purposes

The Responsible Entity has engaged independent specialist custodial and administrative services provider JPMorgan Chase Bank, NA (Sydney Branch) to provide administration and custody services in respect of the assets of the Trust.

2.14 Reports to Unitholders

The Trust will be required to report in accordance with the Corporations Act and Listing Rules including under the continuous disclosure regime. The Responsible Entity intends to provide regular, accurate and timely disclosures to the market through:

- releases to the ASX in accordance with Listing Rules; and
- posting of such material on the Trust's website (www.nb.com/NBI).

Copies of documents lodged with ASIC or the ASX may be obtained from ASIC or the ASX, respectively.

For accounting and financial reporting purposes, the Trust will report on a 30 June financial year end basis. The Trust will report to Unitholders formally in line with the day, month, half-year (31 December) and full-year (30 June) end. This reporting will include:

- daily NTA per Unit;
- monthly distribution;
- the Trust's half-yearly financial report which is reviewed by an auditor for each period ending 31 December; and
- the Trust's annual audited financial report for each period ending 30 June.

For taxation purposes, the Trust will report on a 30 June tax year end basis.

The Responsible Entity will release to the ASX and post on the Trust's website a daily statement of the NTA per Unit. The calculation of the NTA per Unit will be made in accordance with the Listing Rules.

The Responsible Entity will also make available to all investors on the Trust's website the annual report for each period ending 30 June detailing each of the following:

- the actual allocation to each asset type;
- the liquidity profile of the Trust's assets as at the end of the period;
- the maturity profile of the liabilities as at the end of the period; and
- the key service providers if they have changed since the latest report given to Unitholders, including any change in their related party status.

The following information is also available on the Trust's website and will be disclosed with the frequency specified:

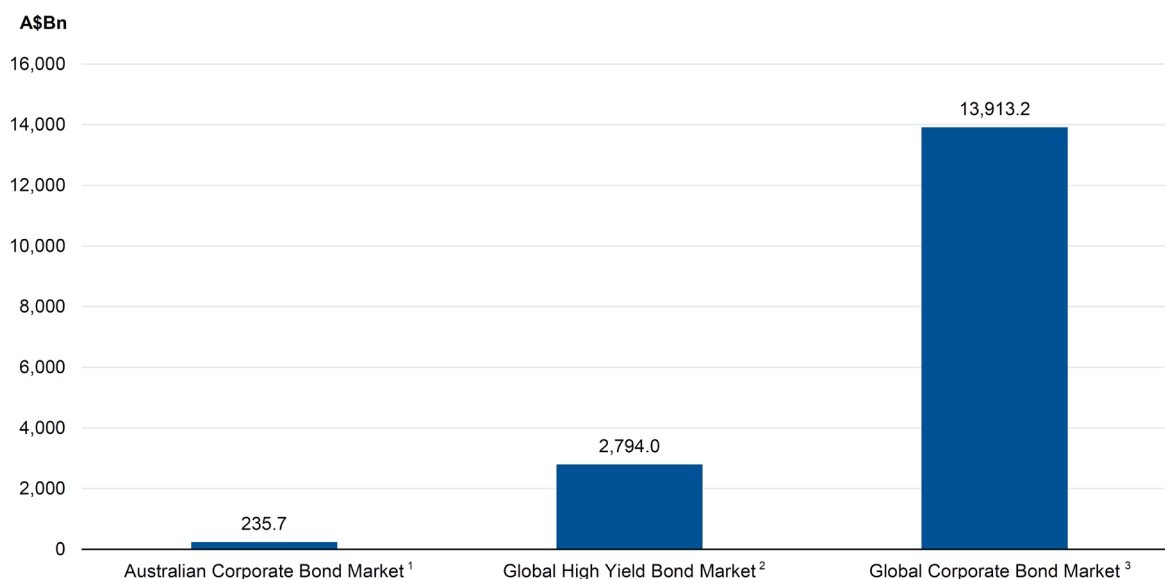
- daily, the current total NAV of the Trust and the NAV per Unit;
- monthly, the key service providers if they have changed since the last report given to Unitholders, including any change in their related party status; and
- monthly, for each of the following matters since the last report on those matters:
 - the net return on the Trust's assets after fees, costs and taxes;
 - any material change in the Trust's risk profile;
 - any material change in the Trust's investment strategy; and
 - any change in the individuals playing a key role in investment decisions for the Trust.

3. Overview of the Global High Yield Market

3.1 Introduction to the Global High Yield Market

This section provides an overview of the global high yield bonds market. The market comprises the constituents of the ICE BofAML Global High Yield Index¹⁹ ("**Global High Yield Market**"). Although many investors in Australia may be unfamiliar with the Global High Yield Market, at \$2.8 trillion in size, it has grown to become a material segment of the global fixed income market.

Chart 3.1A: Global Corporate Bond market vs Australian Corporate Bond Market

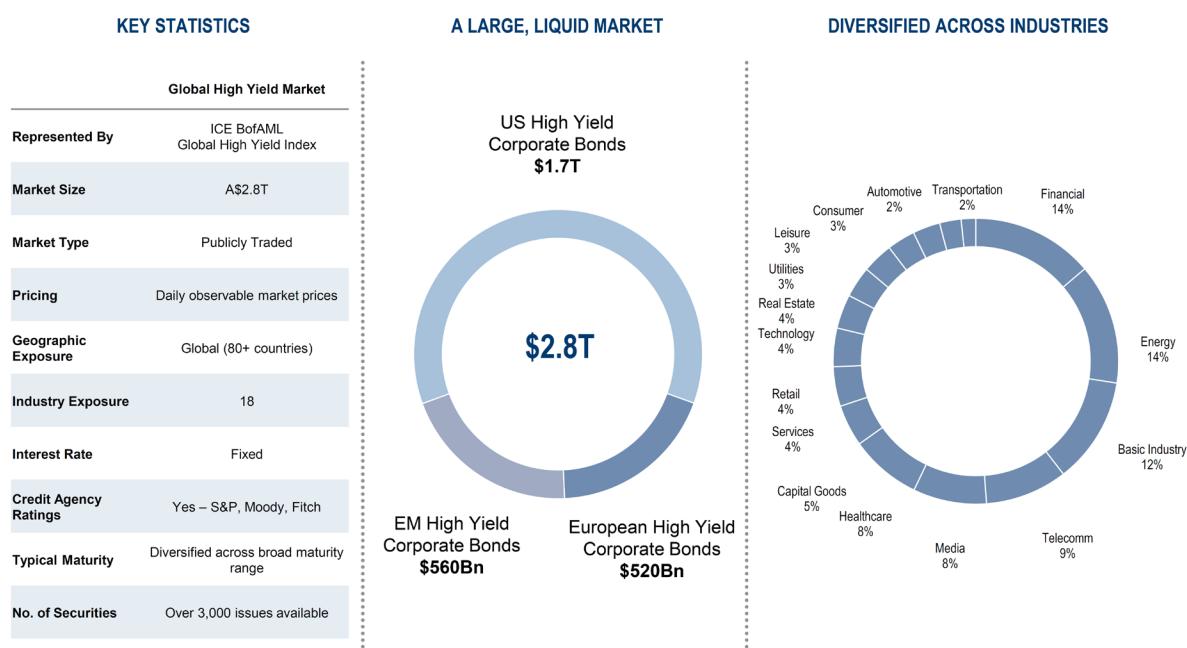


Sources: ¹ BondAdviser; ² ICE BofAML Global High Yield Index (HW00); ³ ICE BofAML Global Corporate Index (G0BC). Data as of June 30, 2018, USD(US\$):AUD(\$) exchange rate of 1.3504 as at June 30, 2018.

The Global High Yield Market has evolved to exhibit: robust liquidity, with daily turnover standing at around \$14 billion; high transparency, with daily observable market prices for the bonds in issue; and, broad diversification, comprising over 1,500 issuers from more than 80 countries globally and representing approximately 18 global industries.

¹⁹ ICE Benchmark Administration Limited has not consented to the reference to their index data in this PDS.

Chart 3.1B: Introducing The Global High Yield Market



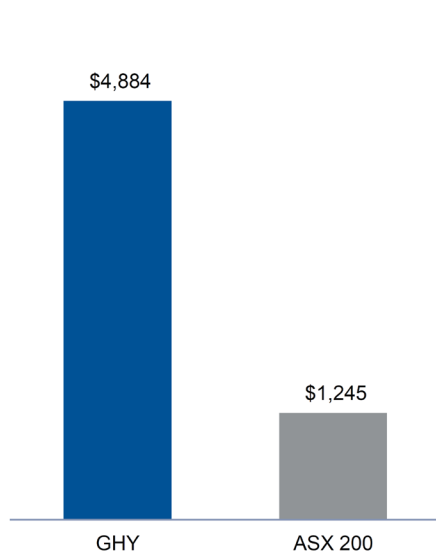
Sources: Bloomberg, Neuberger Berman and ICE BofAML Global High Yield Index. Bloomberg has not consented to the use of this data in this PDS.

Data as of June 30, 2018; USD(US\$):AUD(\$ exchange rate of 1.3504 as at June 30, 2018.

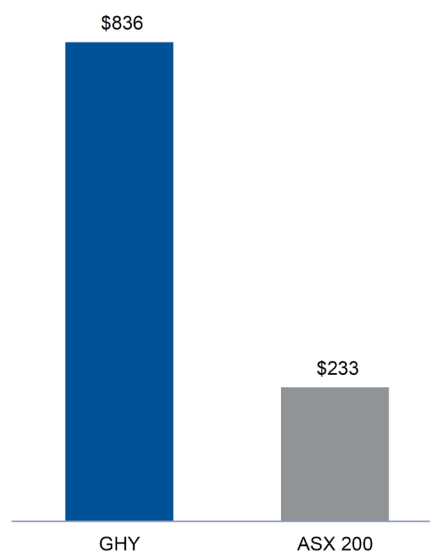
Companies issuing bonds in the Global High Yield Market now include familiar household names, such as Dell, Hertz, Netflix, Virgin Media and Yum! Brands (e.g. KFC, Pizza Hut and Taco Bell) and are significant in size, with the median revenue of companies in the Global High Yield Market being \$4.9 billion and median earnings of \$836 million.

Chart 3.1C: Financial Statistics for Companies in the Global High Yield (“GHY”) Market

MEDIAN COMPANY REVENUE (MILLIONS)



MEDIAN COMPANY EARNINGS* (MILLIONS)



*Company Earnings is represented by EBITDA.

Sources: Neuberger Berman, ICE BofAML Global High Yield Index and the ASX 200. Data as of June 30, 2018; USD(US\$):AUD(\$ exchange rate of 1.3504 as at June 30, 2018.

3.1.1 High Yield Bond Basics

A *bond* is a debt security which follows the same principle as a loan where the investor “lends” a principal amount to the borrower in exchange for interest payments and, generally, at maturity (i.e. the end of the term of bond) the repayment of the principal amount. The fixed interest payment on the bond is known as the *coupon*. The *yield* is, basically, the income return, which is usually expressed as an annual percentage rate based on the bond’s purchase price, current market price or face value.

A *corporate bond* is simply a bond issued by a company. It becomes known as “*high yield*”, “*below investment grade*”, “*non-investment grade*” or “*sub-investment grade*”, when it is assigned a credit rating below BBB- or Baa3 by one of the three established credit rating agencies (e.g. Fitch Ratings Inc, Moody’s Investors Service or Standard & Poor’s). Issuers are rated on their creditworthiness, i.e. their ability to make interest payments and, at maturity, repay the principal amount, as scheduled. Those issuers considered to be at greater risk of not making their interest payments or principal repayments, i.e. defaulting, are rated below investment grade. These issuers must pay higher coupons to attract investors to buy their bonds.

Table 1: Credit Agencies’ Ratings Matrix

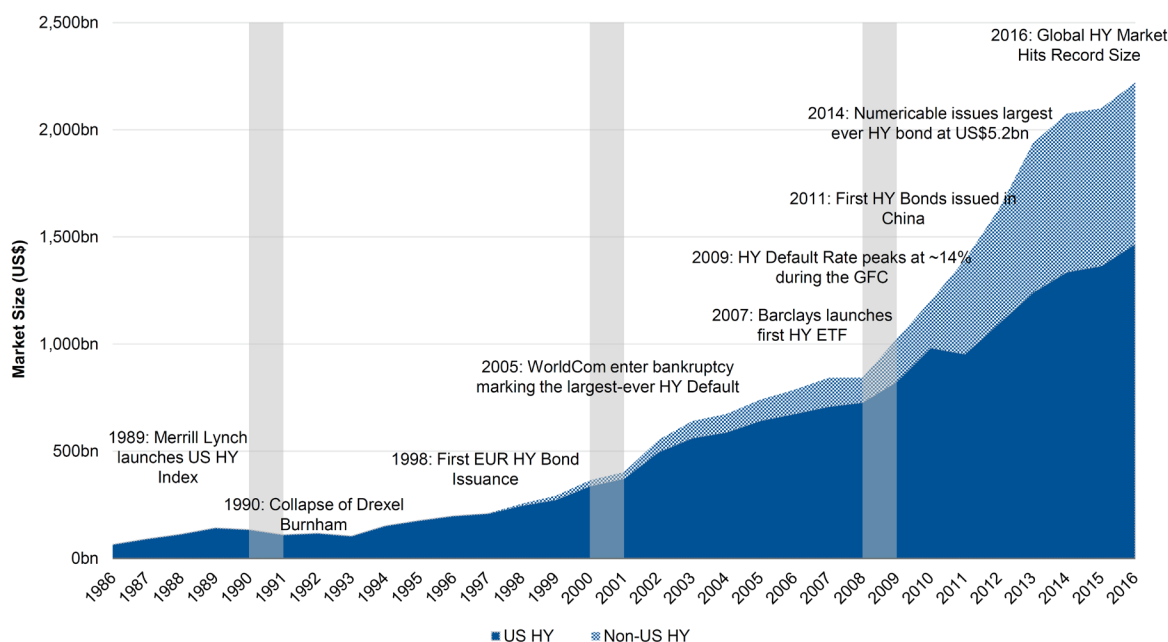
	S&P	Moody’s	Fitch
Investment Grade	AAA	Aaa	AAA
	BBB-	Baa3	BBB-
Non-Investment Grade (High Yield)	BB+	Ba1	BB+
	C	Ca	C
Default	SD	C	D
	D		DD
			DDD

The purpose of this chart is to illustrate the use of ratings. The specific rating allocated by each credit rating agency varies between agencies. No credit ratings agency referred to in this PDS has had any involvement in the preparation of this PDS or the management of the Trust.

3.1.2 History and evolution

Until the 1980s, high yield bonds were simply the outstanding bonds of “fallen angels” – former investment grade companies which had been downgraded to below investment grade. During the 1980s, however, investment banks, led by Drexel Burnham Lambert, launched the modern high yield bond market by arranging for relatively small companies in the U.S. to issue new bonds, primarily for the purposes of financing mergers, acquisitions and leveraged buy outs (“**LBO’s**”). These were commonly referred to as “junk bonds” due to their association with low-quality companies with questionable business models.

Chart 3.1D: Evolution of the Global High Yield (“HY”) Market

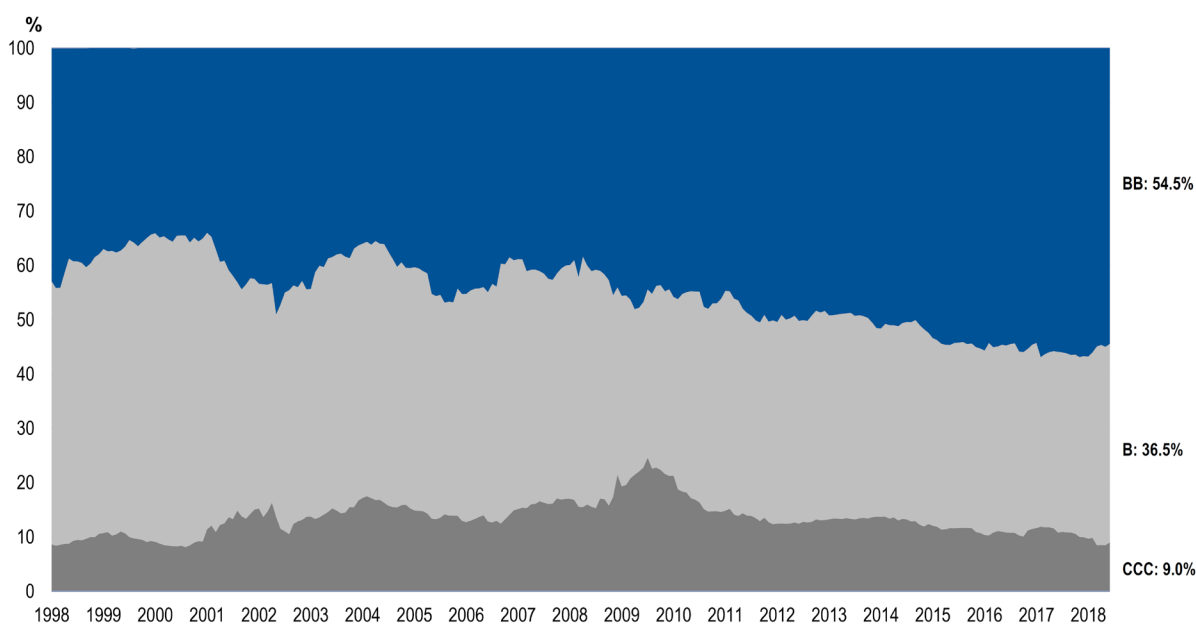


*Shaded areas indicate recessionary periods.

Sources: BondAdviser, ICE BofAML Global High Yield Index. Data as of December 31, 2017.

In the decades since, however, the global high yield bond market has matured dramatically, not only with the significant growth in the number of issuers, now more than 1,500, but also in respect of the overall credit quality of the market now comprising mostly BB (54.5%) and B (36.5%) rated bonds.

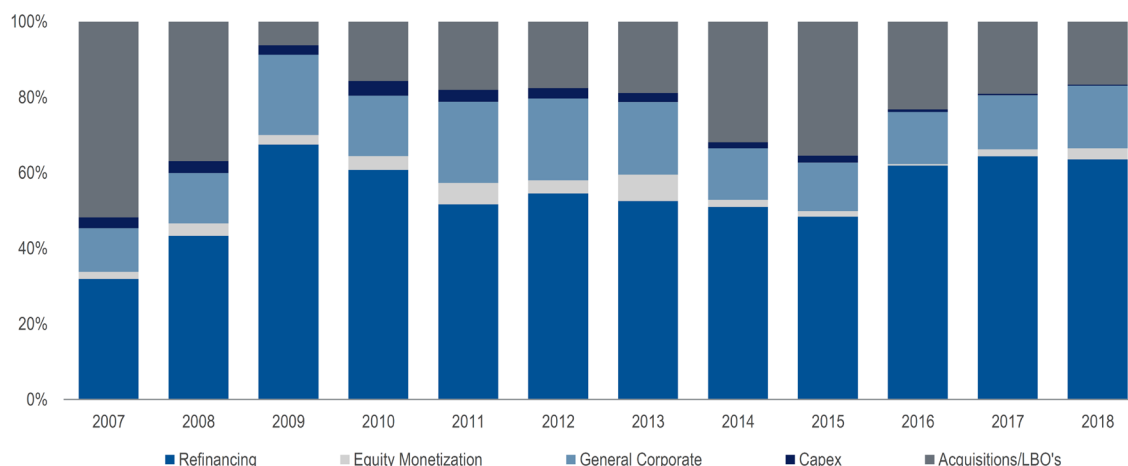
Chart 3.1E: Breakdown of Credit Quality of the Global High Yield Market



Sources: Bloomberg, ICE BofAML Global High Yield Index.
Data as of June 30, 2018.

In observing new high yield bond issuance by purpose, as illustrated in Chart 3.1F below, the Manager believes it is also apparent that more than 80% of the proceeds from such new issuance were used to refinance existing outstanding debt or for general corporate purposes.

Chart 3.1F: Global High Yield Market – New Issuance Volume by Purpose



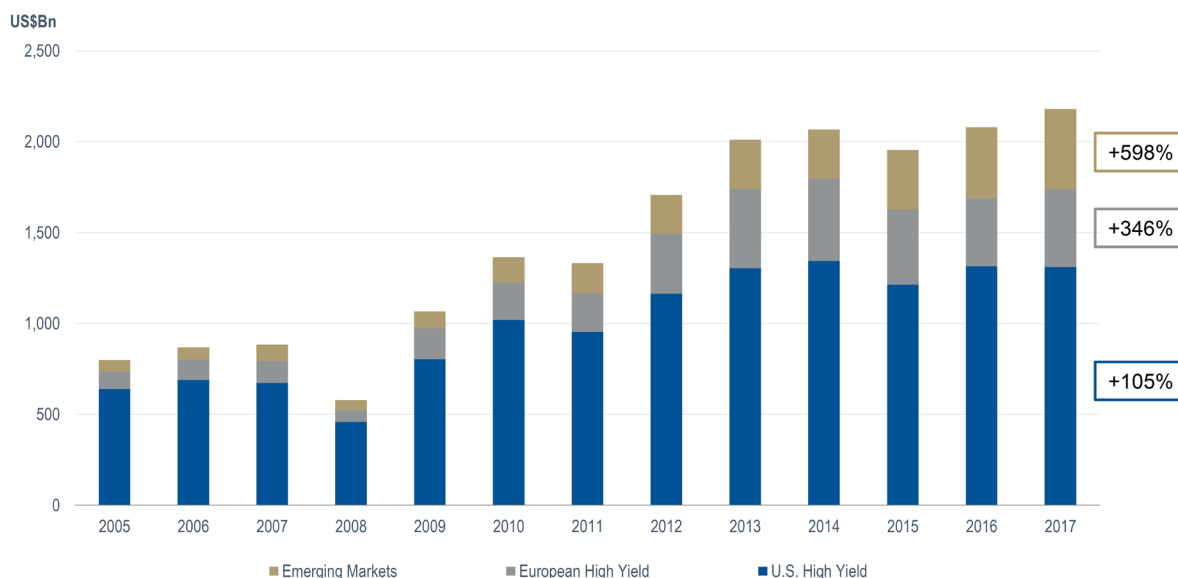
The purpose of issuance for the bonds in which the Trust invests may vary.

Sources: ICE BofAML Global High Yield Index, Standard & Poor's LCD. Data as of March 31, 2018.

“Globalisation” of high yield bonds

It is not too long ago that "investing in high yield bonds" effectively meant "investing in U.S. high yield bonds". However, the Manager believes the rapid growth of the European and emerging high yield markets has challenged this perception, and now provides investors with a meaningful source of income diversification. As shown in Chart 3.1G below, the past decade has seen a transformation in high yield bond markets. Globally, outstanding issuance has increased by 170%, driven by remarkable growth, from a low base, in both Europe and the emerging markets (“EM”).

Chart 3.1G: “Globalisation” of the Global High Yield Market

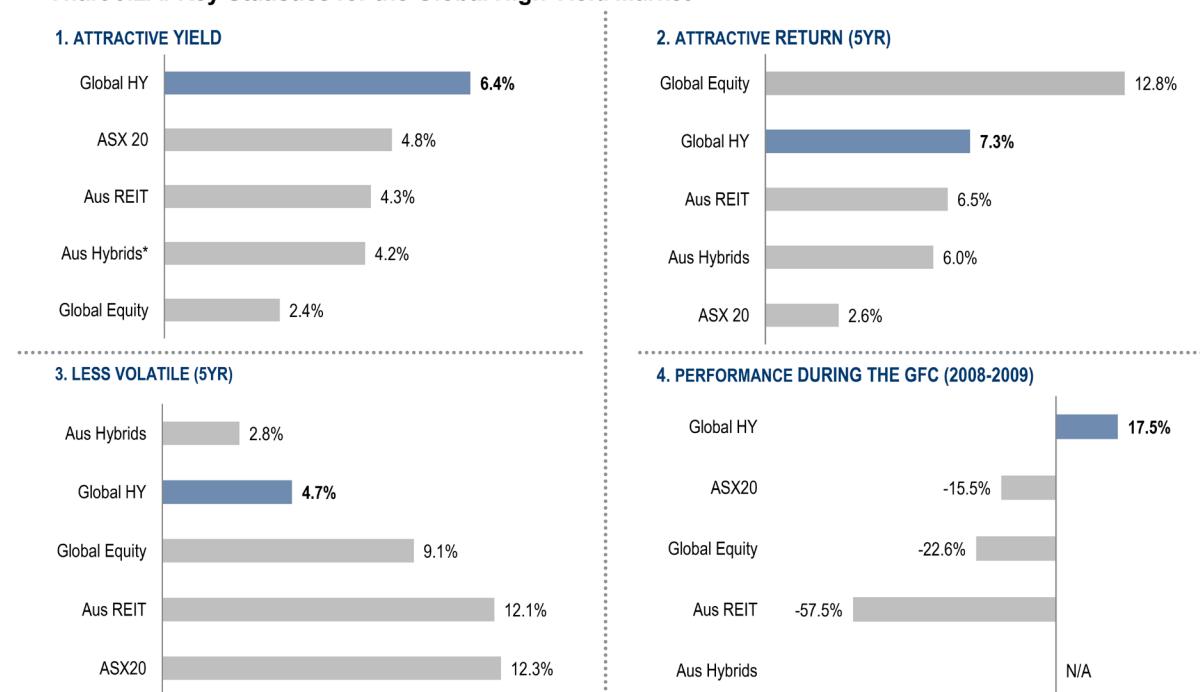


Source: ICE BofAML Global High Yield Index. Emerging markets defined as issuers with a country of risk other than an FX-G10 member, a Western European nation, or a territory of the U.S.. U.S. represents non-EM USD HY bonds. European represents European currency HY bonds. Data as of December 31, 2017.

As the chart illustrates, the size of the European market was less than US\$100 billion back in 2005 and is now more than four times that size. EM high yield has also grown significantly from just US\$60bn in 2005 to nearly US\$450 billion as at the end of 2017. Together they represent more than a third of the Global High Yield Market. On size alone, the Manager believes that investors should not ignore European and EM high yield bonds. However, the Manager believes the argument for investing in global high yield bonds becomes even more compelling when taking into account the recent outperformance of European high yield bonds, the additional yield produced by EM high yield bonds (naturally, with some additional risk) and the meaningful diversification benefits which both provide.

3.2 The attributes of Global High Yield Bonds

Chart 3.2A: Key Statistics for the Global High Yield Market



Sources: Morningstar, Bloomberg. Morningstar has not consented to the use of this data in this PDS.

Indices: ICE BofAML Global High Yield Index (A\$ hedged) for Global HY; Solactive Australian Hybrid Securities Index for Aus Hybrids; S&P/ASX 20 TR for ASX 20; S&P/ASX 200 A-REIT for Aus REIT; and, MSCI World (A\$ hedged) for Global Equity. Unless stated otherwise, all Index data as of June 30, 2018.

*Source: NAB Originations, ASX Listed Bond and Hybrid Rate Sheet

1. Yield: current yield of respective indices (unfranked); Aus Hybrids yield is represented by yield-to-call. This yield information does not take into account the effect of tax, fees and expenses. 2. Return: 5 years' annualised return of respective indices; 3. Volatility: 5 years annualised standard deviation of respective indices; 4. Aus Hybrid not available as index data starts at 2/29/2012. Calculation Period: 2008-2009

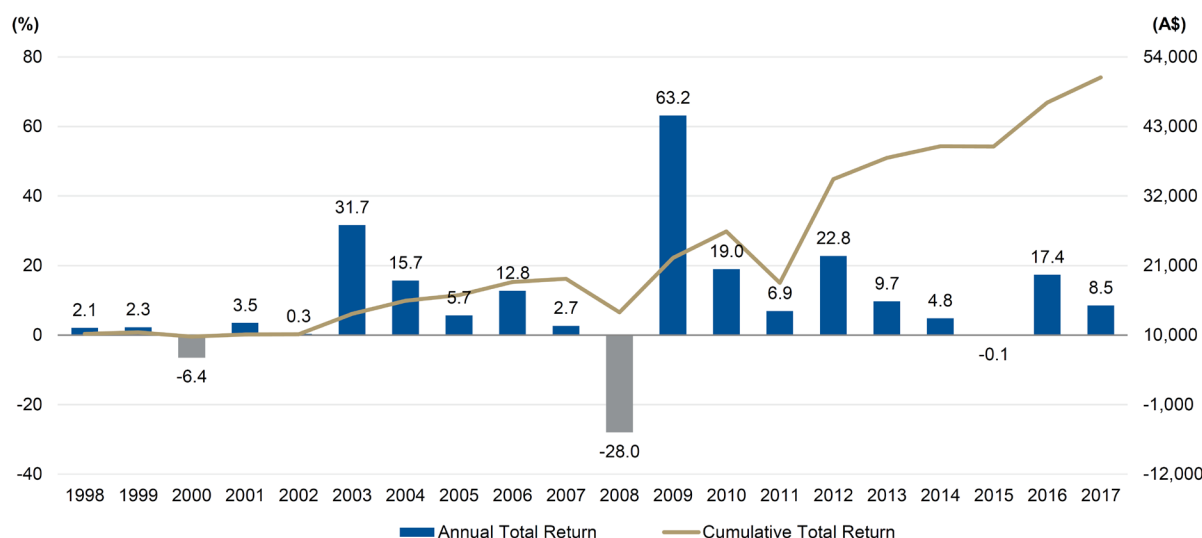
Past performance of the Global High Yield Market is not a reliable indicator of the future performance of the market or the Trust.

As illustrated in Chart 3.2A above, the Global High Yield Market is currently providing an attractive yield (i.e. income return on the bond) and has produced a strong total return (capital growth and income) over the past 5 years. It also demonstrates lower volatility, particularly when compared to equities, and outperformed many other asset classes during the global financial crisis ("GFC").

The Manager believes that the combination of capital growth in the price of the bond and income from the coupon payments has contributed historically to an attractive level of total return. In that regard, as illustrated by Chart 3.2B below, the Global High Yield Market has not, since its inception in 1998, experienced two consecutive years or more of negative returns.

NB GLOBAL CORPORATE INCOME TRUST

Chart 3.2B: Annual Total Return (AUD Hedged) Performance of the Global High Yield Market since 1998

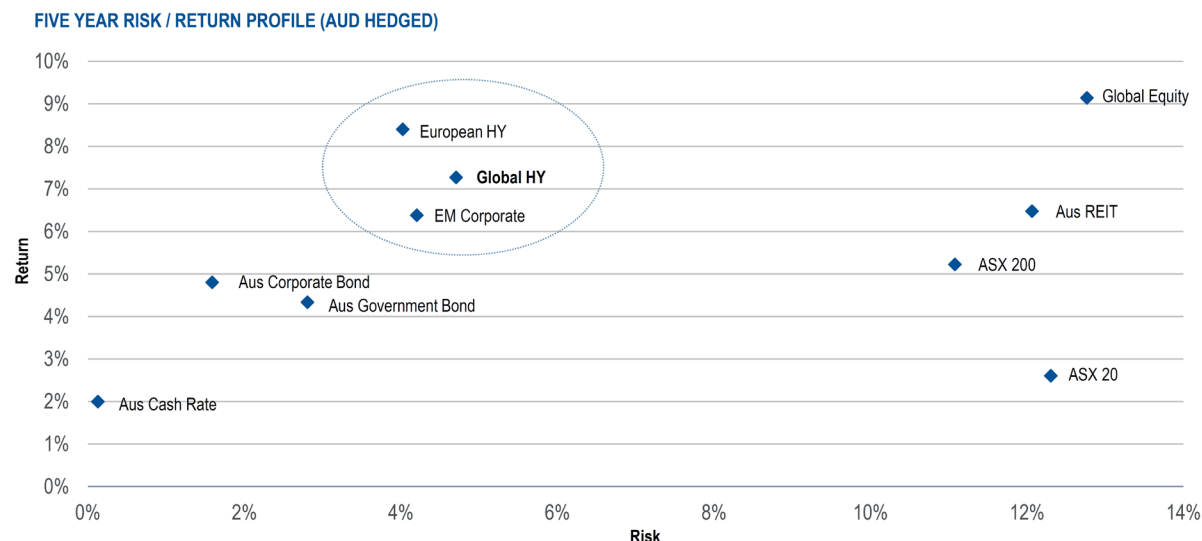


Source: ICE BofAML Global High Yield (AUD hedged) Index

Past performance of the Global High Yield Market is not a reliable indicator of the future performance of the market or the Trust.

Given its historic returns and lower volatility, the Manager believes that high yield bonds provide a compelling risk/return profile when compared to other asset classes, as shown in Chart 3.2C below.

Chart 3.2C: 5-Year Risk/Return Profile of Global High Yield Market versus other asset classes



Source: FactSet. All data for the 5 year period ended March 31, 2018.

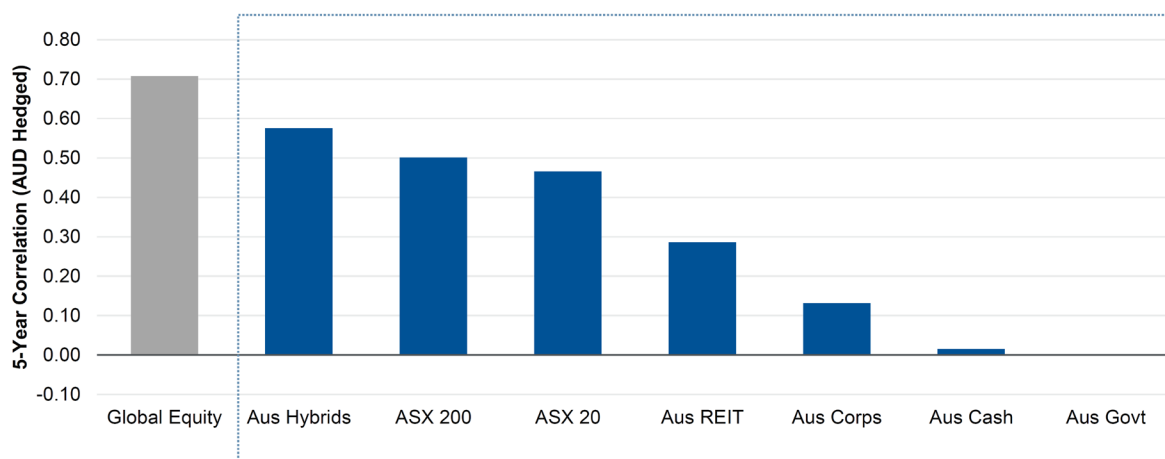
Indices: ICE BofA Merrill Lynch Global High Yield (AUD Hedged); JPM CEMBI Diversified (linked) Index (AUD Hedged), ICE BofA Merrill Lynch European Currency Non-Financial High Yield 3% Constrained (AUD Hedged); RBA Cash Rate; S&P/ASX 200, S&P/ASX 20, S&P/ASX A-REIT Index, MSCI World (AUD Hedged), Bloomberg Barclays Ausbond Credit 0+ yr Index and Bloomberg Ausbond Govt 0+ yr Index.

Past performance of the Global High Yield Market is not a reliable indicator of the future performance of the market or the Trust.

In addition to the risk/return profile of global high yield bonds, the Manager believes that investors should consider the diversification benefits of including global high yield in their portfolios. Chart 3.2D below depicts the correlation of the Global High Yield Market to various asset classes over the past 5 years. A high correlation number indicates that the relevant asset class, e.g. Global Equity, has behaved somewhat similarly to the Global

High Yield Market over the past 5 years. Conversely, a low correlation indicates that the relevant asset class, e.g. Australian REITs, has behaved somewhat differently to the Global High Yield Market. The Manager believes that Australian or New Zealand investors, with portfolios that are predominantly invested in domestic assets, may receive portfolio diversification benefits by investing in global high yield bonds.

Chart 3.2D: Potential Diversification Benefits – Lower Correlation to Australian Asset Classes



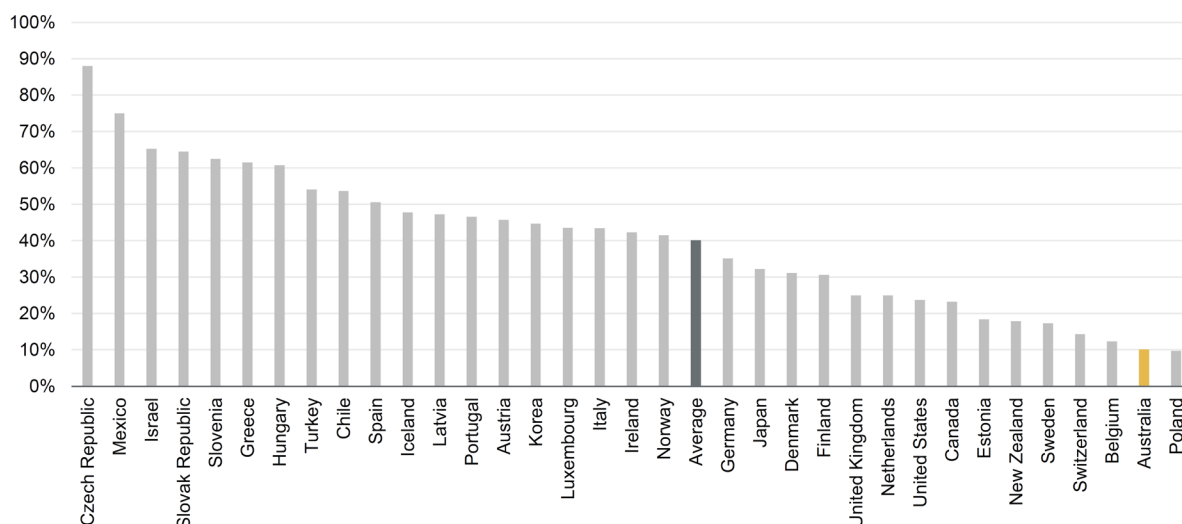
Source: Neuberger Berman. Data as of March 31, 2018.

Indices used in correlation analysis - Global High Yield: Bloomberg Barclays Global High Yield; Global Equity: MSCI World Index (AUD Hedged); Global Fixed Income: Bloomberg Barclays Global Agg Bond Index (AUD Hedged); Aus Property: S&P/ASX A-REIT Index; Aus Cash: RBA Cash Rate; Aus Fixed Income: Barclays Ausbond Credit 0+ yr Index and Aus Govt Bonds: Bloomberg Ausbond Govt 0+ yr Index.

Past performance of the Global High Yield Market is not a reliable indicator of the future performance of the market or the Trust.

In addition to the potential diversification benefits within the asset class, resulting from the number of issuers, countries and industries represented in the Global High Yield Market, the asset class itself, being global and fixed income, may potentially provide diversification benefits to Australian and New Zealand investors. According to statistics compiled by the Organisation for Economic Co-operation and Development (OECD), Australia's superannuation system has a fixed income allocation of 27.4%. However, as illustrated in Chart 3.2E below, it had the second lowest allocation to bonds out of all OECD countries due to its domestic fixed income asset allocation being heavily dominated by cash and deposits.

Chart 3.2E: OECD Countries' Pension Fund Asset Allocations to Bonds and Bills 2016



Source: OECD Pension Markets in Focus No.14 (2017)

3.3 Outlook for Global High Yield

The Manager sets out below its views in relation to the outlook for key market factors that may impact the Global High Yield Market. There is no guarantee that the outlook summary set out below is correct.

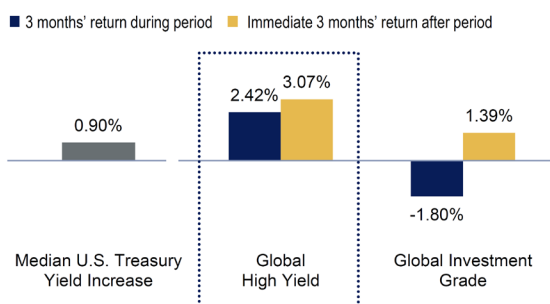
3.3.1 Rising interest rates

In rising interest rate environments, the Manager believes that high yield bonds have historically performed strongly. While high yield, like most other asset classes, can react negatively in the short term while interest rates are rising, investment grade corporate bonds may be more likely to post losses. Over the medium term, while investment grade has been more likely to post a positive return following a period of rising Treasury yields, the average return to high yield bonds has still tended to be stronger. This is due, to a large extent, to the amount of the coupon payment, which cushions the potential decline in bond prices as interest rates rise, but also to the fact that in a rising interest rate environment companies are generally doing well, leading to growth in earnings and an improvement in company fundamentals.

Chart 3.3A: Impact of Rising Interest Rates on Global High Yield

HIGH BONDS HAVE HISTORICALLY PERFORMED STRONGLY

Median Return during periods of rising U.S. Treasury yields (2000 – 2016)¹



BEING LESS SENSITIVE TO RISING RATES

COUPON PAYMENT ¹			Higher Coupon ↑
Global Investment Grade	Australia Bonds	Global High Yield	
3.2%	2.5%	6.1%	
DURATION ²			Shorter Duration ↓
Global Investment Grade	Australia Bonds	Global High Yield	
7 yrs	5 yrs	4 yrs	

Sources: Bloomberg, Neuberger Berman. All data as of June 30, 2018.

Indices: ICE BofAML Global High Yield Index (USD Hedged); Bloomberg Barclays Global Aggregate Corporate Bond Index (USD Hedged); Bloomberg Barclays AusBond Composite 0+ Years Index; and S&P U.S. Treasury Bond Current 5-Year Index.

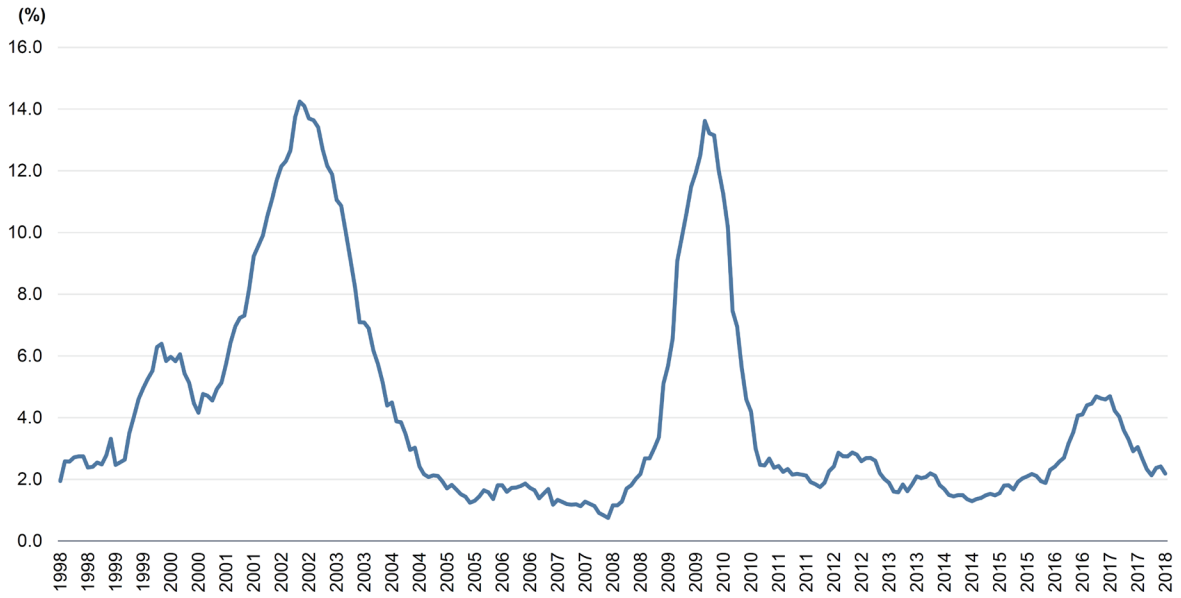
¹ Coupon Payment is represented by Yield-to-Worst ² Duration is represented by Modified Duration, but Global High Yield is represented by Effective Duration. This is not intended as a projection of future interest rates.

3.3.2 Risk of recession and defaults

While investors may think the growth in the Global High Yield Market must be symptomatic of a borrowing binge that will result in defaults rising at a similar rate, the Manager believes that this is not the case. One key reason is that much of the new issuance comes, not from companies which were already active issuers in the high yield markets, but from new issuers diversifying their funding away from bank loans. Against the backdrop of a return to robust economic performance in the U.S., and the expectation of recovery in Europe, the Manager believes that corporate borrowers in the global high yield markets generally appear to be in good financial shape at this time.

As Chart 3.3B below shows, the number of borrowers defaulting—globally and across all three regions—has remained steady over the past few years as the Global High Yield Market has grown. In general, the Investment Team has noted strong cash flows and conservative management teams, using the extended period of low interest rates to refinance existing high yield bonds by issuing new bonds with longer terms at lower coupons. As a result, default rates have fallen materially since the spike during the GFC and will, the Manager believes, remain low for the foreseeable future.

Chart 3.3B: Rate of Defaults



Source: BofA Merrill Lynch Global Research.

4. Overview of the Investment Strategy

4.1 Overview

Neuberger Berman has a long and distinguished track record in managing high yield corporate bonds dating back to 1997. It believes that its credentials and key differentiators versus peers to be the following:

- **20 year track record in high yield corporate bond management** - the Investment Team began managing U.S. high yield bonds in 1997 (which, at that time, represented approximately 87% of the Global High Yield Market) and, subsequently, began managing emerging market (“EM”) high yield bonds in 2003 and then European high yield bonds in 2006, in line with the growth and evolution of high yield markets globally, as depicted below. The Investment Team formally launched its dedicated EM high yield bond and European high yield bond strategies in, respectively, 2013 and 2014; and launched its global high yield bond strategy (generally referred to as **Global High Yield** and, specifically in this PDS, as the “**Investment Strategy**”) in 2016, bringing together its respective U.S., European and EM high yield capabilities. As at 30 June 2018, the Investment Team managed more than \$60 billion in high yield corporate bonds.
- **Depth and breadth of the Investment Team** - currently comprising 56 investment professionals, Neuberger Berman believes that the Investment Team is one of the largest in the industry. The team is led by five senior portfolio managers, with on average 24 years’ industry experience, who are supported by 39 research analysts, 4 economists/strategists, 5 traders and 3 client portfolio managers.
- **An alignment of interests with investors** – the Investment Team’s remuneration structure consists of a deferred compensation component that is invested in the strategies which the team manages. In addition, the five senior portfolio managers are all equity partners of Neuberger Berman.
- **A defensive investment approach that places a strong emphasis on capital preservation,²⁰ particularly in anticipation of and during downturns in the market, while still seeking to participate in capital appreciation when the market is rising.** By way of example, although the Investment Team will aim to maintain the average credit rating of bonds held in the Portfolio at between BB and B, it will opportunistically invest more of the Portfolio in BBB rated bonds if it believes it is prudent to move to a more defensive position or will increase the Portfolio’s holdings of CCC rated bonds where it believes it is appropriate to take on more risk in anticipation of achieving a higher return.
- **History of low default rates** – the Investment Team believes that its “defensive” approach, and the quality of its credit analysis, ongoing monitoring and active management have contributed to the team’s strong track record of experiencing only one defaulting bond in all of its high yield strategies since 1997.
- **Environmental, Social and Governance (“ESG”) integration in the Investment Team’s investment process** – please refer to Section 4.5 below for information on ESG considerations.

4.2 Investment Objectives

In effecting the Investment Strategy, the Investment Team is seeking to provide Unitholders with a consistent and stable income stream paid via monthly distributions, while achieving an attractive level of total return (income plus capital appreciation) over a full market cycle.²¹

4.3 Investment Strategy and Philosophy

The Investment Team’s strategy for the Trust is to invest in and actively manage a portfolio of high yield corporate bonds issued by companies located globally across both developed and emerging markets, with a

²⁰ Investors’ capital is not guaranteed.

²¹ As defined in the Glossary of Industry Terms at the end of this PDS and for the purpose of the investment objective, a full market cycle is the period beginning with either the high or low point for a financial market followed by a corresponding low or high point, as the case may be, and then ending when the market next achieves or exceeds the initial high or low point.

strong emphasis on capital preservation²² by focusing on higher quality²³ within the Global High Yield Market²⁴, large²⁵ and more liquid²⁶ companies and by avoiding companies with deteriorating financials (“**Investment Strategy**”).

4.4 Overview of Investment Process and Portfolio Construction

In implementing the Investment Strategy, the Investment Team will adhere to a disciplined and repeatable investment process which involves the following four core elements:

Chart 4.4A: Investment Process



Source: Neuberger Berman. For illustrative purposes only.

- Credit Analysis** – having settled on the Investment Universe, the Investment Team undertakes in-depth analysis on each potential investment within the universe with a view to selecting those to be recommended to the Global High Yield Credit Committee for approval to be included in the Portfolio. Please refer to Section 4.4.1 below for more detail.
- Regional Sleeve Construction** – the Investment Team then takes the approved investments and puts them into three regional sub-portfolios (“**sleeves**”) based on the three regions to which the Portfolio’s investments are broadly allocated, being the U.S., Europe and EM;
- Asset allocation** – taking the three regional sleeves, the Investment Team then decides in what proportions to allocate the Portfolio between them, which is initially expected to result in approximately 60% of the Trust being invested in U.S. high yield corporate bonds, 20% in European high yield corporate bonds and 20% in EM U.S. dollar-denominated high yield corporate bonds. The Investment Team will use the Global High Yield Market as a guide to its regional allocations, but will actively manage these allocations on a tactical basis. The allocations are expected to change over time not only as the weighting of the three regions within the Global High Yield Market itself changes, but also based on the Investment Team’s tactical view from time to time.
- Risk management** – throughout the investment process, the Investment Team will utilise various third party risk management systems to assess risks associated with the potential investments and resulting Portfolio. Additionally, at the end of the process, Neuberger Berman’s risk management team will provide independent oversight by performing an analysis of the whole Portfolio with a view to ensuring that the senior portfolio managers have not ended up with unintended risks in the Portfolio.

²² Investors’ capital is not guaranteed.

²³ Higher quality refers to a credit rating of BB or B as assigned to the bonds by a credit rating agency.

²⁴ For the purposes of this PDS, the Global High Yield Market comprises the constituents of the ICE BofAML Global High Yield Index.

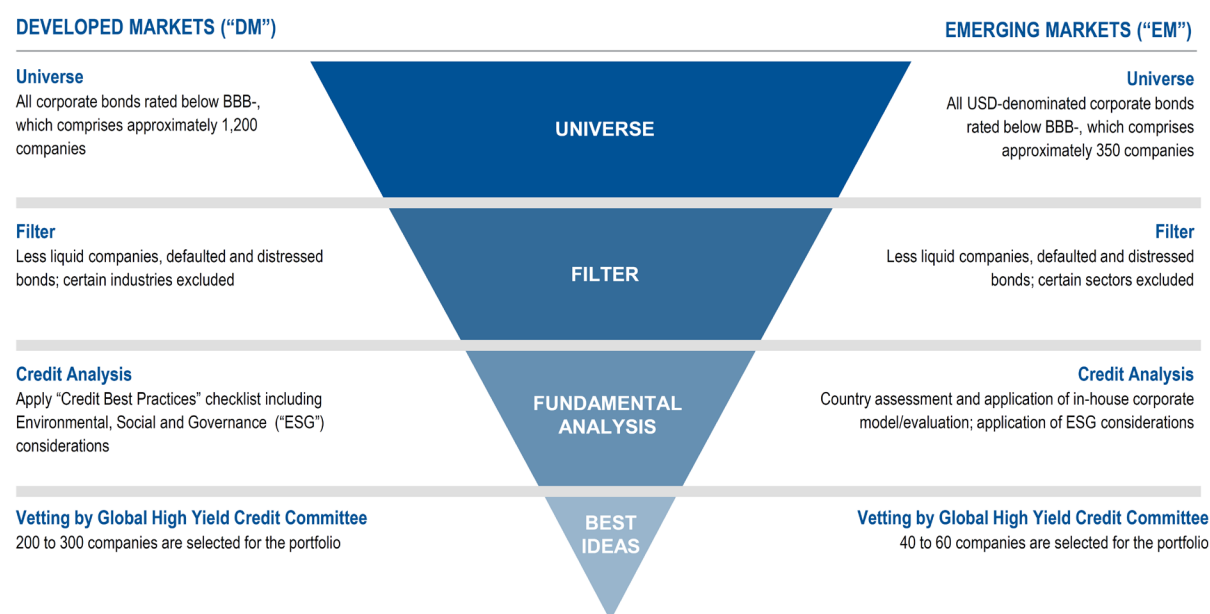
²⁵ Large denotes a company with more than US\$100 million in EBITDA (i.e. earnings, but please refer to the explanation provided in the Glossary of Industry Terms in Section 15.

²⁶ Liquid denotes a company with more than US\$200 million in publicly traded debt outstanding.

4.4.1 Credit Analysis

The Investment Team undertakes a bottom-up approach to selecting the companies, the bonds of which will constitute the Portfolio. Bottom-up investing in the case of corporate bonds involves a primary focus on the credit analysis of an individual company, which will involve looking carefully into such items as its business strategy and operations, financial situation and management. The Investment Team believes that the primary source of the Trust's returns will be derived from the in-depth credit analysis undertaken by the team's analysts on the individual companies issuing the bonds.

Chart 4.4B: Global High Yield Credit Analysis



Source: Neuberger Berman. For illustrative purposes only.

The credit ratings noted above are those of Standard & Poor's. No credit ratings agency referred to in this PDS has had any involvement in the preparation of this PDS or the management of the Trust. Ratings of BB and below are considered non-investment grade. Credit ratings are subject to change at any time. This material is intended as a broad overview of the Investment Team's philosophy and investment process and is subject to change without notice.

Universe

The investment process begins with the screening of the respective developed markets high yield universe and emerging markets high yield universe to identify companies, the bonds of which the Investment Team will consider for purchase. This initial universe is a combined and screened sub-set of the broad Global High Yield Market.

For the developed markets component of the Portfolio, the initial universe will comprise all corporate bonds rated below BBB- (approximately 1,200 issuers). For the EM component of the Portfolio, the initial universe will comprise all U.S. dollar-denominated corporate bonds rated below BBB- (approximately 350 issuers).

Filter

The Investment Team's goal is to reduce the initial universe to a manageable size of potential investments ("Investment Universe") that the team will subject to its detailed fundamental credit analysis. From the combined broad initial universe (roughly 1,550 issuers), the team generally²⁷ intends to screen out:

²⁷ These screening criteria are general guidelines, not investment restrictions. Refer to Section 4.9 below for more detail regarding the Trust's Authorised Investments and Investment Guidelines.

- **for the U.S.**, companies which: (1) have less than US\$500 million in publicly-traded debt outstanding; or (2) are assessed to be close to defaulting; or (3) have less than US\$100 million in EBITDA
- **for Europe**, companies which: (1) have less than US\$200 million in publicly-traded debt outstanding; or (2) are assessed to be close to defaulting; or (3) have less than US\$75 million in EBITDA
- **for EM**, companies which: (1) have less than US\$300 million in publicly-traded debt outstanding; (2) or are assessed to be close to defaulting; or (3) have less than US\$75 million in EBITDA

Fundamental Analysis

While the senior portfolio managers are ultimately responsible for making buy and sell decisions, the Investment Team's analysts have primary responsibility for identifying investment ideas and carrying out all aspect of the research process. As such, the team has an organisational structure through which it seeks to maximise the potential contributions of its analysts while incorporating the perspectives of the portfolio managers and traders. The team's approach closely aligns the analyst's mission (to identify the best performing bonds) with a portfolio's goals and objectives. In addition, the analysts witness their recommendations at work in portfolios, which is believed to be highly motivating as they have a direct contribution to the success of the strategy. From a practical point of view, this alignment of interests is also motivating since an analyst's compensation is tied directly to the performance of his/her recommendations.

In seeking to avoid investing in the bonds of companies with deteriorating financial conditions, the analysts carry out in-depth credit analysis of each individual company. The team believes this is the most important component for successful high yield investing. The team's credit analysis is fundamental and focuses primarily on understanding a company's financial strength.

In undertaking its credit analysis, the Investment Team utilises its "Credit Best Practices Checklist" to try to ensure that the analysts consistently cover the same important aspects of credit research, such as a company's business operations and strategy, its financials and its management. This checklist also includes Environmental, Social and Governance considerations (see Section 4.5 below for further details).

Analysts visit with management at least twice per year (at their offices or at road shows and conferences) and speak with their company contacts at least quarterly. The team believes it is extremely important to know the management team, in addition to analysing their financials.

A key source of added value is the team's relative value analysis. The goal is to select bonds that analysts believe offer not only strong credit fundamentals, but also the potential for capital appreciation. An internal credit rating is assigned to each potential investment and that rating is used to compare the bond's value to other bonds in the same industry and similarly rated bonds across other industries. The internal credit rating is a key driver in the valuation process and analysts use it to combine insightful relative valuation work with their disciplined credit analysis.

Another source of added value in the team's investment process is industry and quality rotation. The team seeks attractive investment results in both bullish and bearish markets. This means it will proactively transition the Portfolio's investment into more defensive industry sectors and higher rated (e.g. BBB) bonds during times of economic weakness while proactively increasing the Portfolio's exposure to more cyclical sectors and lower rated (e.g. CCC) bonds during stronger economic times.

For the EM segment of the Portfolio, country selection will be an important source of potential added value, as the performance of high yield bonds issued by EM companies tends to be significantly impacted by changes in the credit quality of the respective EM country in which the company is located.

The upfront work completed to put an idea into the Portfolio is only the beginning of the Investment Team's credit analysis work. Once a bond is purchased, key drivers identified during the initial credit analysis work as most important to the company's ongoing success are monitored. By staying ahead of developments that the team believes might impact the financial performance of the issuer, the team seeks to be able to sell early, ideally

before potential bad news is reflected in the price of the bond. The Investment Team's proactive monitoring process is one reason that it has generated a significant portion of its added value in down markets.

Global High Yield Credit Committee

Analysts' recommendations are first vetted within their respective sector teams, being the Consumer Sector team, Cyclical Sector team, Telecom Sector team and Energy/Utilities Sector team. Once a potential investment idea has been evaluated by the respective sector team and put forward as a recommendation, it is then reviewed for final approval by the senior professionals who constitute the Global High Yield Credit Committee.

4.4.2 Portfolio Construction

In constructing the Portfolio, the Investment Team adopts a top-down investing approach. A top-down approach involves focusing on broader economic and market cycle themes in attempting to identify the regions, countries within regions and industries that are believed most likely to outperform the broader market.

Regional sleeve construction

The recommended bonds approved by the Global High Yield Credit Committee are then put into one of the three regional sleeves of the Portfolio, comprising the U.S., Europe and EM, by the portfolio management team with a focus on ensuring that the resulting regional sleeves are diversified by country, industry and credit quality.

Chart 4.4C: Portfolio Construction Process

REGIONAL SLEEVE CONSTRUCTION:

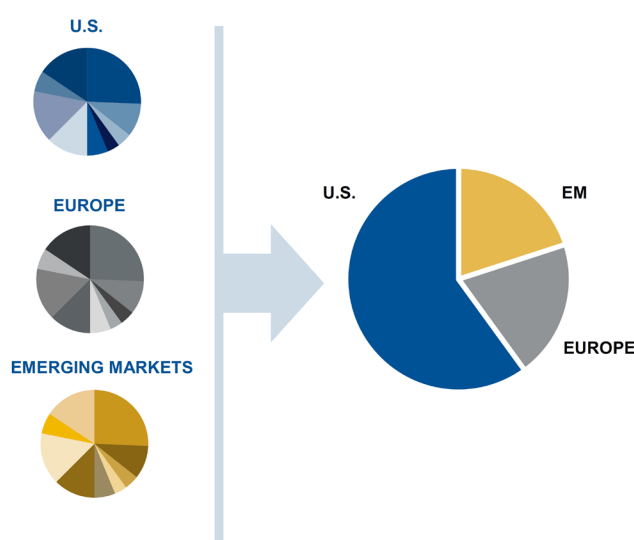
Global High Yield Credit Committee best ideas, diversified by country, industry and credit quality

ASSET ALLOCATION OVERLAY:

Global High Yield Asset Allocation Committee determines the allocation of the Portfolio to each of the U.S., European and EM sleeves

RISK MANAGEMENT:

- Avoid unintended build-up of risk factors in overall portfolio
- Senior Portfolio Managers and Risk Management teams utilize third party proprietary risk tools



Source: Neuberger Berman. For illustrative purposes only.

Asset allocation overlay

Allocating to each region is believed to be an additional source of added value for the Investment Strategy, and is based on a rigorous top-down allocation process focused on both the global economic and political outlook and regional economic fundamentals and valuations in order to determine relative value opportunities. The Global High Yield Asset Allocation Committee is responsible for the overall asset allocation process for the strategy.

Chart 4.4D: Global High Yield Asset Allocation Committee



Source: Neuberger Berman. For illustrative purposes only.

The Global High Yield Asset Allocation Committee currently comprises the five senior portfolio managers and Brad Tank, Chief Investment Officer and Global Head of Fixed Income for Neuberger Berman. Their top-down insight drives allocation across the Investment Strategy's three regions.

Risk management

At a strategy level, the Investment Team will utilise various third party risk management systems throughout the investment process. Additionally, Neuberger Berman's risk management team provides independent risk oversight by performing an analysis of the whole Portfolio with a view to ensuring that the Investment Team has not ended up with unintended risks in the Portfolio.

4.4.3 Implementation

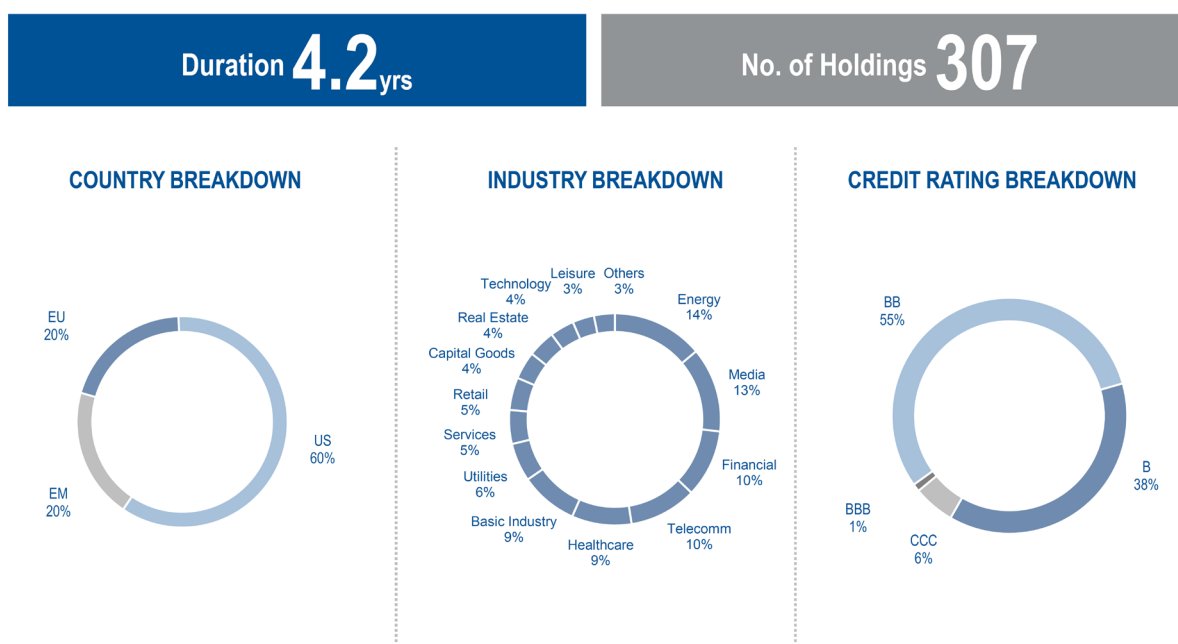
Finally, implementation is the responsibility of the Portfolio Construction team (comprising the senior portfolio managers and the head high yield trader), which establishes the overall Portfolio structure. This team evaluates the various ideas that are available for implementation and then executes them in compliance with the Portfolio's specific investment objectives and investment guidelines.

It is anticipated that it will take the Investment Team no more than three days to construct the proposed Portfolio in line with the Investment Strategy (the "**Proposed Portfolio**").

Proposed Portfolio

The indicative breakdown of the Proposed Portfolio is expected to be as follows:

Chart 4.4E: Indicative Breakdown of the Proposed Portfolio



Source: Neuberger Berman as of 30 June 2018. This indicative breakdown information for the proposed portfolio of the Trust is for illustrative purposes only and is subject to change. Investors should review this Section 4 “Overview of Investment Strategy” of this PDS.

The Proposed Portfolio depicted above is provided based on the Manager’s current expectations, but may not reflect exactly the actual allocation of the Portfolio’s investments following implementation.

It is anticipated that it will take the Investment Team no more than three days to invest the Offer proceeds and construct the Proposed Portfolio.

4.5 Environmental, Social and Governance (“ESG”)

The Investment Team takes account of labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments relating to the Trust to the extent set out below.

Other than as stated below, the Investment Team has no predetermined view about what it regards 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 Trust. The Investment Team will obtain ESG related information from various third party providers of ESG research and ratings for issuers in the global high yield corporate bond market, which it then uses in its overall assessment of a particular corporate bond issuer.

The Investment Team may have regard to the following ESG considerations in determining the risk score of an issuer:

1. Environmental factors such as operations, supply chain and product and services;
2. Social issues such as the degree of union/non-union employees, whether the issuer is involved in any legal proceedings from current/former employees, whether it has faced any product or safety issues, and the extent of the company’s involvement in community and philanthropic activities; and
3. Corporate governance factors such as the independence of the board of directors for the company, whether executive compensation has been set for long term sustainability or short term performance; business ethics and public policy.

ESG factors are taken into account as part of the overall assessment of an issuer as described above. Decisions about whether to buy, hold or sell investments are based primarily on financial and economic factors. The

Investment Team takes these considerations into account in the selection, retention or realisation of investments relating to the Trust to the extent that they may financially affect the investment, as reflected by the risk score given by the Investment Team to the issuer.

The Investment Team intends to exclude issuers in emerging markets who are involved in certain types of controversial weapons (e.g. chemical and biological weapons, cluster bombs and landmines) and child labour.

The Investment Team adheres to Neuberger Berman's policy approach to considering ESG issues in investments.

4.6 Leverage

The Trust does not employ leverage for investment purposes.

4.7 Risk management and use of Derivatives

The Investment Team intends to mitigate certain risks associated with the Investment Strategy, such as the Trust's exposure to foreign currencies and its sensitivity to interest rate rises. In order to hedge such risks, the Investment Team intends use certain Derivatives as described below. There is no intention to utilise Derivatives for speculative purposes.

4.7.1 Currency risk management

The Investment Team intends to employ a hedging strategy in order to minimise the currency risk arising from the Trust's foreign currency denominated investments. The aim of the Investment Team's currency hedging strategy will be to neutralise any non-Australian dollar exposure using currency forwards. To that end, it intends to monitor the currency hedge ratio on a daily basis and to adjust the currency hedges monthly, as required.

4.7.2 Interest rate risk management

The Investment Team may determine it is in the best interests of the Trust to manage the overall interest rate risk of the Portfolio by hedging with various interest rate Derivatives, such as interest rate futures, as deemed appropriate.

4.7.3 Types of Derivatives

Derivatives used by the Trust may be traded on exchanges or over-the-counter ("**OTC**").

4.7.4 Criteria for engaging Derivatives counterparties

Neuberger Berman's Operational Risk Group oversees the process of reviewing and approving new trading counterparties. Factors considered in a typical review include:

- A credit review based on financial and/or third-party ratings data.
- A review of regulatory information by Neuberger Berman's Compliance function.
- Business needs as determined by trading and/or relevant investment decision makers.

Additionally, Neuberger Berman regularly monitors industry and market activity to help identify developments that could impact those counterparties selected by Neuberger Berman to which the firm and its clients have large exposure.

OTC Derivatives counterparties selected by Neuberger Berman are required to have an investment grade rating from a major credit rating agency or an equivalent Neuberger Berman internal rating based on a credit review performed by the Operational Risk Group. For exchange traded Derivatives, counterparties to be used as execution brokers are also subject to a review in accordance with the process described in the section above. However, an investment grade rating or equivalent internal rating is not required for execution brokers of

exchange traded Derivatives given that this type of activity poses less counterparty risk compared to OTC Derivatives.

4.8 Short selling

The Trust will not engage in short selling.

4.9 Authorised Investments and Investment Guidelines

Although the Manager does not intend to track any index in managing the Trust, it will have regard to the Global High Yield Market, as represented by the ICE BofAML Global High Yield Index (AUD Hedged) ("**Index**"). This Index tracks the performance of U.S. Dollar, Canadian Dollar, British Pounds and Euro denominated non-investment grade corporate debt securities publicly issued in the major domestic or Eurobond markets and limits exposure to each issuer included in the Index to a maximum of 2% of the Index.

In addition, the Manager has agreed with the Responsible Entity under the Management Agreement that it will only invest the Trust in certain investments ("**Authorised Investments**") and that it will endeavour to adhere to various investment guidelines in investing and managing the Trust ("**Investment Guidelines**").

Authorised Investments

Generally, the Manager is currently authorised to invest the Trust in all debt securities represented in the Index and their equivalents as determined by the Manager. Specifically, those investments include:

- corporate bonds;
- derivative instruments (for hedging purposes only); and
- cash and cash equivalents.

Investment Guidelines

Portfolio

- The Portfolio will hold no less than 100 issues at any time.
- The Portfolio's minimum exposure to high yield bonds at any time will be 80% of the Trust's NAV.
- The Portfolio's maximum exposure to CCC rated bonds at any time will be 30% of the Trust's NAV.
- The Portfolio's maximum holding of cash or cash equivalents will be 10% of the Trust's NAV.

Industry

The Portfolio's exposure to any industry will generally not exceed the greater of 20% of the Trust's NAV or 3 times the Index weighting of that industry, subject to an absolute maximum of 30% of the Trust's NAV.

Issue / Issuer

- The Portfolio will not be invested in any bond issue which is less than US\$200 million in size at the time of investment.
- The Portfolio's maximum exposure to a single issuer will not exceed 3% of the Trust's NAV.
- The Portfolio will not hold more than 10% of an issuer's outstanding debt at any time.

4.10 Changes to Investment Strategy

The Manager will implement the Investment Strategy of the Trust by investing in the high yield bonds of companies globally. The Responsible Entity will release to the ASX any material changes to the Trust's investment strategy and post such changes on the Trust's website.

4.11 Specific risks associated with the Investment Strategy

Certain of the key specific risks associated with the Investment Strategy are set out in Section 8.1.

5. About Neuberger Berman and the Responsible Entity

5.1 Neuberger Berman

Chart 5.1A: Neuberger Berman Information



Source: Neuberger Berman. For illustrative purposes only. All information as of June 30, 2018.

Neuberger Berman was founded in 1939 with a primary objective: to deliver compelling investment results for its clients over the long term. This remains its singular purpose today, driven by a culture rooted in deep fundamental research, the pursuit of investment insight and continuous innovation on behalf of clients, and facilitated by the free exchange of ideas across the organisation.

As a private, independent, employee-owned investment manager, Neuberger Berman is structurally aligned with the long-term interests of its clients; it has no external parent or public shareholders to serve, nor other lines of business to distract it from its core mission: managing the assets of its clients. Also, given Neuberger Berman's policy to invest 100% of the deferred compensation of its investment professionals (which includes the Investment Team), in the strategies which they manage, it believes that its investment professionals are truly aligned with the interests of their clients.

From offices in 20 countries, and with more than 580 investment professionals and over 2,000 employees in total, Neuberger Berman takes an active approach to the management of equity, fixed income, private equity and debt, hedge fund and quantitative strategies, along with the multi-asset class portfolios that bring them together. As of 30 June 2018, institutions, advisors, families and individuals around the globe have entrusted Neuberger Berman with US\$304 billion (\$411 billion) of their assets.

5.1.1 The Manager

Neuberger Berman Australia Pty Limited is the manager of the Trust (the "**Manager**") and operates under an Australian financial services licence. It is a proprietary limited company incorporated in Australia and, as a wholly-owned subsidiary of Neuberger Berman Group LLC, is part of Neuberger Berman.

The Manager's primary role is to make available Neuberger Berman's investment strategies to wholesale investors in the Australian market and to provide certain financial services relating to such strategies. As at 30 June 2018, the Manager had oversight over \$7.3 billion in assets for Australia based clients across equities, fixed income and alternatives.

5.1.2 The Investment Advisers

The Manager has delegated certain investment management duties relating to the Trust to its affiliate, Neuberger Berman Europe Limited (“**NB Europe**”). NB Europe is a wholly-owned subsidiary of Neuberger Berman Group LLC and a part of Neuberger Berman. It is authorised and regulated by the U.K. FCA and registered with the U.S. SEC as an investment adviser under the U.S. Investment Advisers Act 1940.

The Manager has also delegated certain investment management duties relating to the Trust to another affiliate, Neuberger Berman Investment Advisers LLC (“**NB Investment Advisers**”). NB Investment Advisers is also a wholly-owned subsidiary of Neuberger Berman Group LLC and a part of Neuberger Berman. It is registered with the U.S. SEC as an investment adviser under the U.S. Investment Advisers Act 1940.

NB Europe and NB Investment Advisers are collectively referred to in this PDS as the “**Investment Advisers**” and each as an “**Investment Adviser**”. The Investment Strategy of the Trust is implemented by the Investment Team, which is employed across the Investment Advisers.

5.1.3 The Investment Team

The Investment Strategy is currently managed by five senior portfolio managers from Neuberger Berman’s Global Non-Investment Grade Credit and Emerging Market Corporate Debt teams, who focus on the high yield bonds of companies located across both the developed and emerging high yield markets and, as of 30 June 2018, collectively average 24 years’ industry experience. The senior portfolio managers are supported by 39 research analysts, 4 economists/strategists, 5 dedicated traders and 3 client portfolio managers, and collectively comprise an investment team of 56 professionals (the “**Investment Team**”).

Chart 5.1B: Investment Team

PORTFOLIO MANAGERS



Thomas O'Reilly, CFA
Senior Portfolio Manager
29 years' experience



Patrick Flynn, CFA
Senior Portfolio Manager
26 years' experience



Vivek Bommi, CFA
Senior Portfolio Manager
20 years' experience



Nish Popat
Senior Portfolio Manager
25 years' experience



Jennifer Gorgoll
Senior Portfolio Manager
20 years' experience

MANAGING
CORPORATE
BONDS
SINCE 1998

INVESTED IN
OVER 1,100
COMPANIES

1 DEFAULT
SINCE HY
STRATEGY
INCEPTION¹

LOCATION OF TEAM



Investment team of

56
professionals

Source: Neuberger Berman. For illustrative purposes only. All information as of June 30, 2018. Neuberger Berman High Yield Strategy inception date is December 1, 1997.

Below are the professional biographies for each of the current senior portfolio managers in the Investment Team:

Thomas P. O'Reilly, CFA, Managing Director, joined the firm in 1997. Tom is the Head of Global Non-Investment Grade Fixed Income and is also a Senior Portfolio Manager for High Yield and Blended Credit portfolios. Tom serves on the firm’s Partnership Committee and is a member of the investment team setting overall portfolio strategy. Tom had previously been a high yield analyst at Stein Roe and Bank of America for

eight years. Tom earned a BS in Finance from Indiana University, an MBA from Loyola University, and has been awarded the Chartered Financial Analyst designation.

Patrick H. Flynn, CFA, Managing Director, joined the firm in 2006. Patrick is a Senior Portfolio Manager for high yield portfolios. He came to the firm with more than 15 years of experience, including positions with Putnam Investments, JP Morgan Chase and UBS. Most recently, Patrick served as director of research for DDJ Capital Management, LLC. He holds an AB from Columbia University, an MBA from the University of Chicago and has been awarded the Chartered Financial Analyst designation.

Vivek Bommi, CFA, Managing Director, joined the firm in 2007. Vivek is a Senior Portfolio Manager. In addition, he sits on the Credit Committee for high yield bonds and senior floating rate loans. Prior to joining the firm, Vivek worked in the leverage finance groups at The Carlyle Group and Banc of America Securities. He started his career as an investment analyst at Intel Capital. Vivek earned a BS from the University of Illinois, an MBA from Columbia Business School, has been awarded the Chartered Financial Analyst designation and is a Certified Public Accountant.

Nish Popat, Managing Director, joined the firm in 2013. Nish is a Co-Lead Senior Portfolio Manager on the Emerging Markets Corporate Debt team. Nish joined the firm after working at ING Investment Management, where he was most recently a senior portfolio manager on the Emerging Markets Corporate Debt team. Prior to that role, he was head of fixed income for the Middle East and North Africa. Prior to joining ING, Nish was the head of the fixed income trading desk at NBD Investment Bank running relative value/market-making books in Middle East debt, and before that worked in Saudi Arabia for the Saudi Holland Bank as head of fixed income and derivatives. Nish started his career in London where he held several fixed income positions.

Jennifer Gorgoli, CFA, Managing Director, joined the firm in 2013. Jennifer is a Co-Lead and Senior Portfolio Manager on the Emerging Markets Corporate Debt team responsible for global portfolios investing in high grade and high yield emerging market corporate debt across the regions. Jennifer joined the firm after working at ING Investment Management, where she was most recently the head and a senior portfolio manager of the Emerging Markets Corporate Debt team. Before that Jennifer worked in ING's Private Placement group where she focused on private fixed income investments in emerging market corporates and structured credit. She also spent several years in the Special Asset Group where she was responsible for restructuring distressed assets globally. Prior to joining ING Investment Management, Jennifer worked at Prudential Capital Group specialising in private placements for US-domiciled companies based in the Southeast and before that worked in the Financial Institutions Group at Salomon Brothers Inc. and at Patricof & Co. Capital Corp., a boutique investment bank. Jennifer received an MBA with Honors from Columbia Business School with a concentration in Finance and a BS in Finance and Insurance from The Honors College at the University of South Carolina. Jennifer has been awarded the Chartered Financial Analyst designation.

5.1.4 Track Record

The information below summarises the historical performance of the other portfolios managed by Neuberger Berman which invest in high yield corporate bonds using the same investment strategy as the Trust (referred to here as "**Global High Yield Performance**"). The Global High Yield Performance has been included as the Trust is a newly established entity with no past performance information.

The Global High Yield Performance has been prepared under the following assumptions:

- equivalent management costs (refer to Section 10 ("*Fees and other costs*") for further information) were paid to Neuberger Berman as outlined in this PDS; and
- each of the portfolios was hedged for currency exchange purposes and converted to Australian dollars, based on the prevailing spot exchange rate at the inception of the relevant strategy and cost of hedging over the period.

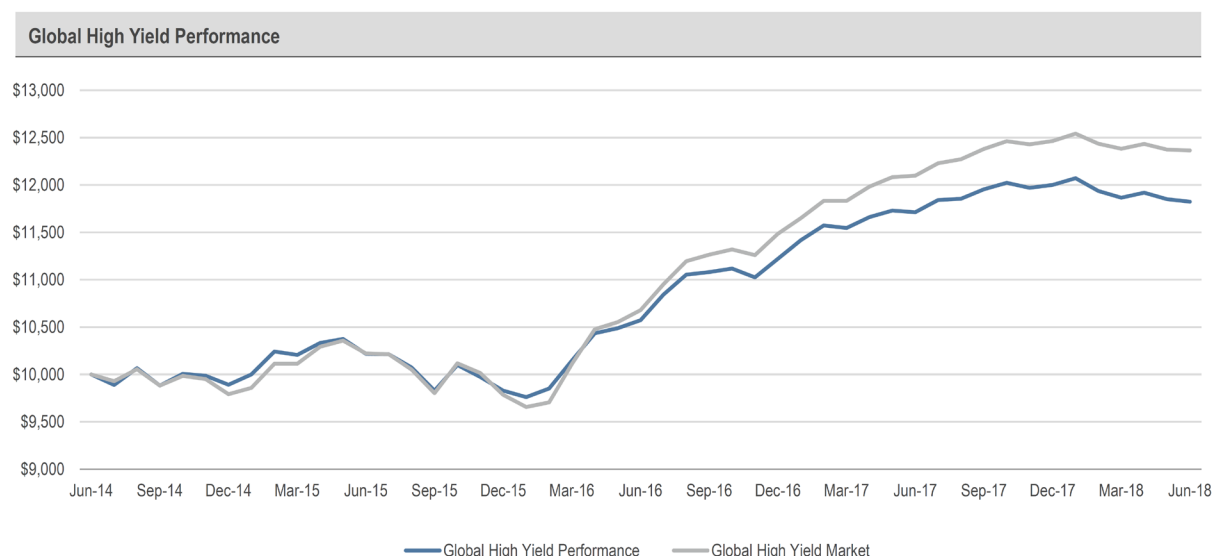
NB GLOBAL CORPORATE INCOME TRUST

The information in this section is based on a reinvestment of income back into the same portfolio, i.e. it shows total return, being the aggregate of capital growth and income.²⁸

Investors should note that the Global High Yield Performance is not the actual performance of the Trust and the Global High Yield Performance is not a reliable indicator of the future performance of the Trust. The performance of the Trust could be significantly different to the historical performance of the Global High Yield Performance.

Global High Yield Performance since 2014

The below graph shows both the Global High Yield Performance and the performance of the Global High Yield Market (as represented by the ICE BofAML Global High Yield (AUD hedged) Index), in each case for the period from June 2014 to June 2018 ("**Measurement Period**"), assuming an initial investment of \$10,000 at the start of the Measurement Period and reinvestment of income.



Source: Neuberger Berman. Data as of June, 30 2018.

¹ Global High Yield Market is represented by the ICE BofAML Global High Yield (AUD hedged) Index, which is not reduced by an amount on account of fees and costs. Global High Yield Performance is shown net of fees and costs that would be payable in relation to the Trust.

The Global High Yield Performance is calculated using pre-tax returns (net of fees and costs) for the period since June 2014, which was the date of inception of Neuberger Berman's dedicated European high yield bonds strategy. By June 2014, Neuberger Berman was managing funds under a cumulative global high yield bonds strategy as it had previously launched its dedicated U.S. high yield strategy and EM high yield strategy in 1997 and 2013, respectively.

Based on the above assumptions, an investment of \$10,000 in the Global High Yield strategy over the Measurement Period would have increased to \$11,822.85 (being the total return, i.e. aggregate of capital of \$9,518.85 and income received of \$2,304.00, over that period).²⁹

²⁸ The Responsible Entity intends to establish a Distribution Reinvestment Plan ("DRP"), which will give Unitholders the right to re-invest distributions from the Trust in additional Units in the Trust. The Responsible Entity intends to provide details of the DRP shortly following commencement of trading of Units on the ASX. Unitholder participation is optional and the Responsible Entity reserves the right to suspend at any time.

²⁹ Past performance is not a reliable indicator of the future performance of the Trust.

5.2 About the Responsible Entity

Equity Trustees Limited ("**Equity Trustees**") is a wholly owned subsidiary of EQT Holdings Limited (ABN 22 607 797 615) ("**EQT Group**"), which is a public company listed on the Australian Securities Exchange (ASX: EQT). Equity Trustees is the Trust's Responsible Entity and issuer of this PDS.

Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, today EQT Group is a dynamic financial services institution which continues to grow the breadth and quality of products and services on offer.

5.3 Role of the Responsible Entity

The Responsible Entity is responsible for the overall management of the Trust in accordance with its duties to Unitholders. The Responsible Entity's responsibilities and obligations, as responsible entity of the Trust, are governed by the Constitution, the Corporations Act and general trust law. Under the Corporations Act and the Constitution, the Responsible Entity is required to act in the best interests of Unitholders.

The role of the Responsible Entity includes:

- acting honestly and in the best interest of Unitholders and in doing so, exercising the degree of care and diligence that a reasonable person would exercise if they were in the Responsible Entity's position;
- monitoring the operations, financial position and performance of the Trust;
- overseeing the risk management and compliance of the Trust;
- ensuring the Constitution meets the requirements of the Corporations Act and the ASX Listing Rules and that the Trust complies with the Constitution; and
- ensuring the Trust's Compliance Plan meets the requirements of the Corporations Act and the ASX Listing Rules and that the Trust complies with the Compliance Plan.

5.4 Board of the Responsible Entity

The Board of the Responsible Entity (the "**Board**") comprises four executive directors. The Board is committed to promoting and maintaining high standards of integrity and conducting its business professionally and ethically for the benefit of all its stakeholders. The Board in carrying out its functions, will at all times act honestly, fairly and with integrity.

The directors of Equity Trustees are:

Philip D Gentry – Executive Director (Chairman)

BSc, MBA and Stanford Executive Program, GAICD, A Fin

- Executive Director (Appointed January 2016)
- Chief Financial Officer and Chief Operating Officer of the EQT Group

Philip is the chair of Equity Trustees. In addition to his role as a director of several subsidiary companies in the EQT Group, he is a member of the EQT Group's executive leadership team and is responsible for EQT Group's operational functions in finance, technology, operations, and strategy.

Philip has more than 25 years' experience in leadership positions within financial services, property, agribusiness, logistics, international trade and commodity management. He has previously held positions including Chief Financial Officer of Grocon, Managing Director of Agrium Asia Pacific, Chief Financial Officer of AWB and a number of leadership positions at ANZ Bank in the areas of corporate banking, strategic development, international trade finance and investor relations.

He is a Graduate Associate of the Institute of Company Directors, and is a member of the Financial Services Institute of Australasia, the Greenfleet's Business Advisory Council and the Financial Executives Institute.

Harvey H Kalman – Executive Director

BEC, Grad Dip App Fin & Inv, Grad Dip Acc, CFTP (Snr)

- Executive Director (Appointed June 2016)
- Executive General Manager, Corporate Trustee and Fund Services
- Head of Global Fund Services

Harvey has overall responsibility for the operational compliance of all Management Company (ManCo), Authorised Corporate Director (ACD), Responsible Entity (RE) and Corporate Trustee (Trustee) relationships and joined Equity Trustees as General Manager, Funds Management in January 2000. Harvey oversees the global Funds Services business of Equity Trustees, and has more than 25 years' experience in the financial services industry.

Previous experience includes KPMG, consultant to the Funds Management industry and ANZ Banking Group. Harvey's roles at ANZ included Senior Adviser and Head of Strategy in the ANZ Funds Management area, Manager – Special Projects, Group Risk Management and executive liaison officer for the ANZ Board Risk Management Committee and the ANZ Credit Approvals Committee. He also previously held roles as Deputy Director – Research and Policy at the Australian Society of Corporate Treasurers, Senior Policy Adviser – Environment and Heritage for the Federal Opposition and at Ford Credit in Treasury and Risk Management. Harvey is a director of several subsidiary companies in the EQT Group and a member of EQT Group's executive leadership team.

Outside directorships/memberships include the Menzies Foundation and Chair of its Board Audit and Investments Committee, and a member of the Bialik Colleges Investments Committee.

Michael (Mick) J. O'Brien – Executive Director

CFA, GAICD

- Executive Director (Appointed July 2018)
- Managing Director of the EQT Group

Mick has broad wealth management experience in superannuation, investment management, insurance and advice, spanning over 30 years in both retail and institutional markets. Mick was formerly CEO and director of Invesco Australia Limited, director of Franklin Global Property Limited, director of Alliance Capital Management Australia and Chief Investment Officer of AXA Australia and New Zealand where he was also a director of AXA's Responsible Entities and Regulated Superannuation Entities.

As Managing Director of the EQT Group, Mick is responsible for the overall management of the EQT Group's activities. Mick is a director of several subsidiary companies in the EQT Group

Mick is qualified as a Fellow of the Institute of Actuaries of Australia and holds the Chartered Financial Analyst designation and a non-executive director of Templeton Global Growth Fund Limited.

Ian Westley – Executive Director

BAGrSc, Dip Fin Services

- Executive Director (Appointed June 2016)
- Executive General Manager, Trustee and Wealth Services - Private Clients

Ian is responsible for developing the strategy for the traditional trustee services business unit of the EQT Group and growing the business in emerging (non-traditional) trustee markets. Over the last four years, he has been involved in the acquisition and integration of the ANZ Trustees and Sandhurst Trustees Estates and Trusts

business into the EQT Group's private client business. Previous experience includes roles with the EQT Group as General Manager Private Clients, General Manager Sales and Business Development and National Manager Business Development. Prior to joining the EQT Group, Ian was at Premier Inks Sales Manager and Cannon (Sales Representative and Major Account Manager).

Ian is a director of several subsidiary companies in the EQT Group and a member of EQT Group's executive leadership team.

6. FINANCIAL INFORMATION

6.1 Introduction

The Trust is a managed investment scheme structured as a unit trust, which has been registered with ASIC. The Trust was established in connection with the Offer and has not undertaken any business to date. Refer to Section 2 for further information.

This Section contains a summary of the financial information of the Trust, which includes:

- (a) the unaudited pro forma statements of financial information as at the date of issue of Units under the Offer (the "Pro Forma Financial Information") (see Section 6.2);
- (b) directors' material assumptions used in the preparation of the Pro Forma Financial Information (see Section 6.3);
- (c) capital structure of the Trust on completion of the Offer (see Section 6.4);
- (d) pro forma cash of the Trust (see Section 6.5); and
- (e) significant accounting policies of the Trust (see Section 6.6).

The Pro Forma Financial Information has, except as otherwise noted, been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards ("AASBs"), although it is presented in an abbreviated form insofar as it does not include all the disclosures, statements and comparative information required by AASBs applicable to annual financial reports prepared in accordance with the Corporations Act. All amounts disclosed in this Section are presented in Australian dollars.

The Pro Forma Financial Information has been reviewed by Pitcher Partners, which has provided an Investigating Accountant's Report on the Pro Forma Financial Information in Section 7.

The information in this section should also be read in conjunction with the Risk Factors set out in Section 8 and other information contained in this PDS.

6.2 Unaudited Pro Forma Statements of Financial Information

The Pro Forma Financial Information set out below has been prepared to illustrate the financial position of the Trust following completion of the Offer as if such events had occurred as at date of allotment. The Pro Forma Financial Information is intended to be illustrative only and will not reflect the actual position and balances as at the date of this PDS or at the Completion of the Offer. The Pro Forma Financial Information has been prepared in accordance with the principles and significant accounting policies set out in Section 6.6.

Pro Forma	Minimum Subscription (\$150 million) (\$'000)	Subscription (\$350 million) (\$'000)	Maximum Subscription (\$500 million) (\$'000)
Assets			
Cash	150,000	350,000	500,000
Total Assets	150,000	350,000	500,000
Liabilities			
Total Liabilities (excluding net assets attributable to unitholders)	-	-	-
Unitholder Equity			
Subscription for Units	150,000	350,000	500,000
Net Assets attributable to Unitholders - equity	150,000	350,000	500,000

6.3 Directors' Material Assumptions in Preparation of the Pro Forma Financial Information

The Pro Forma Financial Information has been prepared on the basis of the following assumptions by the Directors of the Responsible Entity:

- (a) application of the significant accounting policies set out in Section 6.6;
- (b) the column headed "Minimum Subscription \$150,000,000", has been prepared on the basis of subscriptions for 75 million Units by Applicants under this PDS at an issue price of \$2.00 per Unit;
- (c) the column headed "Subscription \$350,000,000", has been prepared on the basis of subscriptions of 175 million Units by Applicants under this PDS at an issue price of \$2.00 per Unit;
- (d) the column headed "Maximum Subscription \$500,000,000", has been prepared on the basis of subscriptions of 250 million Units by Applicants under this PDS at an issue price of \$2.00 per Unit;
- (e) the initial expenses and outlays to establish the Offer are to be paid by Neuberger Berman Australia Pty Limited.

6.4 Capital Structure

Set out below is the anticipated capital structure of the Trust on completion of the Offer under the different indicated subscription amounts.

	Minimum Subscription (\$150 million)	Subscription (\$350 million)	Maximum Subscription (\$500 million)
Units	75,000,000	175,000,000	250,000,000
NAV per Unit³⁰	\$2.00	\$2.00	\$2.00

6.5 Pro Forma Cash

Set out below is a reconciliation of the Pro Forma cash balance under the different indicated subscription amounts

	Minimum Subscription (\$150 million) (\$)	Subscription (\$350 million) (\$)	Maximum Subscription (\$500 million) (\$)
Proceeds of Offer	150,000,000	350,000,000	500,000,000
Estimated net cash position	150,000,000	350,000,000	500,000,000

6.6 Significant Accounting Policies

A summary of significant accounting policies that have been adopted in the preparation of the unaudited Pro Forma Financial Information set out in Section 6.2, and which will be adopted prospectively in preparation of the financial statements of the Trust for the financial year ending 30 June each year, is set out as follows.

The unaudited Pro Forma Financial Information has been prepared in accordance with Australian Accounting Standards and interpretations and other authoritative pronouncements of the Accounting Standards Board (AASB), and the Corporations Act.

³⁰ NAV is calculated as the Trust's net assets position attributable to unitholders in the Pro Forma Financial Information in Section 6.2 divided by the corresponding indicated subscription amounts.

Australian Accounting Standards set out an accounting framework that the AASB have concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the unaudited pro forma statements of financial position and notes also comply with the recognition and measurement requirements of International Financial Reporting Standards.

The financial information presented in this PDS is presented in an abbreviated form and does not contain all of the presentation and disclosures that are usually provided in an annual report prepared in accordance with Australian Accounting Standards. The unaudited Pro Forma Statements of Financial Position have been prepared on the basis of assumptions outlined in this Section 6.6.

All amounts disclosed in this section are presented in Australian dollars.

6.6.1 Basis of measurement

The Pro Forma Financial Information has been prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

6.6.2 Functional and Presentation Currency

The Pro Forma Financial Information is presented in Australian dollars, which is the Trust's functional currency.

6.6.3 Use of Estimates and Judgements

The preparation of the Pro Forma Financial Information requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

6.6.4 Financial Instruments

Classification

The category of financial assets and financial liabilities comprise:

Financial instruments designated at fair value through profit or loss upon initial recognition.

Financial assets are classified in this category if acquired principally for the purpose of selling in the short term.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed, and their performance evaluated on a fair value basis in accordance with the Trust's documented investment strategy.

The Trust's policy is to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

Financial instruments designated at fair value through other comprehensive income (long-term investments)

Long term investments comprise holdings in marketable securities which are intended to be held for the long term.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are included in trade and other receivables within the Statement of Financial Position.

6.6.5 Recognition/Derecognition

The Trust recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cash flows from the investments has expired or the Trust has transferred substantially all risks and rewards of ownership.

6.6.6 Measurement

Financial assets and liabilities held at fair value through profit and loss.

At initial recognition, the Trust measures a financial instrument at its fair value. Transaction costs of financial assets and liabilities held at fair value through profit or loss are expensed in the Statement of Comprehensive Income.

Subsequent to initial recognition, all financial assets and financial liabilities held at fair value through profit or loss are measured at fair value. Gains and losses arising from changes in the fair value of the 'financial assets or financial liabilities at fair value through profit or loss' category are presented in the Statement of Comprehensive Income within net gains/(losses) on financial instruments held at fair value through profit or loss in the period in which they arise.

Financial assets and liabilities held at fair value through other comprehensive income

Long-term investments are recognised initially at cost and the Trust elects to present subsequent changes in the fair value of the investments in the Statement of Other Comprehensive Income.

Loans and receivables

Loans and receivables are measured initially at fair value plus transaction costs and subsequently at amortised cost using the effective interest rate method, less impairment losses if any. Such assets are reviewed at each reporting date to determine whether there is objective evidence of impairment.

Held-to-maturity investments

Held-to-maturity investments are non-derivative financial assets that have fixed maturities and fixed or determinable payments, and it is the Trust's intention to hold these investments to maturity. They are subsequently measured at amortised cost.

Held-to-maturity investments are included in non-current assets, except for those which are expected to mature within 12 months after the end of the reporting period, which will be classified as current assets.

If during the period the Trust sold or reclassified more than an insignificant amount of the held-to-maturity investments before maturity, the entire category of held-to-maturity investments would be tainted and would be reclassified as available-for-sale.

Available-for-sale financial assets

Available-for-sale financial assets are non-derivative financial assets that are either not capable of being classified into other categories of financial assets due to their nature or they are designated as such by management. They comprise investments in the equity of other entities where there is neither a fixed maturity nor fixed or determinable payments.

Other financial assets and liabilities

Management considers that the carrying amount of cash and cash equivalents and other receivables approximate fair value.

Other financial liabilities are initially measured at fair value and subsequently at amortised cost.

6.6.7 Fair value measurement principles

When a financial asset is measured at fair value for recognition or disclosure purposes the fair value is based on the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date; and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset, assuming they act in their economic best interests. Valuation techniques that are appropriate in the circumstances and for which sufficient data is available to measure fair value are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets measured at fair value are classified, into three levels using a fair value hierarchy that reflects the significance of the inputs used in making the measurements, as follows:

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices); and

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Classifications are reviewed at each reporting date and transfers between levels are determined based on a re-assessment of the lowest level of input that is significant to the fair value measurement.

6.6.8 Cash and Cash Equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as a liability on the Statement of Financial Position.

6.6.9 Investment Income

Interest income is recognised in the Statement of Comprehensive Income for all interest bearing financial instruments using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or liability. When calculating the effective interest rate, the Trust estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate, including transaction costs and all other premiums or discounts. Trust distributions (including distributions from cash management trusts) are recognised on a present entitlements basis. Other income is brought to account on an accruals basis.

Realised and unrealised gains and losses arising from changes in fair values are included in the Statement of Financial Performance in the period in which they arise.

6.6.10 Expenses

All expenses, including the Manager's fees, are recognised in the Statement of Comprehensive Income on an accruals basis.

Interest expense is recognised in the Statement of Comprehensive Income as it accrues, using the effective interest method.

6.6.11 Distributions

In accordance with the Trust Constitution and applicable legislation, the Trust fully distributes its distributable income to the Unitholders by way of cash or reinvestment into the Trust.

Distributions are recognised in the Statement of Changes in Equity as finance cost attributable to Unitholders.

6.6.12 *Income Tax*

Under current legislation, the Trust is not subject to income tax provided Unitholders are presently entitled and taxable income including assessable capital gains is fully distributed to Unitholders. Similarly, under the AMIT taxation regime, the Trust is not subject to income tax provided the relevant AMIT attribution amounts have been attributed to Unitholders.

6.6.13 *Goods and Services Tax (GST)*

The Trust will be registered for GST. The issue of Units in the Trust and, where applicable, the receipt of any interest will not be subject to GST. The Trust may be required to pay GST on management and other fees, charges, costs and expenses incurred by the Trust. However, the Trust may be entitled to input tax credits and reduced input tax credits in respect of the GST incurred.

Revenue, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

6.6.14 *Net assets attributable to Unitholders - equity*

Units in the Trust are intended to be listed on the ASX and traded by Unitholders and are, therefore, classified as equity. The Units can be traded on the ASX at any time for cash based on the listed price. While the Trust is a listed investment and liquidity is generally expected to exist in the secondary market (ASX), there are no guarantees that an active trading market with sufficient liquidity will be available.

6.6.15 *Earnings per Unit*

Earnings per Unit are calculated by dividing the profit or loss of the Trust by the weighted average number of Units outstanding during the financial period.

6.6.16 *Foreign Currency*

Transactions, including purchases and sales of securities, income and expenses, are translated at the rate of exchange prevailing on the date of the transaction.

Monetary assets and liabilities denominated in foreign currencies are retranslated at the functional currency spot rates of exchange at the reporting date. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates as at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined.

Foreign currency transaction gains and losses on financial instruments classified as at fair value through profit or loss are included in the Statement of Comprehensive Income as part of the 'Changes in net fair value of financial assets and liabilities at fair value through profit or loss'. Exchange differences on other financial instruments are included in the Statement of Comprehensive Income as 'Net foreign exchange gains (losses)'.

7. Independent Limited Assurance Report



PITCHER PARTNERS
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Pitcher Partners is an association of independent firms
Melbourne | Sydney | Perth | Adelaide | Brisbane | Newcastle

6 August 2018

The Directors
Equity Trustees Limited
as responsible entity for the
NB Global Corporate Income Trust
Level 1, 575 Bourke Street,
Melbourne VIC 3000

Dear Directors,

PART 1: INDEPENDENT LIMITED ASSURANCE REPORT ON NB GLOBAL CORPORATE INCOME TRUST PRO FORMA HISTORICAL FINANCIAL INFORMATION

7.1 INTRODUCTION

The Directors of Equity Trustees Limited (in its capacity as responsible entity of the NB Global Corporate Income Trust) have engaged Pitcher Partners to report on the pro forma Financial Information of the Trust.

We have prepared this Independent Limited Assurance Report (**Report**) to be included in the PDS dated on or about 6 August 2018 and relating to the Offer.

The Offer is not underwritten.

Under the Offer, there will be no options attached to the Units.

Unless stated otherwise, expressions defined in the product disclosure statement (in which this Report is included) (**PDS**) have the same meaning in this Report and section references are to sections of the PDS.

The nature of this Report is such that it can only be issued by an entity which holds an AFSL under the Corporations Act. Pitcher Partners holds the appropriate AFSL authority under the Corporations Act. Refer to our Financial Services Guide included as Part 2 of this Report.

7.2 BACKGROUND

The Trust was established on 4 July 2018 and has not traded. As at the date of this Report, the Trust has 1 Unit on issue and has net assets of \$2.

Pitcher Partners Sydney Corporate Finance Pty Ltd, ABN 77 122 561 184, is an authorised representative of Pitcher Partners Sydney Wealth Management Pty Ltd, AFS License No. 336950, ABN 85 135 817 766. A member of Pitcher Partners, a national association of independent firms. Liability limited by a scheme approved under Professional Standards Legislation.





7.3 SCOPE

This Report deals with the pro forma Financial Information included in section 6 of the PDS (*"Financial Information"*). The Financial Information consists of the pro forma Statement of Financial Information of the Trust as at 4 July 2018 and related notes as set out in section 6 of the PDS.

The unaudited pro forma Statement of Financial Information in section 6.2 have been prepared to illustrate the Financial Information of the Trust on completion of the Offer and have been prepared on the basis of the recognition and measurement principles contained in Australian Accounting Standards applied to the historical Financial Information and the events to which the pro forma assumptions relate, as described in section 6.3 of the PDS, as if those events had occurred as at 4 July 2018. Due to its nature, the pro forma historical Financial Information does not represent the Trust's actual or prospective Financial Information.

The pro forma Statement of Financial Information are presented in an abbreviated form insofar as it does not include all the presentation and disclosures required by Australian Accounting Standards applicable to general purpose financial reports.

Pitcher Partners disclaims any responsibility for any reliance on this Report or the Financial Information to which it relates for any purpose other than that for which it was prepared. This Report should be read in conjunction with the full PDS and has been prepared for inclusion in the PDS.

7.4 DIRECTOR'S RESPONSIBILITIES

The Directors are responsible for the preparation and presentation of the Financial Information including the selection and determination of pro forma assumptions, accounting policies and the notes included in the Financial Information. This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of the Financial Information that is free from material misstatement, whether due to fraud or error.

7.5 OUR RESPONSIBILITIES

Our responsibility is to express a limited assurance conclusion on the Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit.

Accordingly, we do not express an audit opinion on the Financial Information of the Trust.

Our engagement did not involve updating or re issuing any previously issued audit or review report on any Financial Information used as a source of the Financial Information.



7.6 CONCLUSION

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the Financial Information is not presented fairly, in all material respects, on the basis of the assumptions described in section 6.3 of the PDS and in accordance with the recognition and measurement principles described under Australian Accounting Standards, other mandatory professional reporting requirements in Australia and the accounting policies adopted by the Trust as described in section 6.6 of the PDS.

7.7 RESTRICTION ON USE

Without modifying our conclusions, we draw attention to section 6 of the PDS, which describes the purpose of the Financial Information, being for inclusion in the PDS. As a result, the Financial Information may not be suitable for use for another purpose.

Investors should consider the statement of investment risks set out in section 8 of the PDS.

7.8 LEGAL PROCEEDINGS

The Trust is a newly established trust which has not conducted any business to date. The Trust is not and has not been, since its establishment to the date of this PDS, involved in any legal or arbitration proceedings that have had a significant effect on the Financial Information of the Trust.

As far as the Directors are aware, no such proceedings are threatened against the Trust.

7.9 SUBSEQUENT EVENTS

Apart from the matters dealt with in this Report, and having regard to the scope of our Report, to the best of our knowledge and belief no other material transactions or events outside of the ordinary business of the Trust have come to our attention, that would require comment on, or adjustment to the information referred to in our Report, or that would cause such information to be misleading or deceptive.

7.10 SOURCES OF INFORMATION

Pitcher Partners has made enquiries of the Directors, selected management of the Responsible Entity, members of the Manager's Investment Committee and other parties as considered necessary during the course of our analysis of the Financial Information of the Trust. We have also referred to the PDS and material documents which relate to the proposed operations of the Trust.

We have no reason to believe the information supplied is not reliable.

7.11 INDEPENDENCE OR DISCLOSURE OF INTEREST

Pitcher Partners has no financial or other interest that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion on the matters that are subject of this Report for which normal professional fees will be received.



Neither Pitcher Partners Sydney Corporate Finance Pty Ltd, Pitcher Partners Sydney Wealth Management Pty Ltd, nor any director thereof, nor any individual involved in the preparation of the Report have any financial interest in the outcome of this Offer, other than a fee payable to Pitcher Partners in connection with the preparation of our Report for which normal professional fees will be received.

7.12 LIABILITY

The liability of Pitcher Partners is limited to the inclusion of this Report in the PDS. Pitcher Partners has not authorised the issue of the PDS. Accordingly, Pitcher Partners makes no representation regarding, and takes no responsibility for, any other Statement or material in or omissions from, the PDS.

7.13 FINANCIAL SERVICES GUIDE

We have included our Financial Services Guide as Part 2 of this Report. The Financial Services Guide is designed to assist retail investors in their use of any general financial product advice in our Report.

7.14 CONSENT TO USE

We consent to the inclusion of this Report in the both the hard copy and electronic versions of the PDS in the form and context in which it is included. As at the date of this Report, this consent has not been withdrawn.

Yours faithfully

Pitcher Partners Sydney Corporate Finance Pty Ltd

A handwritten signature in black ink, appearing to read 'S Whiddett'.

Scott Whiddett
Director



PART 2 - FINANCIAL SERVICES GUIDE

1. Pitcher Partners Sydney Corporate Finance Pty Ltd

Pitcher Partners Sydney Corporate Finance Pty Ltd ("**Pitcher Partners**") is an authorised representative of Pitcher Partners Sydney Wealth Management Pty Ltd ("**Licence Holder**") in relation to Australian Financial Services Licence No. 336950.

Pitcher Partners may provide the following financial services to wholesale and retail clients as an authorised representative of the Licence Holder:

- financial product advice in relation to securities, interests in managed investment schemes, government debentures, stocks or bonds, deposit and payment products, life products, retirement savings accounts and superannuation (collectively "**Authorised Financial Products**"); and
- applying for, varying or disposing of a financial product on behalf of another person in respect of Authorised Financial Products.

2. Financial Services Guide

The *Corporations Act 2001* (Cth) requires Pitcher Partners to provide this Financial Services Guide ("**FSG**") in connection with its provision of an Independent Limited Assurance Report ("**Report**") which is included in the PDS issued by Equity Trustees Limited as responsible entity for the NB Global Corporate Income Trust (the "**Entity**").

3. General Financial Product Advice

The financial product advice provided in our Report is known as "general advice" because it does not take into account your personal objectives, financial situation or needs. You should consider whether the general advice contained in our Report is appropriate for you, having regard to your own personal objectives, financial situation or needs. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence ("**AFSL**") to assist you in this assessment.

4. Remuneration

Pitcher Partners' client is the Entity to which it provides the Report. Pitcher Partners receives its remuneration from the Entity. Our fee for the Report is based on a time cost or fixed fee basis. This fee has been agreed in writing with the party who engaged us. Neither Pitcher Partners nor its directors and employees, nor any related bodies corporate (including the Licence Holder) receive any commissions or other benefits in connection with the preparation of this Report, except for the fees referred to above.

All our employees receive a salary. Employees may be eligible for bonuses based on overall productivity and contribution to the operation of Pitcher

Partners or related entities but any bonuses are not directly connected with any assignment and in particular not directly related to the engagement for which our Report was provided.

We do not pay commissions or provide any other benefits to any parties or person for referring customers to us in connections with the reports that we are licensed to provide.

5. Independence

Pitcher Partners is required to be independent of the Entity.

Neither Pitcher Partners, Pitcher Partners Sydney Wealth Management Pty Ltd, any director thereof, nor any individual involved in the preparation of the Report have any financial interest in the outcome of this Offer, other than a fee in connection with the preparation of our Report for which professional fees in the order of \$45,000 (excluding GST) will be received. No pecuniary or other benefit, direct or indirect, has been received by Pitcher Partners, their directors or employees, or related bodies corporate for or in connection with the preparation of this Report.

6. Complaints Resolution

Pitcher Partners is only responsible for its Report and this FSG. Complaints or questions about the PDS should not be directed to Pitcher Partners which is not responsible for that document.

Both Pitcher Partners and the Licence Holder may be contacted as follows:

- By phone: (02) 9221 2099
- By fax: (02) 9223 1762
- By mail: GPO Box 1615
SYDNEY NSW 2001

If you have a complaint about Pitcher Partners' Report or this FSG you should take the following steps:

1. Contact the Enquiries and Complaints Officer of the Licence Holder on (02) 9221 2099 or send a written complaint to the Licence Holder at Level 22, MLC Centre 19 Martin Place, Sydney NSW 2000. We will try and resolve your complaint quickly and fairly.
2. If you still do not get a satisfactory outcome, you have the right to complain to the Financial Industry Complaints Service at PO Box 579 Collins St West, Melbourne, Victoria 8007 or call on 1300 78 08 08. We are a member of this scheme.
3. The Australian Securities & Investments Commission (ASIC) also has a freecall Infoline on 1300 300 630 which you may use to make a complaint and obtain information about your rights.

The Licence Holder, as holder of the AFSL, gives authority to Pitcher Partners to distribute this FSG.

8. Risk Factors

Investment in any trust carries risks, including volatility of returns. Volatility refers to the degree to which returns may fluctuate around their long-term average. Each asset class, whether it is cash, fixed interest, property, Australian or international shares, has associated investment risks and the return achieved by each will vary accordingly.

You should be aware that an investment in the Trust contains risk and neither the Responsible Entity nor the Manager guarantees the amount of any income or capital return from the Units, the performance of the Trust or the security of your investment.

Past performance is not a reliable indicator of future performance. Investments in the Trust and the Investment Strategy are generally subject to risks, including possible delays in the payment of withdrawal proceeds, and loss of income and/or capital.

The following discussion of certain key risk factors does not purport to be an exhaustive list or a complete explanation of all the risks involved in an investment in the Trust or the Investment Strategy. You are recommended to talk to an adviser about the risks involved in investing in the Trust, including the Investment Strategy, and how it might impact on your individual financial circumstances.

You should carefully consider the key risks described below and all of the other information set out in this PDS before deciding to invest in the Units.

The risks set out below highlight the key risk factors associated with investing in the Trust. This list does not purport to be exhaustive.

TYPE OF RISK	DESCRIPTION OF RISK
8.1 Investment Strategy risks	<p>All investing and trading activities risk the loss of capital. The success of the Investment Strategy will be affected by both general economic and market conditions, as well as by changes in laws, currency exchange controls and national and international political and socioeconomic circumstances.</p> <p>While the Manager attempts to moderate these risks, there can be no assurance that the Trust's investment and trading activities will be successful or that investors will not suffer significant losses.</p> <p>Emerging Markets</p> <p>Investing in emerging markets may involve heightened risks (some of which could be significant) and special considerations not typically associated with investing in other more established economies or securities markets.</p> <p>Such risks may include, but are not limited to: (a) greater social, economic and political uncertainty including war; (b) higher dependence on exports and the corresponding importance of international trade; (c) greater risk of inflation; (d) increased likelihood of governmental involvement in and control over the economies; (e) governmental decisions to cease support of economic reform programs or to impose centrally planned economies; and (f) certain considerations regarding the maintenance of Trust's securities and cash with brokers and securities depositories outside of Australia. Separately, bid and offer spreads of the price of securities may be significant and accordingly, the Trust may incur significant trading costs. The following outlines additional risks associated with emerging markets:</p> <p>General Economic and Market Conditions</p> <p>The success of the Trust's activities will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates,</p>

TYPE OF RISK	DESCRIPTION OF RISK
	<p>economic uncertainty, changes in laws, trade barriers, currency exchange controls and national and international political circumstances. These factors may affect the level and volatility of securities' prices and the liquidity of the Trust's investments. Volatility or illiquidity could impair the Trust's profitability or result in losses.</p> <p>The economies of individual emerging markets may differ favourably or unfavourably from developed economies in such respects as growth of gross domestic product, rate of inflation, currency depreciation, asset reinvestment, resource self-sufficiency and balance of payments position. Further, the economies of emerging markets generally are heavily dependent upon international trade and, accordingly, have been and may continue to be adversely affected by trade barriers, exchange controls, managed adjustments in relative currency values and other protectionist measures imposed or negotiated by the countries with which they trade. These economies also have been and may continue to be adversely affected by economic conditions in the countries with which they trade. The economies of certain of these countries may be based, predominantly, on only a few industries and may have higher levels of debt or inflation.</p> <p>For some countries, there is the possibility of nationalisation, expropriation, confiscatory taxation, imposition of withholding or other taxes on dividends, interest, capital gains or other income, limitations on the removal of funds or other assets of the Trust, political changes, government regulation, social instability or diplomatic developments (including war), any of which could affect adversely the economies of such countries or the value of the Trust's investments in those countries.</p> <p>Where the Trust's assets are invested in narrowly-defined markets or sectors of a given economy, risk is increased by the inability to broadly diversify investments and thereby subjecting the Trust to greater exposure to potentially adverse developments within those markets or sectors.</p> <p>Securities Markets</p> <p>Securities markets in emerging market countries may have substantially less volume of trading and are generally more volatile than securities markets of developed countries. There is often less government regulation of stock exchanges, brokers and listed companies in emerging market countries than in developed market countries. Commissions for trading on emerging markets stock exchanges are generally higher than commissions for trading on developed market exchanges. In addition, settlement of trades in some overseas markets is much slower and more subject to failure than in Australia. Furthermore, some of the Trust's investments may not be listed on any stock market.</p> <p>Risk of Errors and Omissions in Information</p> <p>Companies in emerging markets are generally subject to less stringent and less uniform accounting, auditing and financial reporting standards, practices and disclosure requirements than those applicable to companies in developed countries. Consequently, there is usually less publicly available information about an emerging market's company than about a company in a developed country. Furthermore, the quality and reliability of official data published by the government or securities exchanges in emerging markets may not be of the same standard as in more developed economies.</p> <p>Investment and Repatriation Restrictions</p> <p>Some emerging markets have laws and regulations that currently preclude direct foreign investment in the securities of their companies.</p>

TYPE OF RISK	DESCRIPTION OF RISK
	<p>Governmental approval for foreign investments may be required under certain circumstances in some emerging markets. For this and other reasons, some attractive securities may not be available to the Trust.</p> <p>Repatriation of investment income, assets and the proceeds of sales by foreign investors may require governmental approval in some emerging markets. The Trust could be adversely affected by delays in or a refusal to grant any such approval or by withholding taxes imposed by emerging market countries on interest or dividends paid on securities held by the Trust or gains from the disposition of such securities.</p> <p>Legal Risk Many of the laws that govern private and foreign investment, securities transactions and other contractual relationships in emerging markets are new and largely untested. As a result, the Trust may be subject to a number of unusual risks, including inadequate investor protection, contradictory legislation, incomplete, unclear and changing laws, ignorance or breaches of regulations on the part of other market participants, lack of established or effective avenues for legal redress, lack of standard practices and confidentiality customs characteristic of developed markets and lack of enforcement of existing regulations. Furthermore, it may be difficult to obtain and enforce a judgment in certain of the emerging markets in which assets of the Trust are invested. There can be no assurance that this difficulty in protecting and enforcing rights will not have a material adverse effect on the Trust and its operations. In addition, the income and gains of the Trust may be subject to withholding taxes imposed by foreign governments for which shareholders may not receive a full foreign tax credit.</p>
<p>8.2 Emerging market debt securities</p>	<p>All or a significant portion of the Trust's assets may be invested in debt securities of Emerging Market countries, including short-term and long-term securities denominated in various currencies, which may be unrated or rated in the lower rating categories by the various credit rating agencies. In addition to the risks related to investments in Emerging Market countries generally, debt securities of Emerging Market countries may be subject to greater risk of loss of principal and interest than debt securities issued by obligors in developed countries and may be considered to be predominantly speculative with respect to the issuer's capacity to pay interest and repay principal. They may also be generally subject to greater risk than securities issued by obligors in developed countries in the case of deterioration of general economic conditions.</p> <p>The market for debt securities of Emerging Market countries may be thinner and less active than that for debt securities issued by obligors in developed countries, which can adversely affect the prices at which debt securities of Emerging Market countries are sold. In addition, adverse publicity and investor perceptions about emerging market debt securities and the economies of Emerging Market countries generally, whether or not based on fundamental analysis, may be a contributing factor in a decrease in the value and liquidity of such securities.</p>
<p>8.3 Fixed income securities</p>	<p>Fixed income securities are subject to the risk of an issuer's ability to meet principal and interest payments on the obligation (credit risk), and may also be subject to price volatility due to such factors as interest rate sensitivity, market perception of the creditworthiness of the issuer and general market liquidity (market risk). In addition, the Manager may invest the Trust in fixed-income securities which are interest rate sensitive. An increase in interest rates will generally reduce the value of fixed-income securities, while a decline in interest rates will generally increase the value of fixed-income securities. The</p>

TYPE OF RISK	DESCRIPTION OF RISK
	<p>performance of the Trust will therefore depend in part on the ability to anticipate and respond to such fluctuations on market interest rates, and to utilise appropriate strategies to maximise returns, while attempting to minimise the associated risks to investment capital. Fixed income securities are also exposed to the risk that their or their issuers' credit ratings may be downgraded, which can cause a significant drop in the value of such securities. In the event of such downgrading, the value of the Trust may be adversely affected. The Manager may or may not be able to dispose of the debt instruments that are being downgraded.</p>
<p>8.4 Interest rate risk</p>	<p>The risk that the investment value or future returns of an asset may be adversely impacted by changes in interest rates. The value of fixed rate securities (such as bonds) in which the Trust may invest generally will have an inverse relationship with interest rates. For example, the value of a bond may fall when interest rates rise, and vice versa. Generally, the longer the maturity of the bond, the greater its sensitivity to changes in interest rates (i.e. duration) and the greater the impact that changes in interest rates will have on the value of the bond.</p>
<p>8.5 Credit risk</p>	<p>The issuer or party to a transaction may not repay the principal, make interest payments or fulfil other financial obligations in full and/or on time.</p> <p>The market value of an investment can also fall significantly when the perceived risk of a debt security increases or its credit rating declines, and can negatively impact on the performance of the Portfolio.</p>
<p>8.6 High yield</p>	<p>In respect of investors in lower rated or unrated (i.e. non-investment grade or high yield) securities, such securities are more likely to react to developments affecting market and credit risk than are more highly rated securities, which primarily react to movements in the general level of interest rates. Investors should carefully consider the relative risks of investing in high yield securities and understand that such securities generally are not meant for short-term investing.</p> <p>The risk of loss due to default by these issuers is significantly greater because lower rated and unrated securities of comparable quality generally are unsecured and frequently are subordinated to the prior payment of senior indebtedness. In addition, investors in such securities may find it more difficult to sell high yield securities or may be able to sell the securities only at prices lower than if such securities were widely traded. Furthermore, investors may experience difficulty in valuing certain securities at certain times. Prices realised upon the sale of such lower rated or unrated securities, under these circumstances, may be less than the prices used in calculating the Net Asset Value per Unit of the Trust. Lower rated or unrated fixed income obligations also present risks based on payment expectations. If an issuer calls the obligations for redemption, an investor holding such security may have to replace the security with a lower yielding security, resulting in a decreased return for investors.</p>
<p>8.7 Derivatives risk</p>	<p>The risk that the Trust makes substantial losses or has volatile returns through the use of Derivatives (for hedging purposes).</p> <p>Derivatives are instruments whose value is derived from the value of an underlying asset and can be highly volatile. A derivative's value can change in response to a range of factors such as changes in interest rates, foreign exchange rates, credit ratings or volatility of the underlying assets.</p> <p>Derivatives also involve a higher level of risk and volatility than buying an asset</p>

TYPE OF RISK	DESCRIPTION OF RISK
	<p>directly. This is because derivatives require very little or no initial investment to gain exposure to markets. As a result, derivatives magnify both potential investment gains and losses. Losses from derivative transactions can be substantial and can exceed the original amount invested.</p> <p>The Investment Team will only use derivatives for the purposes listed in Section 4.7. If the Trust invests in Derivatives at inopportune times or if the Investment Team judges market conditions incorrectly, such investments may lower the Trust's return or result in a loss. The Trust also could experience losses if its Derivatives were poorly correlated with its other investments or if the Trust was unable to liquidate its position because of an illiquid secondary market. The market for many Derivatives is, or suddenly can become, illiquid. Changes in liquidity may result in significant, rapid and unpredictable changes in the prices for Derivatives. The assets of the Trust may be pledged as collateral in swap and other Derivatives transactions. Thus, if the Trust defaults on such an obligation, the counterparty may be entitled to some or all of the assets of the Trust as a result of the default.</p> <p>Derivatives may be purchased on established exchanges or through privately negotiated transactions referred to as over-the-counter ("OTC") derivatives. No clearing agency guarantees OTC derivatives. Therefore, each party to an OTC Derivative bears the risk that the counterparty will default. Accordingly, the Investment Team will consider the creditworthiness of counterparties to OTC Derivatives in the same manner as it would review the credit quality of a bond to be purchased by the Trust.</p>
<p>8.8</p> <p>Currency risk</p>	<p>The functional currency of the Trust is the Australian dollar and the Manager intends to invest entirely in non-Australian dollar assets. For unhedged investments in non-Australian dollar denominated assets, there is potential for adverse movements in exchange rates to reduce their Australian dollar value and, therefore, the value of the Trust. A rise in the Australian dollar relative to other currencies will negatively impact investment values and returns. Currency markets can be extremely volatile and are subject to a range of unpredictable forces. Where this risk is hedged, the hedge may not provide complete protection from adverse currency movements.</p> <p>The Manager intends to hedge fully against foreign exchange movement risk, but may from time to time not be able to do so. For example, where a derivative hedge is not cost effective or not available.</p>
<p>8.9</p> <p>Hedging risks</p>	<p>The Trust will employ hedging techniques designed to minimise fluctuations in the relative values of the Trust's investments by reducing the risk of adverse movements in currency exchange rates and, potentially, interest rates. While such transactions may reduce certain risks, such transactions themselves may entail certain other risks and can also limit potential gains. Therefore, while the Trust may benefit from the use of these hedging techniques, unanticipated changes in currency exchange rates, interest rates or the prices of the Portfolio's investments may result in a poorer overall performance of the Trust than if it had not entered into such hedging transactions.</p>

TYPE OF RISK		DESCRIPTION OF RISK
8.10	Investment Team risk	<p>There is a risk that the Investment Team will not perform to expectations. The success and profitability of the Investment Strategy, and, therefore, the Trust, will depend in large part upon the skill and expertise of the Investment Team. If the Investment Team were to lose the services of any of its key members, the financial condition and operations of the Investment Strategy could be materially and adversely affected. There can be no assurance that the Investment Team will remain wholly intact throughout the term of the Trust.</p>
8.11	Counterparty risk	<p>A loss may occur if the other party to a contract, such as a derivatives counterparty or a custodian, defaults on their obligations under the contract. The performance of the Trust's Portfolio relies on the successful performance of the Responsible Entity's contracts with external parties with respect to the Trust. The Trust could be exposed to the risk of loss if a counterparty does not meet its obligations, including due to insolvency, financial distress or a dispute over the terms of the contract. In the case of a counterparty default, the Trust may also be exposed to adverse market movements while the Investment Team sources replacement transactions.</p> <p>Further, the Investment Team's ability to transact with multiple counterparties may increase the potential for losses to the Trust due to the lack of an independent evaluation of a counterparty's financial capabilities and the absence of a regulated market for facilitating the settlement of over the counter derivatives.</p>
8.12	Legal and regulatory risk	<p>Changes in legislation and other rules in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact the Trust, the Trust's investments or an investment in the Trust. Changes in political situations and changes to foreign and domestic tax positions can also impact on the Trust.</p>
8.13	Potential conflicts of interest	<p>The Responsible Entity, the Manager and third party service providers may, in the course of their business, have potential conflicts of interest which may not be managed effectively and may be detrimental to the Trust and its Unitholders.</p>
8.14	Investment risk	<p>The value of an investment in the Trust and its investments may fall over the short or long term for a number of reasons, including the risks set out in this PDS, which means that Unitholders may receive less than their original investment when they sell their Units. The price of an individual security may fluctuate or under perform other asset classes over time. An investor is exposed to these risks through their holding in Units and through the Trust's investments.</p> <p>The Units may also trade on the ASX at a discount to the NTA per Unit for short or long periods of time and, therefore, the performance of the Units may not be correlated with the performance of the Trust's Portfolio.</p>
8.15	Pricing risk	<p>Units may subsequently trade on the ASX at, above or below the Subscription Price or NAV per Unit. The price at which Units trade on the ASX may be affected by a range of factors including: movements and volatility on the ASX; general economic conditions in Australia and in any of the countries globally in which the Trust invests, including inflation, interests rates and currency exchange rates; changes in government, fiscal, monetary and regulation policies; and changes to laws (particularly taxation laws). Changes in the stock market rating of Units relative to other listed securities, may also affect the price at which Units trade.</p>

TYPE OF RISK		DESCRIPTION OF RISK
8.16	Liquidity risk relating to Units in the Trust	As the Trust has no trading history on the ASX or any other public markets, there can be no assurance that an active trading market will develop for the Units on the ASX. Liquidity of the Units will be dependent on the relative volume of the buyers and sellers in the market at any given time. Changes in liquidity may affect the price at which Unitholders are able to sell their Units. Significant blocks of Units held by individual investors may reduce liquidity in the trading of Units.
8.17	Trust risks	There are risks particular to the Trust, including that: it could terminate; its fees and expenses could change; the Responsible Entity of the Trust could be replaced; and the Manager and/or the Investment Advisers could change.
8.18	No operating or performance history of the Trust	Although the Investment Team has extensive experience analysing, investing in and managing high yield investments, the Trust is a newly formed entity with no financial, operating or performance history upon which to evaluate its likely performance. There is a risk that the investment objectives of the Trust will not be achieved.
8.19	Buy-Back	The Responsible Entity has full discretion whether or not to implement a Buy-Back. It is possible that the Responsible Entity may not have funds immediately available to finance a Buy-Back and, accordingly, there is no guarantee a Buy-Back will be implemented.
8.20	Taxation	<p>There may be tax implications arising from applications for Units, the receipt of distributions (if any) and returns of capital from the Trust, and on any disposal of Units.</p> <p>For further detail around tax considerations refer to Section 13.</p> <p>Tax considerations vary between investors depending on each investor's individual tax circumstances. Prospective investors should seek professional tax advice in connection with any investment in units.</p>

9. Corporate Governance and Compliance for the Trust

9.1 Corporate Governance

The Responsible Entity is committed to best practice corporate governance and compliance arrangements for the Trust. The Responsible Entity has adopted the principles and recommendations in the ASX Corporate Governance Principles and Recommendations (3rd edition) ("**ASX Recommendations**") to the extent they apply to an externally managed listed entity. The Responsible Entity's Corporate Governance Statement, a summary of which is provided in Section 9, sets out the approach adopted by the Responsible Entity and the Trust in relation to the ASX Recommendations.

More broadly, this Section 9 summarises the key aspects of the Responsible Entity's and the Trust's corporate governance framework.

9.2 Board Roles and Responsibilities

The Board is responsible for the overall governance of the Trust and ensuring the Trust is managed in the best interests of Unitholders. The Board recognises the role and importance of good corporate governance and compliance. In performing its functions in respect of the Trust, the Board will endeavour to ensure the Trust is effectively managed in accordance with high standards of corporate governance and the law.

The key functions of the Board in relation to the Trust include:

- contributing to and approving management's development of strategy for the Trust;
- approving and making available the PDS for the Trust;
- overseeing and approving the annual and half-year financial accounts of the Trust;
- monitoring the Trust's compliance with regulatory, prudential and ethical standards;
- maintaining and monitoring an appropriate risk management framework for the Trust which identifies and manages financial, operational and business risk of the Trust; and
- ensuring the Responsible Entity has implemented adequate systems of internal controls in relation to the Trust together with appropriate monitoring of compliance activities.

Matters of substance affecting the Trust are considered by the Board, with advice from external advisers as required. Each Director must bring an independent view and judgment to the Board and must declare all actual or potential conflicts of interest on an ongoing basis.

Further details of the responsibilities of the Board are set out in the Board's Charter, which has been prepared having regard to ASX Recommendations. A copy of the Board's Charter is available on the Trust's website (www.nb.com/NBI) and is available, free of charge, on request from the Responsible Entity.

9.3 Compliance Plan

The Responsible Entity has prepared and lodged a Compliance Plan for the Trust with ASIC. The Compliance Plan describes the structures, systems and processes used by the Responsible Entity to comply with the Corporations Act, the Constitution and the ASX Listing Rules. The matters covered in the Compliance Plan include: promotion of the Trust and respective disclosures, information technology, the Constitution, AFS Licence requirements, corporate governance and compliance, agents and external service providers, education, training and recruitment, complaints handling, record keeping, custody, investment management, Trust fees and performance, investment risks, valuation of Trust assets, and applications, redemptions and distributions.

An audit of the compliance plan is carried out on an annual basis by the Trust's Compliance Plan Auditor. An audit report is prepared and lodged with ASIC providing an opinion as to whether the Responsible Entity has

complied with the Compliance Plan throughout the year and if the Compliance Plan continues to comply with the requirements of the Corporations Act and other relevant laws.

A copy of the Compliance Plan is available from the Responsible Entity.

9.4 Corporate Governance Policies

The Responsible Entity has also developed and adopted the following corporate governance policies, which have been prepared having regard to the ASX Recommendations to the extent these principles are applicable to the Trust and the Responsible Entity. These policies are available on the Trust's website (www.nb.com/NBI):

Code of Conduct and Ethics – This policy sets out the standards of ethical behaviour that the Responsible Entity expects from its Directors, officers, employees and contractor's, including those involved in the management and operation of the Trust.

Continuous Disclosure Policy – The Responsible Entity is required to disclose to the ASX any information concerning the Trust which is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Units. The policy sets out the processes and measures to ensure that the Responsible Entity complies with its continuous disclosure obligations under the Listing Rules and the Corporations Act in relation to the Trust.

Securities Dealing Policy – This policy is designed to assist in maintaining investor confidence in the integrity of dealings in the Trust's securities and sets out the Responsible Entity's internal controls and processes to prevent any breach of the insider trading laws.

Unitholder Communication Policy – This policy sets out how communication with unitholders and other stakeholders is publicised and promoted, and where and what information can be sourced.

9.5 Overview of the Responsible Entity's compliance with the ASX Corporate Governance Principles

Principle 1 – Lay solid foundations for management and oversight

The Trust is externally governed by an independent responsible entity, Equity Trustees.

The Constitution of the Trust and the Corporations Act set out the duties and responsibilities of the Responsible Entity in relation to managing the affairs of the Trust. It is the responsibility of the Board to ensure those duties and responsibilities are met.

The Board meets regularly and considers critical compliance and risk management matters to ensure that the Trust is managed in the best interests of Unitholders. The Board utilises the Board Audit Committee, Compliance Committee, and Disclosure Committee to assist with managing the affairs of the Trust.

The Board has formalised its role and responsibilities, which are set out in the Board's Charter. Although the Board retains overall responsibility for the management of the Trust, all matters not specifically reserved for the Board and necessary for the day-to-day management of the Trust may be delegated by the Board to the management of the Responsible Entity or appropriately contracted qualified persons authorised by the Responsible Entity (such as the Manager, custodian, fund administrator, and unit registrar).

Principle 2 – Structure of the Board to add value

The Board comprises of four executive directors, and together they collectively have the appropriate balance of skills, knowledge, experience, and diversity to enable it to discharge its duties and responsibilities effectively.

Refer to Section 5.4 for more detail.

The Board has a Compliance Committee comprised of a majority of non-executive members to oversee the Trust's compliance and the Responsible Entity's legislative, trustee and listing obligations.

Principle 3 – Act ethically and responsibly

The Responsible Entity is committed to maintaining high standards of integrity and conducting its business in accordance with high standards of ethical behaviour.

As part of this commitment, the Responsible Entity has adopted a Code of Conduct and Ethics, which sets out the standards of ethical behaviour expected from its Directors, officers and employees, including those involved in the management and operation of the Trust. A copy of the Code of Conduct is available on the Trust website.

Principle 4 – Safeguard integrity in corporate reporting

The Responsible Entity has established a Board Audit Committee to oversee the integrity of the Trust's financial reporting, the appointment and independence of the Trust's auditor, internal financial controls, and financial procedures and policies. The Board Audit Committee comprises four members with financial and accounting qualifications and experience in the funds management and/or trustee services business, with at least one independent member.

Principle 5 – Make timely and balanced disclosure

The Responsible Entity is committed to fair and open disclosure to Unitholders and stakeholders on matters that would have a material effect on the price or value of the units of the Trust. The Responsible Entity has developed a Continuous Disclosure Policy to ensure the Responsible Entity provides timely and balanced disclosure to the market in accordance with its disclosure obligations under the Corporations Act and the ASX Listing Rules.

Principle 6 – Respect the rights of security holders

The Responsible Entity is committed to effective two-way communication with Unitholders and the market and believes that Unitholders should be fully informed in a timely manner of major events that may influence the Trust. The Responsible Entity has adopted a Unitholder Communication Policy which sets out measures it utilises to ensure communication with Unitholders is effective, frequent, clear and accessible. A copy of the policy is available on the Trust's website.

Principle 7 – Recognise and manage risk

The Board reviews the Responsible Entity's risk management framework at least annually to ensure it continues to be effective, and is designed to assist the Responsible Entity to identify, assess, monitor and manage risks.

The Board may utilise the Compliance Committee to provide additional oversight of risk.

The Responsible Entity has an internal audit function. The Board, the Compliance Committee and the management of the Responsible Entity regularly liaises with internal audit and reviews audit processes and reports.

Refer to Section 4.5 for information relating to the Manager's approach in taking into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments relating to the Trust.

Principle 8 – Remunerate fairly and responsibly

The Trust does not have any employees. Fees and expenses paid out of the assets of the Trust are unrelated to the remuneration of the Directors and management of the Responsible Entity involved with the operation of the Trust. Directors and management remuneration is determined and dealt with separately by the EQT Group.

The Management Agreement sets out the terms governing the remuneration of the Manager. A summary of the Management Agreement, including the fees payable, is set out in Sections 10 (*Fees and other costs*) and 12.1 (*Management Agreement*).

10. FEES AND OTHER COSTS

10.1 Consumer Advisory Warning

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your Trust 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 Trust or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

10.2 Fees and other costs

This table shows the 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 Trust's assets as a whole.

All fees and other costs quoted in this Section 10 are quoted inclusive of GST less any reduced input tax credits claimable by the Trust.

Taxes are set out in another part of this PDS. Refer to the 'Taxation' section of this PDS.

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

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
Fees when your money moves in or out of the Trust		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment by you	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 ongoing fees and costs of managing your investment	Management fee: 0.70% per annum of the NAV of the Trust. ²	Calculated and accrued daily and paid to the Manager monthly in arrears out of the Trust's assets.
	Responsible Entity fee: 0.025% per annum of the NAV of the Trust. ³	Calculated and accrued daily and paid to the Responsible Entity monthly in arrears out of the Trust's assets.
	Administration fee: 0.125% per annum of the NAV of the Trust.	Calculated and accrued daily and paid to the Manager monthly in arrears out of the Trust's assets.
Service fees		
Investment switching fee The fee for changing investment options	Nil	Not applicable

Notes:

¹ See "What do the management costs of the Trust pay for?" under "Additional explanation of fees and costs" in Section 10.4.1 below for more details.

² The amount of this fee can be negotiated with Wholesale Clients. See "Differential fees" under "Additional explanation of fees and costs" in Section 10.4.5 below for more details. The Trust may also incur a termination fee (payable to the Manager) in certain circumstances, as described in the "Additional explanation of fees and costs" below.

³ The amount of the fee has been rounded down from 0.0251% per annum and is subject to a minimum annual fee of \$38,500. An establishment cost of \$11,000 is payable to the Responsible Entity. A fee of \$11,000 is payable if the Responsible Entity is removed within 5 years of the commencement of the Trust.

10.3 Example of annual fees and costs for the Trust

This table gives an example of how the fees and costs for the Trust can affect your investment over a one year period. You should use this table to compare this product with other managed investment products.

Example – Balance of \$50,000¹

Contribution fees	Nil	You will not be charged any contribution fees.
PLUS Management costs	0.85% per annum ¹	For every \$50,000 you have invested in the Trust, you will be charged \$425 each year.
EQUALS Cost of the Trust	If you had an investment of \$50,000 in the Trust, you would be charged fees of \$425 . ¹	

Notes:

¹ The termination fee is not included in the above table as it is payable only in certain circumstances (see below).

10.4 Additional explanation of fees and other costs

10.4.1 What do the management costs of the Trust pay for?

The management costs of the Trust include the Responsible Entity's fee, the Management fee and the Administration fee, referred to in the above table. The Manager may delegate certain investment management duties to the Investment Advisers, being related entities of the Manager. Any fees charged by the Investment Advisers will be borne by the Manager and are not an additional fee to investors.

The Manager will meet all ordinary and everyday ongoing operating expenses of the Trust properly incurred in the administration, custody and management of the Trust (including audit, corporate advisory, legal and tax consulting fees), but not including taxes or similar charges. While such ordinary and everyday expenses will be borne by the Manager, the Responsible Entity and/or the Manager reserve the right to recover abnormal or extraordinary expenses out of the assets of the Trust. Abnormal or extraordinary expenses are expected to occur infrequently and may include (without limitation), costs of litigation, costs to defend claims in relation to the Trust and termination and wind up costs.

The above management costs do not include transactional and operational costs (which are outlined below).

The management costs reduce the NAV of the Trust and are reflected in the NAV per Unit.

10.4.2 Potential termination fee in certain circumstances

The Manager may also be entitled to a further fee payable out of the Trust assets in certain circumstances, as summarised below.

If the Management Agreement is terminated by ordinary resolution of Unitholders after the initial term (expected to be 10 years if approved by ASX) ("**Initial Term**"), the Manager will be entitled to a payment at the termination date calculated at the usual base management fee rate (0.70%) multiplied by the Relevant Portfolio Value multiplied by the greater of:

- (a) one (1); and
- (b) the number of years (or part thereof) remaining in the Rolled Period within which the termination takes effect.

For these purposes, Relevant Portfolio Value means the Portfolio Value of the Trust as at the effective termination date and Rolled Period means each rolling five-year period following the Initial Term.

If the Management Agreement is terminated for cause during the Initial Term or later (see '*Termination by Responsible Entity*' events at Section 12.1(a) to (f)), the Manager will not be entitled to a termination payment.

By way of illustration, if the Manager is entitled to a termination payment at the 3rd anniversary of the end of the Initial Term, an investor with an investment of \$50,000 in the Trust would be charged a further fee of \$700, representing 0.70% of \$50,000, multiplied by 2 (being the number of years remaining in the Rolled Period).

If the Management Agreement is terminated in the circumstances set out at '*Termination by the Manager*' (Section 12.1(a) and (b)), the Manager is entitled to be paid out of the assets of the Trust, a further fee equal to 0.70% of the Relevant Portfolio Value. By way of illustration, if the Manager is entitled to a termination payment in these circumstances, an investor with an investment of \$50,000 in the Trust would be charged a further fee of \$350.

10.4.3 Manager intends to cover all Offer costs in respect of this Offer

The costs of the Offer are those which are necessary for the Offer and include, without limitation: the fees paid to the Lead Arrangers, Joint Lead Managers, Co-Managers and other brokers; the registration, listing and admission fees; advertising, distribution, marketing and printing costs (including the costs incurred in connection with the Offer roadshow); legal, accounting and advisory fees; and, any other applicable costs. The costs of the Offer also includes a Cornerstone Fee payable to the Joint Lead Managers or to certain Cornerstone Investors on funds invested under the Cornerstone Offer, based on the amount raised by each Cornerstone Investor.

Under the Constitution and Management Agreement, the Responsible Entity and Manager are entitled to pay such costs of the Offer out of the Offer proceeds or out of Trust assets. However, the Manager has agreed to pay for all upfront establishment fees and costs of this Offer in full out of its own pocket. There will be no charge back, loan or other recovery mechanisms utilised to reimburse the Manager for such Offer establishment fees and costs.

10.4.4 What are the transactional and operational costs?

Transactional and operational costs include brokerage, buy sell spread, settlement costs, clearing costs and stamp duty on investment transactions. Such costs are deducted from the Trust from time to time as and when they are incurred, and are reflected in the NAV per Unit.

As the Trust does not have historical costs, these are difficult to predict. An estimate of the net transactional and operational costs in respect of the 2018/2019 financial year (annualised) is set out in the table below.

Total transactional and operational costs (% per annum of NAV)	Recovery through buy/sell spread (% per annum of NAV)	Net transactional and operational costs (% per annum of NAV)	For every \$50,000 you have in the Trust, you will likely incur approximately:
0.05	Nil	0.05	\$25

10.4.5 Differential fees

The Manager may from time to time negotiate a different fee arrangement (by way of a rebate of fees) with investors who are Wholesale Clients or as otherwise permitted at law. If agreed, any permitted fee rebates will be paid out of the assets of the Manager.

10.4.6 Can the fees change?

As the Trust is newly established, certain estimates of fees and costs in this PDS are based on information available as at the date of this PDS. The Management Fee payable under the Management Agreement may not be increased unless approved by an ordinary resolution of Unitholders. The Constitution sets the maximum amount that the Responsible Entity can charge (at 2% per annum of the NAV), however the Responsible Entity has agreed to charge only the fees provided for in the Management Agreement for the term of the agreement (see Section 12.1 for details). In any event, the Responsible Entity is required to give Unitholders at least 30 days' notice of any proposed increase in fees, if applicable.

10.4.7 Remuneration of financial advisers

The Responsible Entity does not intend to pay commissions to financial advisers in relation to an investor's investment in the Trust under this Offer. Investors may incur a fee for advice provided to the investor by their authorised adviser, if agreed between the investor and their adviser.

10.4.8 Tax

In addition to the fees and costs described in this Section 10, investors should also consider the government taxes and other duties that may apply to an investment in the Trust. See further information on taxation at Section 13.

11. DETAILS OF THE OFFER

11.1 What is the Offer?

11.1.1 The Offer

The Responsible Entity is offering Units for subscription at a Subscription Price of \$2.00 per Unit to raise up to \$500,000,000 for the Trust. The Responsible Entity may also accept Oversubscriptions in excess of the Maximum Subscription amount subject to the Responsible Entity's discretion.

The rights attaching to the Units are set out in Section 14.2.

The Offer comprises:

- (a) **General Offer** – open to investors who have a registered address in Australia or New Zealand.
- (b) **Broker Firm Offer** – open to persons who have received a firm allocation from their Broker and:
 - (i) who are Retail Applicants who have a registered address in Australia or New Zealand; or
 - (ii) who are Institutional Applicants which have a registered address in Australia or New Zealand.

An investor who has been offered a firm allocation by a Broker will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. Investors should contact their Broker to determine whether they may be allocated Units under the Broker Firm Offer.

- (c) **Cornerstone Offer** – open to investors who are Wholesale Clients and who have been invited to participate by the Manager.

11.1.2 Discretion under the Offer

The Responsible Entity (with the consent of the Joint Lead Managers) reserves the right not to proceed with the Offer at any time before the allotment of Units under the Offer. If the Offer does not proceed, all Application Amounts received by the Responsible Entity will be refunded in full (without interest). The Responsible Entity takes no responsibility for any Application Amounts lodged with the Joint Lead Managers, the Co-Managers or Brokers until these are received by the Responsible Entity.

The Responsible Entity also reserves the right to close the Offer early, to accept late Applications or to extend the Offer without notifying any recipient of this PDS or any Applicant.

11.2 Minimum Subscription

The Minimum Subscription required for the Listing to proceed is \$150,000,000.

If the Minimum Subscription is not obtained within four months after the date of this PDS, the Responsible Entity will repay all Application Amounts in full without interest as soon as practicable or issue a supplementary or replacement product disclosure statement and allow Applicants one month in which to withdraw their Applications and be repaid their Application Amount in full without interest.

11.3 Is the Offer underwritten?

No, the Offer is not underwritten.

Evans Dixon, Morgans, NAB and Ord Minnett are acting as Joint Lead Managers to the Offer. Bell Potter and Shaw and Partners are acting as the Co-Managers to the Offer. The Responsible Entity and the Joint Lead Managers have entered into an Offer Management Agreement with respect to the Offer, details of which are set out in Section 12.3.

11.4 How do I apply under the Offer?

Who is eligible to participate in the Offer?

Who can apply for Units under the General Offer? The General Offer (which does not include the Broker Firm Offer or the Cornerstone Offer) is open to Retail Applicants and Institutional Applicants resident in Australia or New Zealand. The Responsible Entity reserves the right in its absolute discretion to reject any Application or to allocate a lesser number of Units than that which is applied for under the General Offer. All Applicants under the General Offer must have an eligible residential or, in the case of a corporate applicant, registered office address in Australia or New Zealand.

Who can apply under the Broker Firm Offer? The Broker Firm Offer is open to both Retail Applicants and Institutional Applicants resident in Australia or New Zealand who have received a firm allocation from their Broker.

Who can apply under the Cornerstone Offer? The Cornerstone Offer is open to Wholesale Clients who have been invited by the Manager to participate in the Offer.

Completing and returning your Application under the Offer

What is the minimum and maximum application under the Offer? Applications must be for a minimum of 2,500 Units. Applications in excess of the minimum number of Units must be in multiples of 500 Units.
There is no maximum amount that may be applied for under the Offer. The Responsible Entity reserves the right to aggregate any Applications under the Offer which it believes may be multiple Applications from the same person.

How do I apply under the General Offer? In order to apply for Units under the General Offer, please complete the General Offer Application Form that forms part of, is attached to, or accompanies this PDS or a printed copy of the General Offer Application Form attached to the electronic version of the PDS. The General Offer Application Form must be completed in accordance with the instructions on the reverse side of the General Offer Application Form.

Once completed, please lodge your General Offer Application Form and Application Amount so that they are received at the following address by 5.00 pm (AEST) on the Closing Date.

By mail to:

NB Global Corporate Income Trust – Offer

C/- Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

By hand delivery to:

NB Global Corporate Income Trust – Offer

C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2000
Australia

Alternatively, you can apply online at www.nb.com/NBI and pay your Application Amount by BPAY.

How do I apply under the Broker Firm Offer?

If you are applying for Units under the Broker Firm Offer, you should complete and lodge your Broker Firm Offer Application Form with the Broker from whom you received your firm allocation. Broker Firm Offer Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Broker Firm Offer Application Form.

Applicants under the Broker Firm Offer must lodge their Broker Firm Offer Application Form and Application Amount with their Broker in accordance with the relevant Broker's directions. Applicants under the Broker Firm Offer must not send their Application Forms to the Unit Registry.

The allocation of Units to Brokers will be determined by the Manager and the Joint Lead Managers. Units that have been allocated to Brokers for allocation to their clients will be issued to the Applicants who have received a valid allocation of Units from those Brokers.

It will be a matter for the Brokers how they allocate Units among their clients, and they (and not the Manager, Responsible Entity nor the Joint Lead Managers) will be responsible for ensuring that clients who have received an allocation from them, receive the relevant Units.

The Responsible Entity, the Unit Registry, the Joint Lead Managers and the Co-Managers take no responsibility for any acts or omissions by your Broker in connection with your Application, Application Form and Application Amount (including, without limitation, failure to submit Application Forms in accordance with the deadlines set by your Broker).

Please contact your Broker if you have any questions.

How to complete and attach your cheque for the Application Amount

The Application Amount may be provided by BPAY (see below), cheque(s) or bank draft(s). Cheque(s) or bank draft(s) must be:

- in Australian currency;
- drawn on an Australian branch of a financial institution;
- crossed "Not Negotiable"; and
- made payable:

– **for Applicants in the General Offer and Cornerstone Offer:** to "NB Global Corporate Income Trust – IPO OFFER"; or

– **for Applicants in the Broker Firm Offer:** in accordance with the directions of the Broker from whom you received a firm allocation.

Applicants should ensure that sufficient funds are held in the relevant account(s) to cover your cheque(s). If the amount of your cheque(s) or bank draft(s) for Application Amount (or the amount for which those cheques clear in time for the allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Amount will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

Paying your Application Amount by BPAY?

Applicants may apply for Units online and pay their Application Amount by BPAY. Applicants wishing to pay by BPAY should complete the online Application Form accompanying the electronic version of this PDS, which is available at www.nb.com/NBI, and follow the instructions on the online Application Form (which includes the Biller Code and your unique Customer Reference Number (**CRN**)).

You will only be able to make a payment via BPAY if you are the holder of an account with an Australian financial institution which supports BPAY transactions.

When completing your BPAY payment, please make sure you use the specific Biller Code and your unique CRN provided on the online Application Form. If you do not use the correct CRN your Application will not be recognised as valid.

It is your responsibility to ensure that payments are received by 5.00pm (AEST) on the Closing Date. Your bank, credit union or building society may impose a limit on the amount which you can transact on BPAY, and policies with respect to processing BPAY transactions may vary between banks, credit unions or building societies. The Responsible Entity accepts no responsibility for any failure to receive Application Amount or payments by BPAY before the Closing Date arising as a result of, among other things, processing of payments by financial institutions.

Fees, costs and timing for Applications

When does the Offer open?

The Offer is expected to open for Applications on 20 August 2018.

What is the deadline to submit an Application under the Offer?

It is your responsibility to ensure that your Application Form and Application Amount are received by the Unit Registry before 5.00 pm (AEST) on the Closing Date for the Offer which is 7 September 2018. Broker Firm Offer Applicants should return their applications in accordance with the deadline set out to them by their Broker.

The Responsible Entity and the Unit Registry take no responsibility in respect of an Application Form or Application Amount which are delivered to your Broker in connection with your Application until such time as your Application Form and Application Amount are received by the Unit Registry.

Is there any brokerage, commission or stamp duty payable by Applicants?

No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Units under the Offer.

What are the costs of the Offer and who is paying them?

The costs of the Offer are those which are necessary for the Offer and include, without limitation: the fees paid to the Lead Arrangers, Joint Lead Managers, Co-Managers and other brokers; the registration, listing and admission fees; advertising, distribution, marketing and printing costs (including the costs incurred in connection with the Offer roadshow); legal, accounting and advisory fees; and, any other applicable costs.

The Responsible Entity is entitled to pay fees and costs of the Offer from the Offer proceeds. However, the Manager has agreed to pay for all the fees and costs of the Offer in full out of its own pocket. There will be no charge back, loan or other recovery mechanisms utilised to reimburse the Manager for the fees and costs of the Offer.

Confirmation of your Application and trading on ASX

When will I receive Confirmation whether my Application has been successful? Applicants under the General Offer will be able to call the Trust's Offer Information Line on 1300 032 754 (within Australia) and +61 2 8023 5419 (outside Australia), between 8.30am and 5.30 pm AEST, from 19 September 2018 to confirm their allocation.

Holding statements confirming Applicant's allocations under the Offer are expected to be sent to successful Applicants on or around 19 September 2018

Is DvP settlement available? Delivery versus payment (**DvP**) settlement is available for Applicants under the Broker Firm Offer. Please contact your Broker or the Joint Lead Managers for further details.

When will I receive my Units and when can I trade my Units? Subject to the ASX granting approval for the Trust to be admitted to the official list of the ASX (see Section 11.7), the Responsible Entity will issue the Units to successful Applicants as soon as practicable after the Closing Date. Allotment is expected to occur on 19 September 2018.

Trading of the Units on the ASX is expected to commence on 26 September 2018 on a normal T + 2 settlement basis.

If you sell your Units before receiving an initial holding statement, you do so at your own risk, even if you have obtained details of your holding from your Broker or the Trust's Offer Information Line.

Who do I contact if I have further queries? If you have queries about investing under the Offer, you should contact your stockbroker, financial adviser, accountant or other professional adviser.

If you have queries about how to apply under the Offer or would like additional copies of this PDS, please call the Trust's Offer Information Line on 1300 032 754 (within Australia) and +61 2 8023 5419 (outside Australia), between 8.30am and 5.30pm (AEST) Monday to Friday.

11.5 Allocation policy

The basis of allocation of Units under the Offer will be determined by the Manager and the Joint Lead Managers, subject to any firm allocations under the Cornerstone Offer and the Broker Firm Offer. Certain Applicants nominated by the Responsible Entity may be given preference in allotment of Units.

The Responsible Entity reserves the right in its absolute discretion not to issue Units to Applicants under the General Offer and may reject or scale back any Application at its absolute discretion.

11.6 Application Amount

The Unit Registry will hold all received Application Amounts in a trust account for Application Amounts in relation to the Offer until the Allotment Date when the Units are issued to successful Applicants.

Applicants under the Broker Firm Offer must lodge their Application Amount with their Broker, who will act as the Applicant's agent in providing their Application Amount to the Responsible Entity.

The Application Amount will be refunded in Australian dollars to the extent that an Application is rejected or scaled back, or the Offer is withdrawn. No interest will be paid on refunded amounts. The Trust will retain any interest earned on any Application Amount.

11.7 ASX listing

No later than seven days after the date of this PDS, the Responsible Entity will apply to the ASX for admission of the Trust to the official list of the ASX and for the Units to be granted official quotation by the ASX. The

Responsible Entity is not currently seeking a listing of the Units on any stock exchange other than the ASX.

The fact that the ASX may admit the Trust to the Official List and grant official quotation of the Units is not to be taken in any way as an indication of the merits of the Trust or the Units offered for subscription under the Offer. The ASX takes no responsibility for the contents of this PDS. Normal settlement trading in the Units, if quotation is granted, will commence as soon as practicable after the issue of holding statements to successful Applicants.

It is the responsibility of Applicants to determine their allocation prior to trading in the Units. Applicants who sell Units before they receive confirmation of their allotment will do so at their own risk.

If permission for quotation of the Units is not granted within three months after the date of this PDS, all Application Amounts received by the Responsible Entity will be refunded without interest as soon as practicable.

11.8 Tax implications of investing in the Trust

The taxation consequences of any investment in the Units will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in the Trust.

A general overview of the Australian taxation implications of investing in the Trust are set out in Section 13 and are based on current tax law and ATO tax rulings. The information in Section 13 is not intended as a substitute for investors obtaining independent tax advice in relation to their personal circumstances.

11.9 Overseas distribution

No action has been taken to register or qualify the offer of Units under this PDS, or to otherwise permit a public offering of Units, in any jurisdiction outside Australia and New Zealand.

11.9.1 Offer only made where lawful to do so

The distribution of this PDS in jurisdictions outside Australia and New Zealand may be restricted by law. This PDS does not constitute an offer in any place in which, or to whom, it would not be lawful to make such an offer. Persons into whose possession this document comes should inform themselves about and observe any restrictions on acquisition or distribution of the PDS. Any failure to comply with these restrictions may constitute a violation of securities laws.

11.9.2 New Zealand investors – Warning Statement

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

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

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

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>) and, for Australia, the Financial Ombudsman Services (<https://www.fos.org.au/>) for complaints lodged before 1 November 2018 and the Australian Financial Complaints Authority

(www.afca.org.au) for complaints lodged after 1 November 2018. The Australian and New Zealand regulators will work together to settle your complaint.

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

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

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

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

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

11.9.3 United States

This PDS does not constitute a direct or indirect offer of securities in the U.S. or to any U.S. Person as defined in Regulation S under the U.S. Securities Act of 1933, as amended ("**U.S. Securities Act**"). The Responsible Entity may vary this position and Applications may be accepted on merit at the Responsible Entity's discretion. The Units have not been, and will not be, registered under the U.S. Securities Act unless otherwise approved by the Responsible Entity and may not be offered or sold in the U.S. to, or for, the account of any U.S. Person except in a transaction that is exempt from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

12. MATERIAL CONTRACTS

The Responsible Entity considers that the material contracts described below are those which an investor would reasonably regard as material and which investors and their professional advisers would reasonably expect to find described in this PDS for the purpose of making an informed assessment of an investment in the Trust under the Offer.

This section contains a summary of the material contracts and their substantive terms. As this section is only a summary of the material agreements, it does not set out all rights and obligations under each material contract and these agreements will only be fully understood by reading the documents in full.

12.1 Management Agreement

The Responsible Entity has entered into the Management Agreement with the Manager. A summary of the material terms of the Management Agreement are set out below.

Services

The Manager will invest and manage the assets and liabilities of the Trust in accordance with the terms of the Management Agreement.

The investment objective for the Trust is to provide Unitholders with a consistent and stable income stream paid via monthly distributions while achieving an attractive level of total return (income plus capital appreciation) over a full market cycle³¹. In pursuit of this objective, the Manager will arrange for the Trust to invest in high yield bonds issued by large, liquid companies, located globally.

Other services provided by the Manager under the Management Agreement include providing or procuring administrative support services reasonably required by the Responsible Entity to perform its role. These include, but are not limited to:

- (a) maintaining the corporate, tax and statutory records of the Trust;
- (b) complying with the Responsible Entity's obligations under the Corporations Act and the Listing Rules;
- (c) liaising with the Unit Registry;
- (d) preparing the Trust's net asset value backing reports and arranging for the lodgement of such reports in a timely manner to enable the Responsible Entity to comply with its reporting requirements under the Listing Rules;
- (e) preparing the Trust's half-year reports and annual reports, and arranging for the printing and distribution of such reports; and
- (f) providing information necessary for the maintenance of financial accounts of the Company to be completed.

Powers and Discretions of Manager

For the purpose of carrying out its functions and duties under the Management Agreement, the Manager has the powers of a natural person to deal with the portfolio of the Trust and to do all things and execute all documents necessary for the purpose of managing the portfolio of the Trust.

The Responsible Entity may, at any time, instruct the Manager or vary the investment instructions (as described in Section 12.1 of this PDS) in which circumstances the Manager will not be responsible for the consequences of that instruction or variation.

³¹ As defined in the Glossary of Industry Terms at Section 15 and for the purpose of the investment objective, a full market cycle is the period beginning with either the high or low point for a financial market followed by a corresponding low or high point, as the case may be, and then ending when the market next achieves or exceeds the initial high or low point.

Delegation

The Manager may not delegate any of its discretionary management powers without the prior written consent of the Responsible Entity. The Responsible Entity has provided its written approval for the Manager to delegate its discretionary powers to the following Neuberger Berman entities (the Investment Advisers):

- (a) Neuberger Berman Europe Limited – a UK private limited company authorised and regulated by the UK Financial Conduct Authority and registered with the U.S. Securities and Exchange Commission (“SEC”); and
- (b) Neuberger Berman Investment Advisers LLC – a Delaware limited liability company registered with the SEC.

Fees

An investment management fee and an administration fee are payable to the Manager at the rate indicated in the “Fees and Other Costs” Section of this PDS.

For the term of the Management Agreement, the Responsible Entity has agreed with the Manager it is only entitled to fees at the rates indicated in the “Fees and Other Costs” Section of this PDS.

Retirement of Responsible Entity

The Management Agreement provides that on receipt of notice from the Manager that the Manager wishes the Responsible Entity to cease acting as responsible entity of the Trust, subject to the Corporations Act, the Constitution, the obligations of the Responsible Entity as responsible entity of the Trust and subject to no outstanding issues where the Responsible Entity needs to act in the best interests of unitholders, the Responsible Entity:

- (a) shall take all steps necessary to achieve its retirement, and the appointment in its place as responsible entity of such person as the Manager may nominate as soon as practicable; and
- (b) will exercise all due care and skill to complete the transition within 90 Business Days of receipt of the Manager’s notice.

Expenses

The Trust must pay all taxes, costs, charges and expenses properly incurred in connection with the investment and management of the portfolio of the Trust (excluding in-house administration costs of the Manager in the nature of rent for the Manager’s premises, computer charges, salaries and research costs) or in acting under the Management Agreement and the Manager may cause them to be deducted from the portfolio of the Trust.

Exclusivity

The Responsible Entity has appointed the Manager on an exclusive basis to be the manager of the Trust. The Manager may from time-to-time perform similar investment and management services for itself and other persons to the services performed for the Responsible Entity under the Management Agreement. To protect the confidentiality of information relating to the Trust, the Management Agreement prohibits the Manager from using the Trust’s information for any purpose other than to perform its role as the Trust’s Manager. The Investment Advisers have also provided various confidentiality undertakings in the Investment Advisory Agreements which:

- effectively prohibits the Investment Advisers from using the Trust’s information for any purpose other than in their roles in relation to the Trust; and
- requires the Investment Advisers to take all reasonable, proper and effective precautions to maintain the confidential nature of the Trust’s information.

Term

The initial term of the Management Agreement is 5 years. ASX Listing Rule 15.16 provides that the Manager cannot be locked in for a term of more than 5 years. The Responsible Entity has applied for a waiver of ASX

Listing Rule 15.16(b) and (c) to allow for an extension of the initial term to 10 years. ASX may include certain conditions on the waiver application as part of the approvals process. Upon the expiry of the initial term, unless terminated earlier as described below, the Management Agreement will continue until terminated by either party.

Termination

Termination by the Responsible Entity

The Management Agreement gives the Responsible Entity the right to terminate the Management Agreement and remove the Manager by written notice on the occurrence of any one of the following events:

- (a) an insolvency event occurs with respect to the Manager (although the legal right of the Responsible Entity to terminate solely for this reason is limited);
- (b) the Manager breaches any provisions of the Management Agreement, or fails to observe or perform any representation, warranty or undertaking given by Manager under the Management Agreement and the Manager fails to rectify such breach or failure within 10 Business Days of receiving notice in writing from the Responsible Entity specifying such breach or failure;
- (c) the Manager ceases to carry on business in relation to its activities as an investment manager;
- (d) the Manager ceases to be a member of the Neuberger Berman group;
- (e) the Manager sells or transfers or makes any agreement for the sale or transfer of the main business and undertaking of the Manager or of a beneficial interest therein, other than to a related body corporate for purposes of corporate reconstruction on terms previously approved in writing by the Responsible Entity; or
- (f) relevant law requires the Management Agreement to terminate.

After the expiry of the Initial Term, the Management Agreement will terminate three months after an ordinary resolution of the Trust is passed to end the Management Agreement.

Termination by the Manager

The Management Agreement gives the Manager the right to terminate the Management Agreement on the occurrence of any one of the following events:

- (a) the Responsible Entity materially breaches any provisions of the Management Agreement, or materially fails to observe or perform any representation, warranty or undertaking given by Responsible Entity under the Management Agreement and the Responsible Entity fails to rectify such breach or failure within 10 Business Days of receiving notice in writing from the Responsible Entity specifying such breach or failure; or
- (b) if a person (alone or together with the person's associates) other than the Manager or an associated entity of the Manager acquires a relevant interest in Units where because of the acquisition that person's or someone else's voting power in the Trust exceeds 50%.

The Manager is also entitled to terminate the Management Agreement on not less than three months' written notice after the expiry of the initial term of the Management Agreement.

Termination Payment

The Manager may be entitled to a termination fee payable out of the Trust assets. Refer to Section 10.4 for more information.

Assets of the Trust following termination

If the Management Agreement is terminated, the Manager will have 30 Business Days to deal with the assets of the Trust for the purposes of vesting control of the Trust in the Responsible Entity or as the Responsible Entity otherwise directs. Accordingly, the Manager:

- subject to the consent of the Responsible Entity, may enter transactions to settle or otherwise extinguish or offset obligations incurred by or on behalf of the Responsible Entity or the Manager in relation to the portfolio before that date;
- with respect to obligations not capable of settlement before transfer of the portfolio, must create provision for such contingent liability as will arise, notify the Responsible Entity of that provision, and the Responsible Entity must use reasonable endeavours to procure that the custodian holds sufficient assets of the portfolio to satisfy that liability;
- may instruct the custodian (directly or if an administrator has been appointed, indirectly through the administrator) to deduct from the portfolio costs, charges and expenses due to the date on which the transfer of the portfolio is effected if, after giving 10 Business Days' notice to the Responsible Entity of its intention to so direct the custodian, the Responsible Entity has not objected, and all charges and expenses incurred in the actions envisaged by this clause;
- must deliver to the Responsible Entity (or as the Responsible Entity reasonably directs) all records which may reasonably be required by the Responsible Entity in respect of the portfolio; and
- may deal with the portfolio in accordance with instructions from a new manager appointed by the Responsible Entity.

The Responsible Entity must take all necessary steps to facilitate the transfer of the Portfolio from the Manager and is required to change the name of the Trust to remove any reference to any derivative of the name of the Manager, unless otherwise approved by the Manager.

Amendment

The Management Agreement may only be altered by the agreement of the parties. However, the Responsible Entity must only make material changes to the Management Agreement if the Responsible Entity has obtained Unitholder approval to these material changes.

Responsible Entity Indemnity

The Responsible Entity must indemnify the Manager out of the assets of the Trust against any losses or liabilities reasonably incurred by the Manager arising out of, or in connection with, and any costs, charges and expenses incurred in connection with the Manager or any of its officers or agents acting under the Management Agreement or on account of any bona fide investment decision made by the Manager or its officers or agents except insofar as any loss, liability, cost, charge or expense is caused by the negligence, fraud or dishonesty of the Manager or its officers or supervised agents. This obligation continues after the termination of the Management Agreement.

The Manager may enforce its rights under the Management Agreement against the Responsible Entity only to the extent of the Responsible Entity's right of indemnity out of the assets of the Trust and the Responsible Entity cannot be held liable in its personal capacity except to the extent that any liability arises from the fraud, negligence or a breach of trust by the Responsible Entity as responsible entity of the Trust.

Manager Indemnity

The Manager must indemnify the Responsible Entity against any losses or liabilities reasonably incurred by the Responsible Entity arising out of, or in connection with, and any costs, charges and expenses incurred in connection with, any negligence, fraud or dishonesty of the Manager or its officers or supervised agents. This obligation continues after the termination of the Management Agreement.

Management of potential conflicts

The Manager may invest in or deal with the Manager's related bodies corporate or other divisions of the Manager engaged in separate business activities. The Manager has policies and procedures in place to manage any potential conflicts of interest. Any fees, brokerage and commissions may only be charged by the Manager's related bodies corporate if they are engaged in the ordinary course of business and either on arm's length terms or on terms that are more favourable to the Responsible Entity than arm's length terms.

Where fees are paid or payable from the Trust to the Manager's related body corporate (such as to the Investment Advisers), the fee otherwise payable to the Manager under the Management Agreement will be reduced by such amount, except where the Manager bears the fee itself. Refer to Section 10 "*Fees and Other Costs*" for more information.

12.2 Investment Advisory Agreements

The Manager has entered into an Investment Advisory Agreement with each of the Investment Advisers. Refer to Section 2.12.3 of this PDS for further information regarding the appointment of the Investment Advisers.

12.3 Offer Management Agreement

The Responsible Entity and the Manager entered into an Offer Management Agreement with the Joint Lead Managers on or about the date of this PDS. Under the Offer Management Agreement, the Joint Lead Managers have agreed to jointly manage the Offer and use their reasonable endeavours to procure Applications under the Offer. A summary of the key terms of the Offer Management Agreement is set out below.

Fees and expenses paid by the Manager

The Joint Lead Managers will be entitled to the following fees set out in the Offer Management Agreement (and paid by the Manager, and not the Trust):

- an arranger fee to the Joint Lead Managers in the proportions specified in the Offer Management Agreement of 0.4% (plus GST) of the total amount raised under the Broker Firm Offer, the Cornerstone Offer and the General Offer; and
- a management fee to the Joint Lead Managers of 0.8% (plus GST) in relation to:
 - the respective amounts raised under the General Offer and by the Co-Managers, and
 - in relation to the balance amount raised under the Offer (i.e. excluding the respective amounts raised under the General Offer and by the Co-Managers)

payable to the Joint Lead Managers in the proportions specified in the Offer Management Agreement; and

- a selling fee of 0.125% (exclusive of GST) of the proceeds from the Cornerstone Offer in the proportions directed under the Offer Management Agreement.

The Manager will also pay to any Broker to whom Units have been allocated under the Broker Firm Offer, a selling fee of 1.25% of the amount equal to the total number of Units in respect of which the Broker procured valid applications under the Broker Firm Offer, multiplied by the Offer Price (exclusive of GST).

Subject to receipt of the management fee and the selling fee in respect of the proceeds of the Cornerstone Offer from the Manager, the Joint Lead Managers will pay each investor in Cornerstone Offer a selling fee of 0.25% (exclusive of GST) of the Cornerstone Proceeds attributable to that investor.

The Joint Lead Managers will be reimbursed by the Manager for all reasonable expenses incurred by the Joint Lead Managers in connection with the Offer Management Agreement, this PDS and the Offer.

Conditions, warranties, undertakings and other terms

Representations and warranties are given by the Responsible Entity, the Manager and the Joint Lead Managers in relation to matters such as the power to enter into the Offer Management Agreement, corporate authority and approvals and the Responsible Entity's compliance with the ASX Listing and applicable laws in relation to making the Offer. The Responsible Entity and Manager make a number of further representations and warranties, including that the PDS will not contain any untrue, inaccurate, misleading or deceptive statements and will not omit information necessary to ensure the statements in the PDS are not misleading.

Indemnity

Subject to certain exclusions such as fraud, wilful misconduct or gross negligence, the Responsible Entity and Manager indemnifies the Joint Lead Managers and its affiliated and related parties against certain liabilities and losses incurred or sustained as a result of the appointment of the Joint Lead Managers, this PDS and the Offer.

Termination events

A Joint Lead Manager may terminate its appointment under the Offer Management Agreement without cost or liability to that Joint Lead Manager at any time before completion of the Offer if any of the following events occur:

1. **(Adverse change)** In the reasonable opinion of a Joint Lead Manager, any matter described in paragraph (a)(i) of the definition of Material Adverse Effect in the Offer Management Agreement occurs (i.e. a matter that has a materially adverse effect on the general affairs, business, reputation, operations, assets, liabilities, financial position or performance, profits, losses, prospects, earnings position, unitholders' equity, or results of operations of the Trust, the Manager or any other trusts managed by the Manager, its related bodies corporate or the Investment Team for the Trust).
2. **(Withdrawal)** The Responsible Entity or the Manager withdraws this PDS, any supplementary PDS, the Offer or any part of the Offer, or indicates that it intends to do any of those things.
3. **(No confirmation certificate)** The Responsible Entity or the Manager does not provide the confirmation certificates confirming certain representations in the Offer Management Agreement in the manner required by that agreement or a statement in a confirmation Certificate is untrue in any material respect, incorrect or misleading or deceptive.
4. **(Minimum subscription not satisfied)** the Minimum Subscription is not satisfied by 5:00pm on the Offer Closing Date.
5. **(Listing and quotation)** The ASX makes an official statement to any person, or indicates to the Responsible Entity, the Manager or the Joint Lead Manager that:
 - (a) the Trust will not be admitted to the official list of the ASX; or
 - (b) Quotation of the Units will not occur.
6. ASX Approval (subject only to customary listing and quotation conditions imposed by the ASX) has not been given for the Units to commence trading, or if ASX Approval is granted, such approval is subsequently withdrawn qualified or withheld before completion of the Offer.
7. **(PDS/Disclosure Documents):**
 - (a) there is a material omission from the PDS or any other disclosure document of information required by the Corporations Act, New Zealand securities legislation or any other applicable law or requirement;
 - (b) the PDS or any other disclosure document in relation to this Offer ("**Disclosure Document**") contains a misleading or deceptive statement;
 - (c) a statement in the PDS or any other Disclosure Document becomes misleading or deceptive (and is not corrected or addressed in a supplementary PDS);
 - (d) a matter referred to in section 1014A of the Corporations Act occurs in respect of the PDS; or
 - (e) a Disclosure Document does not comply with applicable law or the Listing Rules.

8. **(Investigation)** ASIC or a governmental agency commences or gives notice of an intention to hold, any investigation, proceedings or hearing in relation to the Offer or the Disclosure Documents or any commences or gives notice of an intention to hold, an inquiry.
9. **(Corporations Act)** Any of the following occur:
 - (a) ASIC applies for an order under section 1324B of the Corporations Act in relation to the PDS or the Offer and the application is not dismissed or withdrawn before the Offer Closing Date;
 - (b) ASIC gives notice of intention to hold a hearing in relation to the PDS or the Offer, or makes an interim order or any other order under section 1020E of the Corporations Act in relation to the PDS or any supplementary PDS or the Offer; or
 - (c) an application is made by ASIC for an order under Part 9.5 in relation to the PDS or any supplementary PDS or the Offer or ASIC commences any investigation or hearing under Part 3 of the Australian Securities and Investments Commission Act 2001 (Cth) in relation to the PDS or any supplementary PDS or the Offer.
10. **(Insolvency Event)** An “Insolvency Event” (as described in the Offer Management Agreement) occurs or there is an act or omission which is likely to result in an Insolvency Event occurring with respect to the Responsible Entity (in its personal capacity), the Trust or the Manager.
11. **(Repayment of Application Monies)** Any circumstance arising after lodgement of the PDS that results in the Responsible Entity being required, by ASIC or under any applicable law, to either:
 - (a) repay the funds received from applicants for Units under the Offer; or
 - (b) give applicants under the Offer an opportunity to withdraw their applications for Units and be repaid their application monies.
12. **(consent)** Any person (other than a Joint Lead Manager) whose consent to the issue of the PDS is required by the Corporations Act who has previously consented to the issue of the PDS withdraws such consent or any person otherwise named in the PDS with their consent (other than a Joint Lead Manager) withdraws such consent.
13. **(Supplementary PDS)** A supplementary PDS must, in the reasonable opinion of a Joint Lead Manager, be lodged with ASIC under the Corporations Act or the Responsible Entity lodges a supplementary PDS in a form that has not been approved by the Joint Lead Managers.
14. **(Director)** A director of the Responsible Entity or the Manager:
 - (a) is charged with an indictable offence or any regulatory body commences any public action against the director in his or her capacity as a director of the Responsible Entity or announces that it intends to take any such action; or
 - (b) is disqualified from managing a corporation under sections 206B, 206C, 206D, 206E, 206F or 206G of the Corporations Act.
15. **(market fall)** During any rolling 7 day period before the Settlement Date (“**Reference Period**”), the S&P ASX All Ordinaries Index closes on the last day of the Reference Period at a level that is 10% or more below the level of that index at the beginning of the Reference Period.
16. **(credit index fall)** During any rolling 7 day period before the Settlement Date (“**Reference Period**”), the ICE BofAML Global High Yield Index closes on the last day of the Reference Period at a level that is 10% or more below the level of that index at the beginning of the Reference Period.
17. **(No issue)** The Responsible Entity is or becomes unable, for any reason, to issue or allot the Units within the time required by the timetable as described in the Offer Management Agreement, the Disclosure Documents, the Listing Rules, the ASX Settlement Operating Rules or by any other applicable laws, or an order of a court of competent jurisdiction or a governmental agency.
18. **(Key investment team)** Thomas P. O'Reilly, Patrick H. Flynn, Vivek Bommi, Nish Popat and Jennifer Gorgoll is removed from office or replaced as portfolio manager for the Trust.
19. **(Manager)** There is a change in ownership of the Manager.

20. **(Illegality)** There is an event or occurrence, including any statute, order, rule or regulation, official directive or request (including on compliance with which is in accordance with the general practice of persons to whom the directive or request is addressed) of any governmental agency which makes it illegal for a Joint Lead Manager to satisfy an obligation under this agreement, or to market, promote or settle the Offer in accordance with the Offer Management Agreement.
21. **(Misleading or deceptive conduct)** Any civil or criminal proceedings are brought against the Responsible Entity or the Manager or any officer of the Responsible Entity or the Manager in relation to any fraudulent, misleading or deceptive conduct relating to the Trust, the Responsible Entity (in its personal capacity) or the Manager whether or not in connection with the Offer except for any claim where at the time the claim is made, it is immediately apparent, in the reasonable opinion of a Joint Lead Manager, that, on the face of the claim, it has no prospect of success, is vexatious or without merit.
22. **(Timetable)** The Offer is not conducted in accordance with the Timetable or any event specified in the Timetable is delayed for more than two Business Days without the prior written consent of the Joint Lead Managers.
23. **(Material Contact)** Any of the following occurs:
 - (a) a Material Contract is terminated;
 - (b) an event occurs which entitles a party to terminate a Material Contract;
 - (c) there is a material breach of a Material Contract including a failure to satisfy a condition precedent to performance of a Material Contract;
 - (d) a condition precedent to performance a Material Contract becomes incapable of being satisfied; or
 - (e) a Material Contract is amended without the Joint Lead Managers' prior written consent.

Termination events subject to materiality

A Joint Lead Manager can only exercise termination rights in respect of the following events, if in the reasonable opinion of that Joint Lead Manager, that event has, or is likely to have, a Material Adverse Effect (as defined in the Offer Management Agreement):

1. **(Breach of Agreement)** There is a breach by a party of the Offer Management Agreement (including a breach of a representation or warranty).
2. **(Change in Law)** There is introduced, or there is a public announcement of a proposal to introduce into any legislature of Australia, a law or regulation, or a new government policy is adopted by a government in any of those jurisdictions or there is a public announcement of a proposal to adopt a new government policy by such a government (other than a law or government policy announced before the date of this agreement) any of which does or is likely to prohibit the Offer, capital issues or the taxation treatment of the Units or regulate or affect the Offer, capital issues or taxation treatment of the Units.
3. **(Political or Economic Conditions)** Any adverse change or disruption occurs in the existing financial markets, political or economic conditions currency exchange rates or controls or financial markets in Australia, New Zealand, the United States, the United Kingdom, Hong Kong or any Member State of the European Union or in foreign exchange rates or any development involving a prospective adverse change in political, financial or economic conditions in any of those countries.
4. **(Moratorium)** A general moratorium on commercial banking activities in Australia, New Zealand, the United States, the United Kingdom, Hong Kong or any Member State of the European Union is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries.
5. **(Market Disruption)** Trading in all securities quoted or listed on ASX, the New Zealand Exchange, New York Stock Exchange, London Stock Exchange or the Hong Kong Stock Exchange, is suspended or limited in a material respect.

6. **(Breach of significant contracts)** A contract or an agreement referred to in the PDS is:
 - (a) breached by the Responsible Entity, the Manager or any of their related bodies corporate; or
 - (b) terminated (whether by breach or otherwise).
7. **(Default)** A party is in default of any of the terms or conditions of the Offer Management Agreement or breaches any warranty, undertaking or covenant given or made by it under the Offer Management Agreement.
8. **(Charge)** Other than as disclosed from those identified in the PDS, the Responsible Entity charges or agrees to charge, the whole, or a substantial part of the assets of the Trust.
9. **(Prosecution)** Any of the following occur:
 - (a) a director of the Responsible Entity or member of the investment team responsible for the Trust as listed in the PDS or otherwise is charged with an indictable offence;
 - (b) any governmental agency commences any public action against the Responsible Entity or the Manager or any of their directors or senior managers;
 - (c) any director or senior manager of the Responsible Entity or the Manager is disqualified from managing a corporation under any law of any jurisdiction; or
 - (d) any director or senior manager of the Responsible Entity or the Manager engages in any fraudulent conduct or activity.
10. **(Representations and warranties)** Any representation or warranty contained in the Offer Management Agreement on the part of a party is breached or becomes false, misleading or incorrect.
11. **(Prescribed occurrence)** Except as contemplated by the PDS, a Prescribed Occurrence (as defined in the Offer Management Agreement) occurs.
12. **(Hostilities)** There is an outbreak of hostilities (whether or not war or a national emergency has been declared) not presently existing, or an escalation in existing hostilities occurs, or a major act of terrorism occurs in or involving any one or more of Australia, New Zealand, the United States, the United Kingdom, Hong Kong, the People's Republic of China, India, South Korea, Russia, Japan or any Member State of the European Union or involving any diplomatic, military, commercial or political establishment of any of those countries or a major terrorist act is perpetrated anywhere in the world.
13. **(Disclosures in Due Diligence Report)** The Due Diligence Report or verification material or any other information supplied by or on behalf of the Responsible Entity or the Manager to a Joint Lead Manager in relation to the Responsible Entity, the Trust, the Manager or the Offer is or becomes false or misleading or deceptive or likely to mislead or deceive, including by way of omission.
14. **(mutual recognition)** The Responsible Entity fails to comply with the requirements of the NZ Mutual Recognition Regulations to enable the Offer to proceed on the basis of the PDS, under those regulations.
15. **(AFSL)** Any Australian financial services licence, or other licence, approval or permit required by the Responsible Entity or the Manager to perform the Trust's business or the Manager's business is terminated, rescinded, revoked or withdrawn or otherwise amended or varied in a manner that impedes the Responsible Entity or the Manager and/or its ability to discharge its obligations under this agreement;
16. **(Regulatory approvals)** If a regulatory body withdraws, revokes or amends any regulatory approvals required for the Responsible Entity or the Manager to perform its obligations under the Offer Management Agreement.

12.4 Appointment Agreement

The Responsible Entity has entered into an Appointment Agreement to appoint JPMorgan Chase Bank, National Association (ABN 43 074 112 011) ("**JPMorgan**") as the independent specialist administrator and master custodian of the Trust. The Appointment Agreement incorporates the provisions of the existing Global Custody

Agreement and the Accounting and Related Services Agreement between the Responsible Entity and JPMorgan and provides that JPMorgan will provide various services which include:

- providing master custody and administration in respect of the assets of the Trust;
- acting in accordance with the proper instructions of the Responsible Entity;
- having in place risk management, business continuity and compliance procedures to safeguard the Trust's assets; and
- keeping proper records and books of account in relation to the Trust.

JPMorgan is required to provide the Responsible Entity with a compliance certificate which indicates its compliance with the provisions of the Appointment Agreement and the requirements in ASIC Regulatory Guide 133.

The Appointment Agreement may be terminated by either party giving the other written notice or pursuant to the exercise of a right of termination because of a breach or an insolvency event of a party.

Under the terms of the Appointment Agreement, the Responsible Entity indemnifies JPMorgan from any loss, liability, cost, claim, action, demand or expense that JPMorgan may incur or that may be made against JPMorgan arising out of JPMorgan properly acting in accordance with a proper instruction from the Responsible Entity or in connection with the provision of the services under the Appointment Agreement, except to the extent that the loss, liability, cost, claim, action, demand or expense results from the fraud, wilful misconduct, negligence or material breach of the Appointment Agreement or the required standard of care by JPMorgan.

13. TAXATION

13.1 Australian taxation considerations

The disclosure in this Section 13 is based on the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997, A New Tax System (Goods and Services Tax) Act 1999 and the relevant stamp duties legislation as at the date of this PDS.

The following information summarises certain Australian and New Zealand taxation issues you may wish to consider before making an investment in the Trust and assumes that you hold your investment in the Trust on capital account and are not considered to be carrying on a business of investing, trading in investments, or investing for the purpose of profit making by sale. The information should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ.

This summary is based on the Australian and New Zealand taxation laws in effect as at the date of this PDS. Investing in a registered managed investment scheme is likely to have tax consequences. However, it is noted that taxation laws can change at any time, which may have adverse taxation consequences for Unitholders. It is recommended that Unitholders seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Trust.

13.2 Australian taxation implications of an investment in the Trust

13.2.1 General

The income tax treatment of the Trust and its Unitholders will depend on whether the Responsible Entity is eligible, and elects to apply the Attribution Managed Investment Trust (**AMIT**) provisions. The AMIT provisions are an elective income tax regime for qualifying managed investment trusts (**MIT**) that provide for flow-through taxation to Unitholders. Where the Trust qualifies as a MIT for income tax purposes, the Responsible Entity may seek to make an election to treat the disposal of covered assets on capital account.

Where the AMIT provisions do not apply, the ordinary trust taxation provisions will apply to the Trust. While the AMIT provisions are not expected to materially change the way in which Unitholders would be taxed (as compared to the ordinary trust taxation provisions), the AMIT provisions are intended to provide more certainty on the application of the income tax provisions to the Trust and its Unitholders.

It is expected that the Trust will meet the eligibility requirement to qualify as an AMIT and, accordingly, the Responsible Entity intends to make the election to become an AMIT.

If the Trust does not fall within the AMIT rules, the general taxation rules on trusts will continue to apply to the Trust. If this is the case, it is intended that Unitholders will be presently entitled to all of the taxable income of the Trust for each financial year such that no taxation liability will accrue to the Responsible Entity.

13.2.2 Attribution Managed Investment Trusts

Trusts that meet the eligibility criteria to qualify as an AMIT, and that have made an irrevocable election, may apply the AMIT rules.

If the AMIT election is made by the Responsible Entity, the following will apply:

(a) *Fair and reasonable attribution*

Each year, the Trust's determined trust components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) will be attributed to Unitholders on a 'fair and reasonable' basis, having regard to their income and capital entitlements in accordance with constituent documents.

(b) *'Unders' or 'Overs' adjustments*

Where the Trust's determined trust components for a year are revised in a subsequent year (e.g. due to actual amounts differing to the estimates of income, gains/losses or expenses), then 'unders' and 'overs' may arise. 'Unders' and 'overs' will generally be carried forward and adjusted in the year of discovery.

(c) *Cost base adjustments*

Where the distribution made by the Trust is less than (or more than) certain components attributed to Unitholders, then the cost base of a Unitholder's Units may be increased (or decreased). Details of net annual tax cost base adjustments will be included on a Unitholder's annual tax statement, referred to as an 'AMIT Member Annual Statement' (**AMMA**).

(d) *Large redemptions*

In certain circumstances, gains may be attributed to a specific Unitholder, for example, gains on disposal of assets to fund a large redemption being attributed to the redeeming Unitholder under a Buy-Back of Units.

(e) *Multi-class AMITs*

A choice is available to elect to treat separate classes of units as separate AMITs, where applicable. The purpose of this election is to quarantine the income tax calculation on a class-by-class basis. This can allow income, deductions and tax losses referable to a class of units to be quarantined in that class, so that they are not spread to Unitholders holding other classes of units. In the absence of the Trust being an AMIT and having made the multi-class election, the tax treatment of each Unitholder may differ significantly.

13.2.3 Non-AMIT Provisions

On the basis that Unitholders are presently entitled to all of the Trust's taxable income (which is the Responsible Entity's intention) and the Trust is not a public trading trust, the Trust should be treated as a flow-through trust for income tax purposes. This means that Unitholders should be taxed on their share of the Trust's net taxable income, and the Trust should not be subject to Australian income tax.

Multi-class non-AMITs

In the absence of an AMIT multi-class election being made, the Trust is treated as a single taxpayer. As the classes are not treated as separate taxpayers, it is possible under the current taxation regime that the tax character of distributions made to a particular class may be impacted by transactions associated with another class.

13.2.4 Other taxation considerations

(a) *Public trading trust rules*

The Trust does not intend to derive income other than from an 'eligible investment business'. Accordingly, it should not be subject to income tax as a public trading trust. Further, the Responsible Entity will seek to ensure it does not control entities that carry on trading activities.

(b) *Losses*

In the case where the Trust makes a loss for income tax purposes, the Trust cannot distribute the tax loss to Unitholders. However, the tax loss may be carried forward by the Trust for offset against future taxable income of the Trust, subject to the operation of the trust loss rules.

(c) *Taxation of Financial Arrangements 'TOFA'*

The TOFA rules may apply to financial arrangements held by the Trust when calculating the Trust's assessable income. Broadly, the TOFA rules may impact the timing of the recognition of gains and losses in the Trust for tax purposes and will also treat relevant gains and losses as being on revenue account.

13.3 Taxation treatment of Australian resident Unitholders

13.3.1 Distributions – AMIT

The AMIT provisions require the net income of the Trust to be attributed to Unitholders on a fair and reasonable basis, having regard to their income and capital entitlements in accordance with the constituent documents. The Responsible Entity will seek to allocate net income having regard to the Units held by Unitholders, entitlements to income and capital, as well as cash distributions made to such Unitholders during the relevant period. Under the AMIT provisions, a Unitholder may be taxable on their share of the Trust's net income prior to receiving distributions from the Trust.

13.3.2 Distributions – Non-AMIT

Provided that the Trust is treated as a flow-through vehicle, Unitholders will be assessed on the taxable income derived by the Trust, based on their proportionate share of the annual income of the Trust that is distributed to them in that income year. Unitholders will be required to include their share of taxable income in their tax return.

13.3.3 Foreign income

The Trust may derive foreign sourced income that might be subject to foreign tax. Australian resident Unitholders should include their share of both foreign income and the amount of any foreign tax withheld in their assessable income. In such circumstances, Unitholders may be entitled to a Foreign Income Tax Offset (**FITO**) for the foreign tax paid, against the Australian tax payable on the foreign sourced income. FITO's that are not utilised cannot be carried forward to a future income year.

13.3.4 Non-assessable distribution payments – AMIT

Under the AMIT provisions, a Unitholder's cost base in their Units held is increased where net income is allocated to them. The cost base is decreased where cash distribution entitlements are made to the Unitholder in respect of their Units, irrespective of whether the amounts distributed are classified as income or capital. Additional reductions are made for certain tax offsets, such as FITOs.

The net annual tax cost base adjustment amount will be detailed in an AMMA tax statement, which will be sent annually to Unitholders after year-end.

13.3.5 Non-assessable distribution payments – Non-AMIT

Tax-deferred distributions may occur where the Trust distributes an amount of cash that exceeds the taxable income allocated to a Unitholder. Certain tax-deferred distributions that are not assessable to a Unitholder result in a reduction in the cost base of the Units held by the Unitholder. A capital gain will arise where those tax-deferred distributions exceed the cost base of the Units.

13.3.6 Disposal of Units by Australian resident Unitholders

If an Australian resident Unitholder transfers their units in the Trust, this will constitute a disposal for Capital Gains Tax (**CGT**) purposes.

Where a Unitholder holds their units in the Trust on capital account, a capital gain or loss on the disposal may arise and each Unitholder should calculate their capital gain or loss according to their own particular facts and circumstances. As noted above, proceeds on disposal may include a component of distributable income. In calculating the taxable amount of a capital gain, a discount of 50% for individuals and trusts or 33.33% for

complying Australian superannuation funds may be allowed where the units in the Trust have been held for 12 months or more. No CGT discount is available to corporate Unitholders.

Any capital losses arising from the disposal of the investment may be used to offset other capital gains the Unitholder may have derived. Net capital losses may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income.

13.3.7 GST

The Trust will be registered for GST. The acquisition and disposal of units in the Trust by Unitholders should not be subject to GST. Similarly, the distributions paid by the Trust should not be subject to GST. GST is payable on some ongoing expenses, however the Trust may be able to claim a RITC of at least 55% of the GST paid, depending on the precise nature of the expenses incurred. All fees and expenses are quoted inclusive of GST.

13.3.8 Duty

The issue or transfer of Units should not attract any duty. Unitholders should confirm the duty consequences of transferring units with their taxation adviser.

13.3.9 Tax File Number 'TFN' and Australian Business Number 'ABN'

As the Trust will be an investment body for income tax purposes, the Trust will be required to obtain a TFN or ABN in certain cases from Unitholders.

It is not compulsory for a Unitholder to quote their TFN or ABN. If a Unitholder is making this investment in the course of a business or enterprise, the Unitholder may quote an ABN instead of a TFN. Failure by a Unitholder to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus levies, on gross payments including distributions of income to the Unitholder. The Unitholder may be able to claim a credit in their tax return for any TFN or ABN tax withheld. Collection of TFNs is permitted under taxation and privacy legislation.

13.3.10 Foreign Account Tax Compliance Act 'FATCA'

In compliance with the US income tax laws commonly referred to as the FATCA and the Intergovernmental Agreement signed with the Australian Government in relation to FATCA, the Trust will be required to provide information to the ATO in relation to:

- (a) Unitholders that are US citizens or residents;
- (b) entities controlled by US persons; and
- (c) financial institutions that do not comply with FATCA.

The Trust is intending to conduct its appropriate due diligence (as required). Where the Trust's Unitholders do not provide appropriate information to the Trust, the Trust will also be required to report those accounts to the ATO.

13.3.11 Common Reporting Standard 'CRS'

The CRS is the single global standard for the collection, reporting and exchange of financial account information of non-residents, which applies to calendar years ending after 1 July 2017. The CRS is similar to FATCA, whereby the Responsible Entity will need to collect and report similar financial account information of all non-residents to the ATO. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

13.3.12 Annual Investment Income Report 'AIIR'

The Responsible Entity is required to lodge annually an AIIR to the ATO containing Unitholder identity details and investment income paid to Unitholders for the relevant financial year.

13.4 Taxation implications of an investment in the Trust for New Zealand resident Unitholders

As the Trust is a unit trust, it is considered to be a company for New Zealand tax purposes. It follows that any units held in the Trust are treated as a direct income interest in a foreign company, and therefore an attributing interest in a foreign investment fund (FIF) for New Zealand tax purposes. Therefore New Zealand tax resident Unitholders (each a New Zealand Unitholder) will need to apply the FIF rules to establish the New Zealand tax treatment that will apply to the Units they hold.

If a New Zealand Unitholder's Units are an 'attributing interest' under the FIF rules, depending on the method available or used the Unitholder would be required to pay New Zealand tax on unrealised gains and distributions capped at a deemed amount of 5% per annum. Any realised amounts they actually receive in relation to their Units (including cash distributions and proceeds from the sale of their Units) will not be separately taxed.

For many New Zealand Unitholders their Units are likely to be an attributing interest for the purposes of the FIF rules. There are, however, various legislative exclusions where FIF interests are expressly excluded from being attributing interests under the FIF rules. In particular, a de minimis exclusion applies to a natural person where the total cost of all attributing FIF interests is not more than NZ\$50,000. Different tax rules will apply if a New Zealand Unitholder's Units are not an attributing interest.

If a New Zealand Unitholder's Units are not an attributing interest under the FIF rules, the Unitholder will be taxed on a realisation basis. Any ongoing distributions they receive in relation to their Units will generally be taxable as dividends when they are received. However, as New Zealand does not have a formal capital gains tax, any amounts a New Zealand Unitholder receives from disposing of their Units will generally not be subject to New Zealand income tax unless the Unitholder holds their Units on 'revenue account'. A New Zealand Unitholder will hold their Units on revenue account if they hold their Units as part of a share dealing business, the Units were acquired with a dominant purpose of disposal, or the Units are being disposed of as part of a profit-making undertaking or scheme. New Zealand resident Unitholders will not be subject to Australian CGT on a capital gain (or loss) on the disposal of Units in the Trust unless:

- The New Zealand resident holds more than 10% of the Units in the Trust or has held more than 10% for at least 12 months in the prior two years; and
- Broadly, more than 50% of the Trust's assets (by market value) are represented by 'taxable Australian real property'.

Distributions received by New Zealand resident Unitholders from the Trust may be subject to Australian tax obligations.

New Zealand Unitholders should seek their own professional advice regarding the taxation implications of investing in the Trust.

14. ADDITIONAL INFORMATION

14.1 Capital structure

The capital structure of the Trust as at the date of this PDS and immediately following completion of the Offer is set out below.

Class of Units	Number of units currently on issue	Following Completion of the Offer	
		Number of units based on Minimum Subscription	Number of units based on Maximum Subscription
Ordinary units	1	75,000,000	250,000,000

14.2 Rights and obligations attaching to the Units

The rights and liabilities attaching to ownership of Units arise from a combination of the Constitution, the Corporations Act, Listing Rules and general law. A summary of the significant rights and liabilities attaching to the Units and a description of the material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Unitholders.

If you invest in the Trust, you agree to be bound by the terms of the PDS and the Constitution. Copies of the Constitution are available, free of charge, on request from the Responsible Entity at www.nb.com/NBI. Please consider the Constitution before investing in the Trust.

Units

Applicants will be issued Units in the Trust under the Offer, which are ordinary units in the Trust. No other class of unit in the Trust will be on issue at the time of Listing.

The Responsible Entity may issue additional Units subsequent to the Offer, subject to the Corporations Act and the Listing Rules:

- at "market price" while quoted on the ASX;
- for pro-rata rights issues, at NTA per Unit or a discount to it; and
- at a discount potentially (determined by the Responsible Entity), for placements, interest purchase plans and reinvestment plans.

Class Accounts

Subject to the rights, obligations and restrictions of a class of units, each unit represents an equal undivided fractional beneficial interest in the assets of the Trust attributable to that class as a whole subject to liabilities attributable to that class, but does not give unitholders an interest in any particular asset of the Trust.

The Responsible Entity must establish a separate class account in the books of the Trust for each class of units in the Trust ("**Class Account**"). Each class account will initially be credited with the proceeds of issue attributable to the units of the class and credited with any subsequent asset attributable to the class and debited for any liability attributable to the class.

Income and distributions

The income for a particular class of units is the net income attributable to each class of units based on the Class Account for the relevant class of units that is available for distribution for that period. Such income will be distributed equally among all unit holders in the relevant class of units.

Winding up

On a winding up of the Trust, holders of a particular class of units are entitled to a pro rata proportion of the realised pool of assets relating to that particular class of units (after taking account of liabilities of the Trust).

Redemption of units

While the Trust is listed on the ASX, units are not able to be redeemed, except under a Buy-Back, which satisfies the Corporations Act and the Listing Rules. Any units acquired by the Responsible Entity under a buy-back (if implemented) will be immediately cancelled, as required by the Corporations Act.

Meetings of unitholders and voting

Meetings are to be held in accordance with the Corporations Act. The Responsible Entity may convene and arrange to hold a general meeting of the Trust whenever it thinks fit and must do so if required under the Corporations Act. Voting at a general meeting is by a show of hands unless a poll is validly demanded. On a show of hands each unitholder (and each proxy, attorney or representative) has one vote, and on a poll, each unitholder (and each proxy, attorney or representative) has one vote for each dollar value of units held. For voting purposes, the value of a unit in the Trust is the last sale price on the ASX on the trading day immediately before the day on which the poll is taken.

Holders of ordinary Units and Class C Units (if any) have the same voting rights, other than on matters affecting the rights of a particular class of unitholders as noted further below.

U.S. Persons

U.S. Persons are prohibited from acquiring units in the Trust. The Responsible Entity can request the disposal of Units held by U.S. Persons. This is to ensure that the Trust does not breach rules in other countries relating to the Trust.

Small holdings

As permitted under the Listing Rules, the Trust may purchase "small holdings" of units comprising units worth a total of less than \$500. It must give notice to the Unitholder, and give the Unitholder time to object. This is to avoid the administrative cost and inconvenience of maintaining a register of multiple small holdings.

Amendment of Constitution and variation of class rights

The Constitution may be amended by either a resolution passed by a majority of the unitholders, or by deed executed by the Responsible Entity where it reasonably believes the change will not adversely affect unitholders' rights. If the Responsible Entity reasonably considers the amendment will adversely affect the unitholders' rights of a particular class of units, a resolution of the unitholders of the affected class is also required and must be passed by 75% of the votes cast by unitholders of that class entitled to vote on such resolution.

Other classes of units including Class C Units

Pursuant to the Constitution, the Responsible Entity may issue another class of units other than the class of units the subject of this Offer.

The Constitution contains provisions that permit the Responsible Entity to issue Class C Units from time to time. The Responsible Entity may issue Class C Units in relation to any further fund raising subsequent to the Offer. Class C Units will have the same rights, restrictions and obligations as Units and will rank equally with the Units, other than conversion rights, distribution rights and rights on termination of trust as discussed in further detail below.

Class C Units are units which are proposed to convert into Units when a specified proportion of the net proceeds of issuing such Class C Units have been invested in accordance with the Investment Strategy. Upon issue of any Class C Units, the proceeds will be used to acquire additional assets. The assets acquired by the Trust using the proceeds of the Class C issue will be segregated from the assets of the Trust attributable to the Units. A Class C

Unit will therefore permit the Responsible Entity to raise further capital for the Trust while limiting any dilution of investment returns for existing Unitholders which may otherwise result.

Key terms specific to Class C Units only

The Constitution provides that Class C Units convert to new ordinary Units (i.e. in the same class of units being issued under the Offer) following the earliest of:

- such date as the Responsible Entity may decide is necessary to comply with its obligations in respect of the conversion;
- six months after the date of issue of Class C Units;
- a change of control event in relation to the Trust;
- such date as the Responsible Entity may determine, provided that the Responsible Entity shall, in its discretion, such as where funds raised from the issue of Class C Units have become fully invested; and
- force majeure circumstances.

The Responsible Entity has determined that the Class C Units will convert into Units on the earlier of (a) the funds relating to those Class C Units becoming fully invested and (b) the date that is 6 months after the Class C Units are issued.

The number of Units that Class C Unitholders will become entitled to on conversion will be determined on the basis of the ratio of the net asset value per Class C Unit to the net asset value per ordinary Unit on the relevant conversion date (**Conversion Ratio**).

Until funds raised from any relevant secondary capital raising are fully invested, Class C Unitholders will only receive such distributions, if any, as the Responsible Entity determines are payable out of the assets attributable to such Class C Units.

Further details relating to any Class C Units that the Responsible Entity determines to issue in the future, will be provided in the offer document at the time of offer of those Class C Units.

The Constitution also contains provisions governing the Responsible Entity's powers and duties. Below is a list of some of these key powers and duties. The Constitution entitles the Responsible Entity to charge certain fees and recover expenses (refer to Section 10 for further details).

Management of the Trust

Subject to the Corporations Act and the Listing Rules, the Responsible Entity has broad powers to invest, borrow and generally manage the Trust, and power to issue units and financial instruments, borrow money and register (including being able to decline to register) transfers of units. The Responsible Entity has the power to buy and sell assets of the Trust and can enter into contracts. The Responsible Entity can also delegate its powers and duties.

In accordance with the Constitution of the Trust, the Corporations Act, Listing Rules and general trust law, the Responsible Entity must:

- act in the best interest of unitholders and, if there is a conflict between unitholders' interests and its own, give priority to unitholders;
- ensure the property of the Trust is clearly identified, held separately from other funds and the Responsible Entity's assets, and is valued regularly;
- ensure payments from the Trust's property are made in accordance with the Constitution and the Corporations Act; and
- report to ASIC any significant breach of the Corporations Act in relation to the Trust.

Replacement and removal of Responsible Entity

The Responsible Entity may retire if it chooses provided that it must call a meeting of the unitholders to explain its reason to retire and to enable the unitholders to vote on a resolution to choose a company to be the new responsible entity.

The Responsible Entity must retire when required by law, for example, by way of resolution of unitholders under section 601FM of the Corporations Act.

Term of the Trust

The Trust is an open-ended unit trust. The Trust will terminate upon the earlier of (among other things) an extraordinary resolution of the unitholders resolving such or as notified by the Responsible Entity to unitholders.

14.3 Complaints resolution

The Responsible Entity seeks to resolve complaints in relation to the management of the Trust to the satisfaction of Unitholders. If a Unitholder wishes to lodge a formal complaint please write to:

Mail: Complaints Officer - Enterprise Risk
Equity Trustees Limited
GPO Box 2307
Melbourne, Victoria, 3001, Australia
Email: compliance@eqt.com.au

The Responsible Entity will seek to resolve any complaint and will respond within 14 days of receiving the letter.

If the Responsible Entity is unable to resolve your complaint, you may be able to seek assistance from the Financial Ombudsman Services (**FOS**) for complaints lodged before 1 November 2018:

Financial Ombudsman Services
GPO Box 3
Melbourne VIC 3001
Phone: 1800 367 287 (Australia) or +61 3 9613 7366
Email: info@fos.org.au

Please include the EQT FOS membership number with your enquiry: 10395.

FOS is an independent body that can assist you if the Responsible Entity cannot.

From 1 November 2018, the Australian Financial Complaints Authority will take over from FOS in respect of the handling of complaints. All complaints will then need to be sent to:

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
Phone: 1800 931 678
Online: www.afca.org.au
Email: info@afca.org.au

14.4 ASX waivers and confirmations

In connection with the Listing, the Responsible Entity has sought the following waivers and in principle confirmations from ASX in relation to the Trust:

- confirmation that the terms of the Class C Units are appropriate and equitable for the purposes of Listing Rule 6.1; and
- a waiver from ASX Listing Rule 15.16(b) and 15.16(c) to the extent necessary to permit the Manager to act as manager of the Trust's investment portfolio in accordance with the terms of the Management Agreement for an initial period of up to 10 years from the commencement of the Trust.

14.5 Related Party Transactions and Conflicts of Interest

Except as otherwise disclosed in this PDS, the Responsible Entity has not entered into any related party transactions which remain in place or under which the Responsible Entity still has obligations.

Policy for approval of related party transactions

The Board is responsible for reviewing and approving all transactions in which the Responsible Entity is a participant and in which any parties related to the Responsible Entity, including its executive officers, Directors, beneficial owners of more than 5% of the Units, immediate family members of the foregoing persons and any other persons whom the Board determines may be considered related parties of the Responsible Entity, has or will have a direct or indirect material interest.

The Board or its Chairperson, as the case may be, will only approve those related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Trust and its unitholders, after taking into account all available facts and circumstances as the Board or its Chairperson determines in good faith to be necessary. Transactions with related parties will also be subject to unitholder approval to the extent required by the Listing Rules.

Investment Advisory Agreements

The Manager has entered into an Investment Advisory Agreement with each of the Investment Advisers, Neuberger Berman Europe Limited ("**NB Europe**") and Neuberger Berman Investment Advisers LLC ("**NB Investment Advisers**"). The Investment Advisers have been delegated certain investment management duties in relation to the Trust (including foreign currency hedging). For further details on NB Europe and NB Investment Advisers, refer to Section 5.1.

The Manager and the Investment Advisers are related parties of each other due to being indirectly controlled by Neuberger Berman Group LLC. Each of NB Europe and NB Investment Advisers is permitted under its Investment Advisory Agreement to sub-contract the performance of its services to affiliates. Neuberger Berman and the Responsible Entity are not related parties. No other service providers to the Trust are related to Neuberger Berman or the Responsible Entity.

Trade Allocation

The Investment Advisers are subject to trade allocation and rotation policies which require that allocation decisions be made on a basis that is "fair and equitable" to all portfolios managed by the Investment Team, in accordance with applicable investment and regulatory restrictions. As such, the policies aim to ensure that all portfolios managed by the Investment Team are treated in a manner consistent with other portfolios managed by the Investment Team, sharing a similar investment strategy.

14.6 Consents

Each of the parties listed below has given and has not, before the issue of this PDS, withdrawn its written consent to being named in the PDS and to the inclusion, in the form and context in which it is included, of any information described below as being included with its consent. None of the parties referred to below has caused the issue of this PDS.

- **Evans and Partners Limited ("**Evans Dixon**")** has consented to being named as a Lead Arranger and Joint Lead Manager to the Offer, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Evans Dixon;

- **Morgans Financial Limited (“Morgans”)** has consented to being named as a Lead Arranger and Joint Lead Manager to the Offer, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Morgans;
- **National Australia Bank Limited (“NAB”)** has consented to being named as a Lead Arranger and Joint Lead Manager to the Offer, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by NAB;
- **Ord Minnett Limited (“Ord Minnett”)** has consented to being named as a Lead Arranger and Joint Lead Manager to the Offer, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Ord Minnett;
- **Bell Potter Securities Limited** has consented to being named as Joint Lead Manager to the Offer, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Bell Potter Securities Limited;
- **Shaw and Partners Limited** has consented to being named as Co-Lead Manager to the Offer, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Shaw and Partners Limited;
- **Neuberger Berman Australia Pty Limited**, the Manager, has consented to being named as Manager and to statements regarding its role as Manager and its business, but it does not make any other statement in this PDS, nor is any other statement in this PDS based on any statement by the Manager;
- **Neuberger Berman Europe Limited (“NB Europe”)**, an Investment Adviser, has consented to being named as an Investment Adviser and to statements regarding its role as an Investment Adviser, its business and the Investment Strategy, but it does not make any other statement in the PDS, nor is any other statement in this PDS based on any statement by the NB Europe;
- **Neuberger Berman Investment Advisers LLC (“NB Investment Advisers”)**, an Investment Adviser, has consented to being named as an Investment Adviser and to statements regarding its role as an Investment Adviser, its business and the Investment Strategy, but it does not make any other statement in the PDS, nor is any other statement in this PDS based on any statement by NB Investment Advisers;
- **JPMorgan Chase Bank, National Association (“JPMorgan”)**, has consented to being named in the Directory and elsewhere in this PDS as the fund administrator and custodian for the Trust, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by JPMorgan as administrator and custodian of the Trust;
- **Boardroom Pty Limited** has consented to being named in the Directory and elsewhere in this PDS as the Unit Registry for the Trust. Boardroom Pty Limited has had no involvement in the preparation of any part of the PDS other than being named as Unit Registry to the Trust. Boardroom Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the PDS;
- **Corrs Chambers Westgarth (“Corrs”)** has consented to being named in the Directory of this PDS as the Australian legal adviser to the Manager (and in respect of certain matters, the Responsible Entity), but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Corrs;
- **Kensington Swan** has consented to being named in the Directory of this PDS as the New Zealand legal adviser to the Responsible Entity, but it does not make any statement in this PDS, nor is any statement in this PDS based on any statement by Kensington Swan;

- **Pitcher Partners Sydney Corporate Finance Pty Ltd** has consented to being named in the Directory of this PDS as the Responsible Entity's Investigating Accountant and to the inclusion of its Independent Limited Assurance Report on pro forma financial information in Section 7 in the form and context in which it appears, but it does not make any other statement in the PDS, nor in any statement in this PDS based on any other statement by Pitcher Partners Sydney Corporate Finance Pty Ltd;
- **PPNSW Services Pty Ltd**, has consented to being named in the Directory and elsewhere in this PDS as the tax adviser to the Responsible Entity, but it does not make any statement in this PDS, nor is any statement in this PDS based on any other statement by PPNSW Services Pty Ltd; and
- **PricewaterhouseCoopers**, has consented to being named in the Directory and elsewhere in this PDS as the auditor for the Trust, but it does not make any statement in this PDS, nor is any statement in this PDS based on any other statement by PricewaterhouseCoopers.

Part 7.9 of the Corporations Act imposes a liability regime on the Responsible Entity (as the offeror of the Units), the Directors of the Responsible Entity, persons named in this PDS with their consent as having made a statement in this PDS and persons involved in a contravention in relation to this PDS with regard to misleading or deceptive statements made in the PDS. Although the Responsible Entity bears primary responsibility for this PDS, other parties involved in the preparation of this PDS can also be responsible for certain statements made in it.

In light of the above, each of the parties referred to above, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this PDS other than the reference to its name and any statement or report included in this PDS with the consent of that party as described above.

14.7 Legal proceedings

To the knowledge of the Directors, there is no material current, pending or threatened litigation with which the Responsible Entity, in its capacity as responsible entity, or the Trust is directly or indirectly involved.

14.8 Anti-Money Laundering and Counter Terrorism Financing ("AML/CTF")

Australia's AML/CTF laws require the Responsible Entity to adopt and maintain an AML/CTF Program. A fundamental part of the AML/CTF Program is that the Responsible Entity knows certain information about investors in the Trust. To meet this legal requirement, we need to collect certain identification information and documentation ("**KYC Documents**") from new investors. Existing investors may also be asked to provide KYC Documents as part of a re-identification process to comply with AML/CTF laws. Processing of applications will be delayed or refused if investors do not provide the applicable KYC Documents when requested. Under the AML/CTF laws, the Responsible Entity is required to submit regulatory reports to AUSTRAC. This may include the disclosure of your personal information. The Responsible Entity may not be able to tell you when this occurs.

14.9 Statement of Directors

Other than as set out in this PDS, the Directors report that after due enquiries by them there have not been any circumstances that have arisen or that have materially affected or will materially affect the assets and liabilities, financial position, profits or losses or prospects of the Trust, other than as disclosed in this PDS

Each Director has authorised the issue of this PDS and has consented to the lodgement of this PDS with ASIC and has not withdrawn that consent.

14.10 Investor considerations

Before deciding to participate in this Offer, you should consider whether the Units to be issued are a suitable investment for you. There are general risks associated with any investment in the stock market. The value of Units listed on ASX may rise or fall depending on a range of factors beyond the control of the Responsible Entity.

If you are in doubt as to the course you should follow, you should seek advice on the matters contained in this PDS from a stockbroker, solicitor, accountant or other professional adviser.

The potential tax effects relating to the Offer will vary between investors. Investors are urged to consider the possible tax consequences of participating in the Offer by consulting a professional tax adviser and reviewing Section 13 of this PDS.

15. Glossary of Industry Terms

active management	Refers to a style of management where the investment manager actively makes specific investment decisions with the intention of outperforming a particular benchmark, objective and/or target. Active investment strategies are generally constrained within specific investment guidelines and/or risk limits.
bond	A type of debt security.
bottom-up investing	An investment approach where the focus is on the analysis of individual companies with less emphasis on broader economic and market cycle themes.
cash	Cash and short-term securities include cash, deposits and short-term bank bills. Cash traditionally produces a stable investment return (through the payment of interest).
coupon	The interest payments a bondholder receives until maturity of the debt security.
corporate bond	A bond issued by a company, as distinct from a government bond.
credit investment	A debt security or derivative that has credit risk.
credit rating	<p>For the purposes of a debt security, the rating assigned by a credit rating agency to represent the issuer's (borrower's) creditworthiness: that is, its ability to make interest payments and repay the principal amount borrowed. Higher rated borrowers with an investment grade rating generally allow companies to reduce the interest rates (e.g. coupon amount) that they pay on their debt when compared with lower rated borrowers.</p> <p>Particular ratings have different meanings, based on the particular credit rating agency. In broad terms, a BB rated bond has a lower risk of non-payment compared to a B rated bond, which in turn has a lower risk of non-payment compared to a CCC rated bond (which is considered to be of low credit quality).</p>
credit rating agency	includes rating agencies that provide ratings in relation to corporate bonds, and include Moody's, Standard & Poor's or Fitch.
credit/default risk	The risk of loss of principal or loss of a financial reward stemming from a borrower's failure to repay a loan or otherwise meet a contractual obligation.
debt security	A financial instrument that is an obligation of its issuer (also referred to as the borrower) to make payments (generally, interest and, at the end of its term, principal) to the holder (also referred to as the creditor) of the instrument in return for the initial principal amount (i.e. loan) paid to the issuer by the holder for the debt security, e.g. a bond, loan or note. The terms of the instrument define the interest payment terms, maturity date for repayment of the principal and investor protections. Debt securities can be bought and sold between parties either over-the-counter or on an exchange. Examples of debt securities include government bonds, investment grade corporate bonds and non-investment grade corporate bonds (e.g. high yield bonds).

duration	Duration is a measure of the sensitivity of the price, i.e. the value of principal, of a fixed income security to a change in interest rates. Duration is expressed as a number of years, but should not be confused with maturity. Bond prices are said to have an inverse relationship with interest rates. Therefore, rising interest rates indicate bond prices are likely to fall, while declining interest rates indicate bond prices are likely to rise.
EBITDA	A company's earnings before interest, taxes, depreciation and amortisation. It is one indicator of a company's financial performance and is used as a proxy for the earning potential of a business,
Fallen Angel	An investment grade company that has subsequently had its credit rating downgraded to non-investment grade.
Fitch	Fitch Ratings Inc.
fixed income security	A debt security which makes interest payments based on a fixed rate that is set at the time of issuance. The market value of fixed income securities can be affected by changes in market interest rates.
full market cycle	A cycle is a broad term referring to trends or patterns that emerge during different market or business environments. More specifically, a full market cycle, as referred to in this PDS, is a period beginning with either the high or low point for a financial market followed by a corresponding low or high point, as the case may be, and then ending when the market next achieves or exceeds the initial high or low point.
government bond	A bond issued by a government or government agency. It is a broad category of bonds, which includes sovereign bonds and subcomponents such as agency and "quasi-government" bonds, and local government bonds. The U.S., Japan and Europe have historically been the biggest issuers in the government bond market.
Global High Yield Market	The universe of constituents of the ICE BofAML Global High Yield Index.
high yield bond	A non-investment grade corporate bond. Because of the higher risk of default, these bonds pay a higher yield than investment grade bonds.
interest rate risk	When market interest rates rise, the market value of fixed income securities (such as bonds) declines. Similarly, when market interest rates decline, the market value of fixed income securities increases.
investment grade	A credit rating of BBB-/Baa3 or better assigned by a credit rating agency. Higher rated borrowers with an investment grade rating generally allow companies to pay lower interest rates (e.g. coupon amount) on their debt when compared with lower rated borrowers.
issuer	The entity (i.e. borrower) issuing a debt security.
maturity	The number of years left until a debt security repays its principal to the holder.
Moody's	Moody's Investors Service

Non-investment grade	A credit rating of below BBB-/Baa3 as assigned by a credit rating agency or unrated. Non-investment grade borrowers (e.g. issuers of high yield bonds) generally pay higher interest rates than higher rated borrowers.
S&P	Standard & Poor's Financial Services LLC
sovereign bond	A bond issued and generally backed by a central government, e.g. U.S Treasuries.
top-down investing	An investment approach that focuses on broader economic and market cycle themes in an attempt to identify investment sectors that are forecasted to outperform the market (not the individual company or companies).
yield	The income returned on an investment, such as the interest received from holding a debt security or a dividend received from holding an equity security (e.g. share). The yield is usually expressed as an annual percentage rate based on the investment's cost, current market value or face value.

16. Defined Terms

In this PDS:

\$ or AUD	Australian dollars.
Administrator	JPMorgan.
AEDT	Australian Eastern Daylight Time.
AEST	Australian Eastern Standard Time.
AIFRS	Australian International Financial Reporting Standards.
AFSL	Australian Financial Services Licence.
Allotment Date	The date on which the Units are allotted under the Offer.
Applicant	A person who submits a valid Application Form and required Application Amount pursuant to this PDS.
Application	An application for Units under this PDS.
Application Amount	Subscription money submitted by Applicants under the Offer.
Application Form	The application form attached to or accompanying this PDS for investors to apply for Units under the Offer.
Appointment Agreement	The agreement between the Responsible Entity and JPMorgan, appointing JPMorgan as custodian and administrator for the Trust. See Section 12.4 for further details.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the market it operates, as the context requires.
ASX Corporate Governance Principles and Recommendations (or ASX Recommendations)	The corporate governance principles and recommendations of the ASX Corporate Governance Council as at the date of this PDS.
ATO	The Australian Taxation Office.
Bell Potter	Bell Potter Securities Limited (ABN 25 006 390 772, AFSL 243480).
Board	The board of directors of the Responsible Entity.

Broker	Any ASX participating organisation selected by the Joint Lead Managers in consultation with the Responsible Entity to act as a broker to the Offer.
Broker Firm Offer	Has the meaning ascribed to that term in Section 11.
Business Day	A day, other than a Saturday, Sunday or public holiday on which Australian banks are open for business in Sydney Australia.
Buy-Back	An on-market buy-back of Units, which may be implemented by the Responsible Entity as detailed in Section 2.10.
Class C Unit	Any unit of such class in the Trust issued on terms granted under the Constitution for "C Units" as ascribed under the Constitution (not "Units"). Refer to Section 14.2 for further details.
Class C Unitholder	A registered holder of a Class C Unit.
Closing Date	The date that the Offer closes.
Co-Managers	Bell Potter and Shaw and Partners, individually a Co-Manager .
Constitution	The constitution of the Trust.
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
CRN	Customer Reference Number.
Custodian	JPMorgan.
Derivatives	Generally, a financial contract whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index. Derivatives may relate to securities, bonds, interest rates, currencies or currency exchange rates, commodities, and related indexes. Examples include options contracts, futures contracts, options on futures contracts and swap agreements.
Directors	The directors (including any alternate directors) of the Responsible Entity as at the date of this PDS.
Distributable Earnings	The cash available for distribution, being net profit attributable to the class of units, adjusted for non-cash items and one-off and non-recurring items.
Euros	The single European currency.
Evans Dixon	Evans Dixon Corporate, a division of Evans and Partners Pty Ltd (ABN 85 125 338 785, AFSL 318075)
Exposure Period	The seven day period after the date of lodgement of the PDS with ASIC (as extended by ASIC (if applicable)).
FATCA	The U.S. Foreign Account Tax Compliances Act

General Offer	Has the meaning ascribed to that term in Section 11.
Global High Yield	Has the meaning ascribed to that term in Section 4.1.
Income Tax Assessment Act	The <i>Income Tax Assessment Act 1936</i> (Cth) and the <i>Income Tax Assessment Act 1997</i> (Cth).
Institutional Applicant	An Applicant to whom offers or invitations in respect of units can be made without the need for a product disclosure statement (or other formality, other than a formality which the Responsible Entity is willing to comply with), including in Australia persons to whom offers or invitations can be made without the need for a product disclosure statement under section 1012D of the Corporations Act (disregarding section 1012DAA), and excluding a retail client within the meaning of section 761G of the Corporations Act.
Investment Advisers	NB Europe and NB Investment Advisers, individually an Investment Adviser.
Investment Advisory Agreement	The agreement by which an Investment Adviser is engaged by the Manager to undertake certain investment management duties in relation to the Trust.
Investment Strategy	The investment objectives, investment strategies, investment guidelines, permitted investments and elements of investment of the Trust as detailed in this PDS, in particular Sections 2 and 4.
Investment Team	The team of investment professionals responsible for the investment and management of the Trust as described in Section 5.1.3 of this PDS.
Joint Lead Managers	Evans Dixon, Morgans, NAB and Ord Minnett, individually a Joint Lead Manager.
JPMorgan	JPMorgan Chase Bank, National Association (ABN 43 074 112 011).
Lead Arrangers	Evans Dixon, Morgans, NAB and Ord Minnett, individually a Lead Arranger.
Listing	The Trust's admission to the official list of ASX and the official quotation of the Units by ASX becoming effective.
Listing Rules	The official Listing Rules of ASX as amended or waived from time to time.
Manager	Neuberger Berman Australia Pty Limited (ABN 90 146 033 801, AFSL 391401), the manager of the Trust.
Management Agreement	The agreement between the Responsible Entity and the Manager appointing the Manager to manage the Trust, as summarised in Section 12.1.
Maximum Subscription	The maximum amount being sought by the Responsible Entity under the Offer, being \$500,000,000.
Minimum Subscription	The minimum subscription being sought by the Responsible Entity under the Offer, being \$150,000,000.

NB GLOBAL CORPORATE INCOME TRUST

Morgans	Morgans Financial Limited (ABN 49 010 669 726, AFSL 235410).
NAB	National Australia Bank Limited (ABN 12 004 044 937, AFSL 230686).
NAV	Net Asset Value.
NAV per Unit	Net Asset Value Backing per Unit
NB Europe	Neuberger Berman Europe Limited, a UK private limited company authorised and regulated by the UK Financial Conduct Authority and registered with the U.S. Securities and Exchange Commission.
NB Investment Advisers	Neuberger Berman Investment Advisers LLC, a Delaware limited liability company registered with the U.S. Securities and Exchange Commission.
Net Asset Value	As it relates to the Trust is equal to its assets, less liabilities and accrued but unpaid expenses and reasonable reserves.
Net Tangible Asset Backing	As defined under and calculated in accordance with the Listing Rules in relation to a class of units, is the value of the total assets attributable to that class of units reduced by the intangible assets and total liabilities attributable to that class of units, divided by the number of units in that class.
Neuberger Berman	Neuberger Berman Group LLC, together with its subsidiaries and affiliates, including the Manager and the Investment Advisers.
NTA of the Trust	Aggregate value of the Net Tangible Asset Backing of all units in the Trust.
NTA per Unit	Net Tangible Asset Backing per Unit.
Offer	The offer of Units to raise up to \$500,000,000.
Offer Management Agreement	The agreement between the Responsible Entity, the Manager and the Joint Lead Managers in respect of the Offer dated on or around the date of this PDS, a summary of which is included in Section 12.3.
Offer Period	The period during which investors may subscribe for Units under the Offer.
Official List	As referred to in the Listing Rules, it is the list of names of securities permitted quotation and, trading, on the ASX.
Ord Minnett	Ord Minnett Limited (ABN 86 002 733 048, AFSL 237121).
OTC Derivatives	Over-the-counter Derivatives.
Oversubscriptions	The Responsible Entity reserves the right to accept oversubscriptions in excess of the Maximum Subscription.
PDS	This product disclosure statement dated 6 August 2018 for the issue of Units to raise up to \$500,000,000 (including the electronic form of this PDS).

NB GLOBAL CORPORATE INCOME TRUST

Portfolio	The portfolio of investments of the Trust from time-to-time.
Responsible Entity	Equity Trustees Limited (ABN 46 004 031 298, AFSL 240975).
Retail Applicant	An Applicant who is not an Institutional Applicant.
Shaw and Partners	Shaw and Partners Limited (ABN 24 003 221 583, AFSL 236048).
SMSF	Self-managed superannuation fund.
Subscription Price	The amount payable by Applicants to the Responsible Entity for the issue of Units under the Offer being \$2.00 per Unit.
Target Distribution	The target distribution as described in section 2.4.
Trust	NB Global Corporate Income Trust ARSN 627 297 241.
Unit	An ordinary unit (for the avoidance of doubt, not a Class C Unit).
unit	Any fully paid class of unit in the Trust (including both a Unit and a Class C Unit).
Unitholder	A registered holder of a Unit.
unitholder	A registered holder of any unit.
Unit Registry	Boardroom Pty Limited (ABN 14 003 209 836).
United States or U.S.	United States of America.
US\$ or U.S. dollars	United States dollars.
U.S. Person	Means a “U.S. Person” as defined in Rule 902 in Regulation S under the Securities Act of 1933, of the United States.
Valuation Policy	The Responsible Entity’s group valuation policy.
Wholesale Client	Has the meaning given by section 761G of the Corporations Act.

DIRECTORY

RESPONSIBLE ENTITY

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AFS Licence No 240975

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LEAD ARRANGERS AND JOINT LEAD MANAGERS

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Melbourne VIC 3000

Morgans Financial Limited

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123 Eagle Street

Brisbane QLD 4000

National Australia Bank Limited

Level 25, NAB House

255 George Street

Sydney NSW 2000

Ord Minnett Limited

Level 8, NAB House

255 George Street

Sydney NSW 2000

CO-MANAGERS

Bell Potter

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Melbourne VIC 3000

Shaw and Partners

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LEGAL ADVISERS

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Sydney NSW 2000

TAX ADVISER

PPNSW Services Pty Ltd

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19 Martin Place

Sydney NSW 2000

ADMINISTRATOR AND CUSTODIAN

JPMorgan Chase Bank, NA (Sydney Branch)

Level 18, 85 Castlereagh Street

Sydney NSW 2000

UNIT REGISTRY

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Grosvenor House

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Sydney NSW 200