The Fund is a Complex Product and investors should exercise caution in relation to investment in the Shares.

An investment in the Fund involves significant risks and is only suitable for investors who are capable of evaluating the merits and risks of such an investment and who have sufficient resources to be able to bear any losses (which may be equal to the whole amount invested) which may result from such an investment. Accordingly, potential investors should review carefully and evaluate the risks and the other information contained in this Document before making a decision to invest in the Fund. If in any doubt, potential investors should immediately seek their own personal financial advice from an independent and appropriately authorised/licensed professional adviser who specialises in advising on the dealing or acquisition of shares and other securities or other advisers such as legal advisers and accountants.

If any of the following risks actually occur, the business, financial condition, capital resources, results and/or future operations of the Fund could be materially and adversely affected. In such circumstances, the trading price of the Shares could decline and investors may lose all or part of their investment. Additional risks and uncertainties not currently known may also have an adverse effect on the Fund.

The Fund Directors believe that the risks described below are the material risks relating to the Fund and its industry at the date of this Document. Additional risks and uncertainties not currently known to the Fund Directors, or that the Fund Directors deem to be immaterial at the date of this Document, may also have an adverse effect on the performance of the Fund and the value of the Shares. Potential investors should review this Document carefully and in its entirety and consult with their professional advisers before making an application to deal or invest in the Shares.

RISKS RELATING TO THE FUND

The Fund is a closed-ended fund and the Shares may trade at a discount to the Net Asset Value per Share after [REDACTED]

The Fund is a closed-ended fund and no Shareholders may demand redemption of their Shares. In general, closed-ended funds may trade at a discount or at a premium to their net asset value. There is no assurance that the Shares will be traded at a price that is equal to the Net Asset Value per Share. As the market price of the Shares may be determined by factors other than just the Net Asset Value per Share, such as the market supply and demand for the Shares, there is a risk that the Shares will be traded at a discount to the Net Asset Value per Share after [**REDACTED**], and such discount may potentially persist for a prolonged period. In times of market disruption or when there is an insufficient number of buyers and/or sellers of the Shares, the bid/ask spread of the market price of the Shares may widen significantly.

The Fund's target dividend is not guaranteed, and is based on estimates and assumptions that are inherently subject to significant business and economic uncertainties and contingencies, and the actual dividend may be materially lower than the target dividend

The Fund's target dividend set forth in this Document is only a target that is based on estimates and assumptions concerning the performance of the Fund which will be subject to a variety of factors including, without limitation, operating expenses, the availability of investment opportunities, speed of deployment of funds, asset mix, value, volatility, holding periods, performance of underlying portfolio debt issuers and borrowers, investment liquidity, borrower default, debt recovery, changes in current market conditions, interest rates, adverse currency exchange rate movements, government regulations or other policies, the worldwide economic environment, changes in law and taxation (including with respect to trade tariff and quota), natural disasters, terrorism, social unrest and civil disturbances or the occurrence of risks described elsewhere in this Document, which are inherently subject to significant business, economic and market uncertainties and contingencies, all of which are beyond the control of the Fund, Investment Manager and Investment Adviser, and which may adversely affect the Fund's ability to achieve its target dividend. In particular, the Fund will have significant exposure in multiple international jurisdictions, the success of which may be affected by currency volatility and any changes (or inability to make proposed changes) to policies and laws in such jurisdictions.

The Fund's target dividend stated in this Document is expected to be realised from interest and fee income, disposition of investments and capital appreciation. The target dividend is based on the Investment Manager's belief about what dividend may be achievable on Investments that the Fund intends to pursue. While the Investment Manager intends for the Fund to make Investments that have estimated returns commensurate with the risks undertaken, the target net return on Investments is a target only and cannot be guaranteed. Further, the target dividend is based on current market and economic assumptions. The target dividend is also based on models, estimates, and assumptions about performance believed to be reasonable under the circumstances, but actual realised returns on the Investments will depend on, among other factors, the ability to consummate attractive investments, future operating results, the value of the assets and market conditions at the time of disposition, any related transaction costs, and the timing and manner of sale, all of which may differ from the assumptions and circumstances on which the target dividend is based. Accordingly, the actual dividend achieved may be materially lower than the target. A failure to achieve the target dividend set forth in this Document may materially and adversely affect the Fund's business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund and the Investment Manager are both newly established companies and do not have established operating histories for investors to rely on in making an investment decision

The Fund and the Investment Manager were both newly established companies incorporated on [●] 2025 and 10 June 2025 respectively. While the key management team (including the [**REDACTED**]) have the requisite competence and experience to manage the Fund and the Investment Manager has been [**REDACTED**] by the SFC to carry out Type 9 regulated activities, the Investment Manager and the Fund have no operating history by which their respective past performance may be judged, and investors may find it difficult to evaluate their business and prospects. Accordingly, there is no assurance that the Investment Manager will be able to successfully manage the Fund or that the Fund will be able to generate sufficient profits from its investments to make distributions in line with the Investment Manager's ongoing dividend target set out in the section headed "Dividend Policy".

Past performance of the Investment Adviser does not guarantee return on investment

The Investment Adviser's investment experience (and track record) is based on investments made by the Investment Adviser prior to the establishment of the Fund and with respect to other entities. The nature of, and risks associated with, the Fund's future investments may differ substantially from those investments and strategies undertaken historically by the Investment Adviser for such other entities.

The investment environment in which the Fund will operate will be characterised by investment conditions, including local, regional, national and international economic conditions, that will vary from those at the time of past investments originated and recommended by the Investment Adviser. No representation is made as to any return that investors will earn on their investment in the Fund and there can be no assurance that information contained in this Document on the track record of the Investment Adviser will be in any respect indicative of how it will perform (either in terms of profitability or success) in the future.

No assurance of achieving the Fund's investment objective and strategy

Whilst the Investment Policy provides examples of infrastructure debt transactions that the Fund may pursue, prospective investors should be aware that there is no assurance that the Fund will be able to generate returns for its Shareholders or that the returns will be commensurate with the risks of investing in the types of investments described in the Investment Policy. There can be no assurance regarding the timing or amount of any distribution from the Fund, whether paid through dividends, paid out of capital or effectively out of capital, or otherwise. All investments of the Fund involve the risk of loss of capital. Accordingly, an investment in the Fund should only be considered by persons who can afford a loss of their entire investment.

Dividends might be paid out of the Fund's capital or effectively out of the Fund's capital

The Fund may, if the Fund Board think fit, pay dividends out of capital or effectively out of capital by paying dividends out of gross income while all or part of the fees and expenses of the Fund are charged to or paid out of the capital of the Fund. Payment of distributions out of capital or effectively out of capital amounts to a return or withdrawal of part of an investor's original investment or from any capital gains attributable to that original investment.

Any distributions involving payment of dividends out of or effectively out of the Fund's capital may result in an immediate reduction of the Net Asset Value per Share and will reduce the capital available for future investment. In such case, the Fund will have less cash to invest in debt exposures, affecting its ability to pay dividends in the future.

The Fund's investment objective is subject to capital availability and investment execution

The Fund's ability to achieve its investment objective is subject to the Fund having a sufficient level of investment capital from time to time and the ability to deploy such capital into suitable investments in accordance with the Investment Policy. There can be no assurance that the Fund will be able to raise or maintain adequate capital or identify and execute investments that meet its criteria. Any failure to do so may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

The Fund's income is subject to fluctuations in currency exchange rates

The Fund intends to make Investments across a range of currencies including but not limited to GBP, USD, the Euro, and (if applicable) other local currencies in Asia-Pacific including Australia, Hong Kong, Japan, Malaysia, New Zealand, Singapore and South Korea. Changes in currency exchange rates will therefore affect the Fund's income, which is reported in USD. For example, appreciation in USD would decrease the value of non-USD-denominated investment income when translated into USD.

Additionally, in certain cases Borrowers may be exposed to currency exchange rates if, for example, their revenues and expenses are denominated in different currencies. Changes in currency exchange rates may therefore adversely affect the Borrowers' ability to service their debts, which may in turn have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

Appreciation or depreciation in USD could adversely affect the value of non-USD-denominated Investments or make non-USD-denominated Investments more expensive to acquire

As the Fund will hold Investments denominated in currencies other than USD, any appreciation in the value of USD could have a negative effect on the Fund by decreasing the value of these Investments when translated into USD. Conversely, any depreciation in the value of USD could make non-USD Investments more expensive for the Fund to acquire.

Although the Fund may utilise financial instruments to partially hedge against changes in currency exchange rates, it is not obliged to do so and may terminate any hedge contract at any time. Moreover, it may not be possible for the Fund to hedge against a particular change or event at an acceptable price or at all. In addition, there can be no assurance that any attempt to hedge against a particular change or event would be successful, and any such hedging failure could materially and adversely affect the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund's ability to make investments is subject to the availability of appropriate assets

Although the Investment Manager believes that there is substantial availability of investments of the type intended to be made by the Fund, either through acquiring debt instruments in the secondary markets, or through originating new debt instruments, there is no guarantee that such availability will continue to result in sufficient Investments being made in a timely manner, or at all, to allow the Fund to deliver the targeted dividends for Shareholders. When the availability of appropriate assets is lower than expected, it is likely that the Fund will take longer than expected to identify and make Investments in appropriate assets and therefore a greater proportion of the Fund's assets will be held in cash which will generate a much lower return, and thus, could result in a lower dividend for Shareholders than currently envisaged.

As at the date of this Document, the Fund has not entered into any legally binding documentation to acquire any Investments, including with respect to the Illustrative Portfolio. Accordingly, there can be no assurance that any of these Investments will remain available for purchase after [**REDACTED**] in a timely fashion, or at all or, if available, at what price the Investments can be acquired by the Fund. There can be no guarantee that the Fund will ultimately pursue all, or any, of the potential Investments including with respect to the Illustrative Portfolio.

Future Investments unspecified

The Fund has no prior operating history and no Investment has or will be acquired by the Fund prior to [**REDACTED**]. Other than the information provided in this Document, including the illustrative portfolio as more particularly described in the section headed "Illustrative Portfolio", there is no information as to the nature and terms of any Investments that a prospective investor can evaluate when determining whether to invest in the Fund. Investors will not have an opportunity to evaluate for themselves or to approve the Investments. Instead, they will be relying on the ability of the Investment Manager and the Investment Adviser to identify and evaluate the Investments to be made by the Fund. Investments by the Fund may occur over a prolonged period of time, during which the Fund may be exposed to the risks of changes in interest rates and adverse developments in infrastructure debt markets. These factors may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

Competitive market for infrastructure debt opportunities

The activity of identifying, completing, and realising attractive infrastructure debt-related investments has from time to time been highly competitive and involves a high degree of uncertainty. The availability of investment opportunities will generally be subject to market conditions. The Fund will be competing for investment opportunities with many other infrastructure debt investment vehicles, as well as banks, lenders, financial institutions, and other institutional investors, several of which may have greater economic and personnel resources than the Fund, Investment Manager and Investment Adviser, or better relationships with Borrowers and others. Over the past several years, an increasing number of infrastructure debt funds have been formed and others have been consolidated (and many existing funds have grown in size) for the purpose of investing in infrastructure debt. Other funds with a similar investment strategy to that of the Fund may be formed, and further consolidations may occur (resulting in larger funds and vehicles). Consequently, it is possible that competition for appropriate investment opportunities may increase, reducing the number of investment opportunities available to the Fund and adversely affecting the terms upon which Investments can be made.

Investors will not have an opportunity to evaluate for themselves the relevant economic, financial, and other information regarding the Investments to be made by the Fund and, accordingly, will be dependent upon the judgment and ability of the Investment Manager and the Investment Adviser in sourcing transactions and investing and managing the capital of the Fund. There can be no assurance that the Fund will be able to locate, acquire, and complete or exit Investments that satisfy the Fund's target return or realise upon their values, or that it will be able to invest fully its available capital. It is possible that the Fund will not be fully invested at all times if sufficiently attractive Investments are not identified. If the Fund is unable to deploy capital in a timely and efficient manner, this may adversely affect the income received by the Fund and the value of the Fund's assets, and consequently may have a material adverse effect on its Net Asset Value and/or the market price of the Shares.

The yield on Investments is subject to reinvestment risk

To the extent that any Investments prepay or mature or are sold, the Investment Manager will seek to reinvest the proceeds in infrastructure loans in accordance with the Investment Policy. The yield on such Investments will depend on, among other factors, the interest rates, lending spreads and lending fees available at the time, the availability of suitable Investments and on market conditions related to infrastructure lending in general. These factors may result in future Investments having a lower yield or different characteristics (including, but not limited to, coupon, maturity, call features and/or credit quality) than those replaced, or require that funds be maintained in cash or short-term investments pending reinvestment in substitute Investments, which may negatively impact the yield of the Portfolio. Any decrease in the yield of the Portfolio will have the effect of reducing the amount available to pay dividends on the Shares.

Capital gains from the Investments may require significant time to materialise or may not materialise at all

Investments that the Fund makes may not appreciate in value and, in fact, may decline in value. There may be a significant period between the date that the Fund makes an Investment and the date that any capital gain or loss on such Investment is realised. Capital return on the Investments, therefore, may not be realised for a substantial time period, if at all.

The market value of the Fund's Investments may vary over time

The value of the Investments made and intended to be made by the Fund will change from time to time according to a variety of factors, including the performance of the underlying Borrowers (including their actual and perceived financial condition and performance), and expected movements in interest rates, exchange rates, inflation and bond ratings, and general market pricing of similar investments. Such changes may have a material adverse effect on the Fund and the Net Asset Value.

Valuation and liquidity risks associated with illiquid investments

Infrastructure debt investments in loan form are not likely to be actively or publicly traded or freely marketable, and debt investments in bond form may have limited or no secondary market liquidity. Such Investments may therefore be difficult to value or sell and therefore the price that is achievable for the Investments might be uncertain and could be lower than the valuation of these Investments as determined in accordance with the Fund's valuation policy. Under such circumstances, the Net Asset Value and/or the market price of the Shares may be adversely affected.

The use of leverage by the Fund may require the Fund to grant security over the Fund's assets and to comply with financial covenants

The Fund may utilise borrowings for investment purposes, share buybacks, short-term liquidity and general corporate purposes, subject to a maximum permitted leverage of 30% of the Fund's Net Asset Value. Entry into leverage agreements may involve granting of security by the Fund over the Portfolio. Since the Shares are equity instruments, on any insolvency of the Fund, Shareholders would rank below the Fund's financing counterparties, whose claims will be considered as indebtedness of the Fund and may be secured.

The Fund may also be required to provide cash margin to a lender based on market movements in the value of the Portfolio and this may reduce the funds available to the Fund for investment or distribution. In addition, the Fund's financings may be relatively short-term, whereas some of the Investments of the Fund are medium to long-term. To the extent that refinancing facilities are not available at economic rates or at all, the Fund may be required to sell assets at disadvantageous prices, which could have an adverse effect on the Net Asset Value and/or the market price of the Shares.

Such Fund leverage facilities may impose covenants such as requiring a certain debt-to-equity ratio being maintained at a specified level, failing which may result in additional borrowings being unavailable, cash being diverted to amortise principal of outstanding borrowings, or the liquidation of the Fund's Investments in order to satisfy such limitations. In connection with any credit facility borrowings used by the Fund, the Fund may be required to make certain representations and warranties to one or more lenders. The Fund may also be required to indemnify the lenders pursuant to any credit facility in case any such representations and warranties are inaccurate. These arrangements may create contingent liabilities of the Fund, against which the Fund may need to hold accounting provisions and/or cash reserves.

The Fund may also be unable to obtain a credit facility; a credit facility may not always be in place, or the leverage obtained may be less than originally contemplated; any of which may decrease the likelihood that the Fund will obtain its targeted returns from Investments.

Market factors such as a deterioration in the infrastructure debt sector may result in the failure of the investment strategy followed by the Fund

Strategy risk is associated with the failure or deterioration of an investment strategy such that most or all investment managers employing that strategy suffer losses. Strategy specific losses may result from excessive concentration by multiple market participants in the same investment or general economic or other events that adversely affect particular strategies (e.g. the disruption of historical pricing relationships). The investment strategy employed by the Fund involves substantial risk of loss in the event of such a failure or deterioration in the infrastructure debt sector. The Fund has an Investment Policy which defines, to a degree, how the Fund must invest, and any material change thereto requires the approval of Shareholders by way of an Ordinary Resolution. Accordingly, should the abovementioned market factors appear, there is no assurance that the Investment Manager will be able to obtain Shareholders' approval to amend the Fund's investment policy in a timely manner or at all, in which case the performance of the Fund's business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares may be adversely affected.

The Fund is exposed to other macro risks — Geopolitical strains, Barriers to Free Trade, Epidemics, etc.

The Fund and its investment strategy and returns will be exposed to macro risks such as geopolitical issues (e.g. Ukraine war, Middle East conflicts, etc.), occurrences of epidemics (e.g. COVID-19), and barriers to free trade by various countries (e.g. the 'reciprocal' tariffs announced by the United States on 2 April 2025, retaliatory tariffs and non-tariff barriers, etc.).

The consequences of such risks will depend on the scale and magnitude of the event and may cause different degrees of damage to the national and local economies within the Fund's target geographies and such damage or disruption may adversely affect the Fund and its potential returns.

The Investment Concentration Limits may change over time

The IM Directors may make changes to the Investment Concentration Limits which they consider are not material without the consent of Shareholders. Material changes to the Fund's Investment Concentration Limits may be made with the approval of the SFC as well as the Shareholders by way of an Ordinary Resolution. If the Investment Concentration Limits were to change, the Fund (and therefore, indirectly, Shareholders) may find that the nature of its investment exposure changes, possibly significantly.

The Fund may be exposed to emerging market risk

While it is not the current intention of the Investment Manager, the Fund could in future invest in overseas markets that are considered emerging market countries. The economies of many emerging markets are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions that have a sudden and widespread effect. Additionally, many less developed and emerging market economies have a high degree of dependence on a small group of markets or even a single market, making them more susceptible to the adverse impact of internal and external shocks.

Emerging market regions are also subject to increased risks and special considerations not typically associated with investment in more developed markets including, but not limited to: generally less liquid and less efficient securities markets; generally greater price volatility; currency risks/control; exchange rate fluctuations and exchange control; higher volatility of the value of debt (particularly as impacted by interest rates); imposition of restrictions on the expatriation of funds or other assets; less publicly available information about issuers or their corporate governance; legal and taxation risks (such as difficulties in enforcing contracts and imposition of taxes); higher transaction and custody costs; settlement delays and risk of loss; less liquidity and smaller market capitalisations; less well-regulated markets resulting in more volatile prices; different accounting and disclosure standards; governmental interference; higher inflation; and heightened social, economic and political instability, including risks of expropriation of assets and the risk of armed conflict.

These factors may impair the Investment Manager's ability to effectively manage the Fund's Investments in such markets, reduce the liquidity or value of the Fund's portfolio, and increase the volatility of returns. As a result, Investments in emerging markets may expose the Fund to significant and unpredictable losses, which could have a material adverse effect on the Fund's business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund is exposed to litigation risk

In the ordinary course of its business, the Fund may be subject to litigation from time to time. The outcome of such proceedings may materially adversely affect the Net Asset Value of the Fund and/or the market price of its Shares, and may continue without resolution for extended periods. Any such litigation may consume substantial amounts of time and attention from the Fund, Investment Manager and Investment Adviser, and the devotion of these resources may, at times, be disproportionate to the amounts at stake. The occurrence or continuation of such proceedings may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

Changes in laws or regulations may adversely affect the Fund's business, investments, and the results of its operations

The Fund, the Investment Manager and the Investment Adviser are subject to laws and regulations enacted by national, regional, and local governments and institutions. These laws and regulations and their respective interpretation and application may change from time to time and those changes could have a material adverse effect on the Investments and the results of their operations. The precise nature of all the risks and uncertainties that the Fund may face in the case of a change of law or regulation cannot be predicted and are outside of the Fund's control, and further, the political and economic uncertainty which results from any actual or proposed change of applicable laws or regulations could adversely affect the operations and results of the Fund.

Public disclosure obligations

The Fund, Investment Manager or the Investment Adviser may be required by law, regulation or government authority to disclose information with respect to the identity of the Fund's Shareholders, including ultimate beneficial ownership.

In addition, the Fund may be required to disclose confidential information relating to its Investments and its financial results to third parties that may request such information if and to the extent required by federal, state, or local law or regulation applicable to the Fund or any of its Shareholders, including those Shareholders that may be public agencies or governmental bodies. Such disclosure obligations may adversely affect certain Shareholders, particularly those who are not otherwise subject to public disclosure of information relating to the private holdings of funds in which they invest.

Impact of governmental regulation and legislative changes

In the Eligible Jurisdictions which the Fund intends to invest, governments and governmental entities at all levels are actively involved in the promulgation and enforcement of regulations relating to financial services, taxation, land use, zoning, planning restrictions, environmental protection and safety, and other matters. The institution and enforcement of such regulations (e.g. requiring local money lender's licence or equivalent) could have the effect of increasing the expense and lowering the income or rate of return from, as well as adversely affecting the value of the Investments.

Any legislation and its interpretation, and the legal and regulatory regimes which apply in relation to the Fund and/or an investment in the Fund, may change during the life of the Fund. Accounting policy and practice may also change, which may affect the manner in which the Fund's Investments are valued and/or the way in which income or capital gains are recognised and/or allocated by the Fund.

Changes in the policy, legal, and regulatory regime which support environmentally responsible investment may occur during the life of the Fund which may increase competition, alter relative location or building-type advantages, or have other adverse effects on the Fund or its Investments.

As a result of the uncertainty about the pace and local impacts of climate change, the need for buildings and related infrastructure to be able to accommodate extreme weather conditions, flooding and subsidence may subject to increase governmental focus. This may result in increased costs for the Borrowers to which the Fund will lend, which may affect adversely their credit quality.

There is also uncertainty about the future costs of energy and other resources, security of energy and resource supplies, and the rate and scope of increased governmental regulations and market response which may have the effect of smoothing or amplifying energy and resource price changes, availability or market liquidity. Changing government policies in relation to this may adversely affect the Fund's business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund is exposed to potential enhanced scrutiny and certain effects of potential regulatory changes

There continues to be discussions regarding enhanced governmental scrutiny and/or increased regulation of the private debt industry. There can be no assurance that any such scrutiny or regulation will not have an adverse impact on the Fund's activities, including the ability of the Fund to effectively and timely address such regulations, execute its investment strategy, or achieve its Investment Strategy. Any such developments may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund is exposed to sustainability risks

The sustainability risks which the Investment Manager has identified as being most relevant to the Fund are principally linked to climate-related events resulting from climate change or to society's response to climate change. Societal events (e.g. inequality, inclusiveness, labour relations, investment in human capital, accident prevention, changing customer behaviour, etc.) or governance shortcomings (e.g. recurrent significant breach of international agreements, bribery issues, products quality and safety, selling practices, etc.) may also translate into sustainability risks.

While the Investment Manager and Investment Adviser shall carry out detailed due diligence ahead of making or acquiring a loan as further described in the section headed "Investment Strategy, Process and Policies — Due Diligence Procedures", there can be no assurance that all sustainability risks are identified, and even if a sustainability risk is identified, it may not be possible to predict with accuracy its potential affect.

The consequences of a sustainability risk may be numerous and vary depending on the specific risk, region and asset. sustainability risks can affect Borrowers' cash flows and the likelihood that they will default on their debt obligations, for example linked to stranded assets as a result of climate change, expenditure for climate adaptation, and litigation or fines from environmental breaches. Sustainability risks therefore may result in unanticipated losses that could affect the Investments and financial position of the Fund.

RISKS RELATING TO THE INVESTMENT MANAGER AND THE INVESTMENT ADVISER

The Investment Manager and the Investment Adviser are each dependent upon the expertise of its personnel in providing investment management services to the Fund

The Fund's ability to achieve its investment objective is significantly dependent on the expertise and experience of the personnel of the Investment Manager and the Investment Adviser. The departure of any such individual(s), for any reason, could adversely impact the ability of the Investment Manager and/or the Investment Adviser to manage the Fund effectively. The extent of such impact may vary and will depend, among other factors, on the ability of the Investment Manager and the Investment Adviser to attract and retain suitably qualified and experienced replacements. A failure to do so could negatively affect the performance of the Investment Manager and/or the Investment Adviser, and consequently, the Fund.

Failure by the Investment Manager, the Investment Adviser or other third-party service providers of the Fund to carry out its or their obligations could materially disrupt the business of the Fund

The Fund has no employees, and its Fund Directors serve in a non-executive capacity. As such, the Fund is entirely reliant on the Investment Manager and the Investment Adviser to perform critical functions relating to the implementation of the Fund's investment strategy, day-to-day operations, and compliance with applicable regulatory requirements. These entities are also responsible for coordinating with other key service providers, including the Custodian, Valuation Agent, and Fund Administrator, whose roles are integral to the Fund's operations and financial performance.

Any failure by the Investment Manager or the Investment Adviser to perform their obligations in accordance with their respective terms of appointment — whether due to operational disruption, inadequate resourcing, system failure, or other reasons — could impair the Fund's ability to operate effectively. Such failures may also disrupt the performance of other service providers and compromise the Fund's ability to meet its investment objectives, regulatory obligations, or reporting requirements.

As a result, any such failure could have a material adverse effect on the Fund's performance and returns to Shareholders.

The Investment Manager, the Investment Adviser and their respective principals are involved in other businesses and investments which may create conflicts of interest

The Investment Manager, in addition to providing investment management services to the Fund, may provide investment management services to other funds or managed accounts in the future. Similarly, the Investment Adviser, in addition to advising upon the Investments, currently serves as the investment adviser and/or investment manager to other investment funds and managed accounts, and may serve more such investment funds and managed accounts in the future. Accordingly, neither the Investment Manager nor the Investment Adviser devotes its resources exclusively to the business of the Fund. In addition, the Investment Adviser and its owners, members, officers and principals are presently, and will in the future continue to be, involved in other business ventures that have no relationship with the Fund, and the Investment Manager may also become involved in future business activities that are unrelated to the Fund in the future. Accordingly, the Investment Manager, the Investment Adviser and their respective owners, members, principals and officers may encounter potential conflicts of interest in connection with their respective roles to the Fund and their respective involvement in other business ventures.

Each of the Investment Manager and the Investment Adviser has undertaken, among other things, to seek to ensure that any conflicts of interest in respect of its services are resolved fairly. For further details, please refer to the section headed "Corporate Governance — Arrangements to Mitigate Conflicts of Interest". In addition, the Investment Manager will reinvest 10% of its IM Management Fee in subscribing for Shares. Notwithstanding this, the interests of the Investment Manager and the Investment Adviser may not be aligned with those of other Shareholders and this may create conflicts of interest.

The Investment Manager and the Investment Adviser are dependent on information technology systems

The Investment Manager and the Investment Adviser depend on information technology systems in order to assess investment opportunities, strategies and markets, to monitor and control risks for the Fund, and for other purposes.

It is possible that a failure of some kind which causes disruptions to these information technology systems could materially limit the Investment Manager's and the Investment Adviser's ability to adequately assess and manage the Investments, formulate strategies and provide adequate risk control. Any such information technology related difficulty could harm the performance of the Fund. Cybersecurity risks are also an increasing threat and risk. Recent events have illustrated the ongoing cybersecurity risks to which businesses are subject, particularly businesses in historically vulnerable industries such as the food services and retail industries. To the extent that an asset or business lent to by the Fund is subject to cyber-attack or other unauthorised access is gained to such asset's systems, such asset may be subject to substantial losses in the form of stolen, lost, or corrupted (i) customer data or payment information, (ii) customer or company financial information, (iii) company software, contact lists, or other databases, (iv) company proprietary information or trade secrets, or (v) other items. In certain events, an asset's failure or deemed failure to address and mitigate cybersecurity risks may be the subject of civil litigation or regulatory or other action. Any such circumstances could subject an asset, or the Fund, to substantial losses. In addition, if such a cyber-attack or other unauthorised access is directed at the Investment Manager and/or the Investment Adviser and/or one of their service providers holding financial, investor or other data, the Fund may be at risk of loss. Any resulting loss may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

RISKS RELATING TO AND ASSOCIATED WITH THE INVESTMENTS

The Fund may be unable to realise value from its Investments in the event of the insolvency of a Borrower or in the event of a Borrower default and investors could lose all or part of their investment

Although a detailed assessment of the creditworthiness of all Borrowers will be conducted in respect of infrastructure loans and bonds in which the Fund will invest, there remains a risk that such Borrowers may default on their obligations to the Fund. Such a default may adversely affect the income and principal repayments due to be received by the Fund and the value of the Fund's assets.

A substantial component of the Investment Adviser's analysis of the desirability of making an investment relates to assessing the risk of default and the estimated recovery of such investment following such a default. This estimated recovery will typically be driven primarily by the value of the underlying assets constituting the collateral for such investment. The types of collateral owned by the Borrowers in which the Fund invests will vary widely, but are expected to be primarily infrastructure assets, and secondarily other tangible and financial assets. The realisable value of the collateral at a future date can, however, be extremely difficult to predict and there may be no market at that future date for such assets. Moreover, depending upon the status of these assets at the time of a Borrower's default, they may be substantially worthless. There is also a risk that the Fund may not be able to enforce against such collateral due to, for example, the relevant insolvency regime as further detailed in the paragraph below. A default that results in the Fund holding collateral may materially adversely affect the performance of the Fund and the value of the Shares.

In the event of the insolvency of a Borrower in respect of an Investment, the Fund's recovery of amounts outstanding in insolvency proceedings may be affected by the insolvency regimes in force in the jurisdiction of incorporation of such Borrower and/or in the jurisdiction in which it mainly conducts its business, and/or in the jurisdiction in which the assets of such Borrower are located. Some insolvency regimes impose rules for the protection of Borrowers and may adversely affect the Fund's ability to recover such amounts as are outstanding from the insolvent Borrower, which may consequently adversely affect the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

Similarly, the ability of Borrowers to recover amounts owing to them from insolvent underlying obligors may be adversely affected by any such insolvency regimes applicable to those underlying obligors, which in turn may adversely affect the abilities of those Borrowers to make payments to the Fund due under the Investment on a full or timely basis.

A number of jurisdictions operate unpredictable insolvency regimes which may cause delays to the recovery of amounts owed by insolvent Borrowers or underlying obligors subject to those regimes. These delays may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

Various laws enacted for the protection of creditors and stakeholders may apply to certain Investments that are debt obligations, although the existence and applicability of such laws will vary between jurisdictions. For example, if a court were to find that a Borrower did not receive fair consideration or reasonably equivalent value for incurring indebtedness evidenced by an investment and the grant of any security interest securing such investment, and, after giving effect to such indebtedness, the Borrower: (i) was insolvent; (ii) was engaged in a business for which the assets remaining in such Borrower constituted unreasonably small capital; or (iii) intended to incur, or believed that it would incur, debts beyond its ability to pay such debts as they mature, such court may: (a) invalidate such indebtedness and such security interest as a fraudulent conveyance; (b) subordinate such indebtedness to existing or future creditors of the Borrower; or (c) recover amounts previously paid by the Borrower (including to the Fund) in satisfaction of such indebtedness or proceeds of such security interest previously applied in satisfaction of such indebtedness. In addition, if a Borrower becomes insolvent, any payment made on such Investment may be subject to avoidance, cancellation and/or clawback as a "preference" if made within a certain period of time (which for example under some current laws may be as long as two years) before insolvency. In general, if payments on an Investment are voidable, whether as fraudulent conveyances, extortionate transactions or preferences, such payments may be recaptured either from the initial recipient or from subsequent transferees of such payments. To the extent that any such payments are recaptured from the Fund, there may be an adverse effect on the performance of the Fund and, by extension, on the Fund's business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund is exposed to risks associated with investing in subordinated debt

The Fund's investment objective includes generating a diversified portfolio of senior and subordinated debt economic infrastructure investments, with subordinated debt limited to 60% of the total assets of the Fund.

The covenants provided by a Borrower in favour of its senior lenders are generally extensive and a breach of one or more of such covenants may result in payments to a subordinated lender being suspended, and in some circumstances any amounts paid to the subordinated lender following any such breach may be repayable.

Where such a breach or any other event leads to an event of default, the senior lenders will normally have the right to take control of the Borrower and ultimately to sell it or its assets (either through an insolvency process or otherwise). Senior lenders may have no obligation to take account of the interest of the subordinated lenders. The sale proceeds may be insufficient to repay in full the subordinated debt of the Borrower.

A subordinated lender will often only receive cashflow once the senior lenders have been repaid in full, including accrued interest and fees owing to them. A relatively small decline in a Borrower's assets could therefore create a disproportionately large loss for a subordinated lender, including potentially the full loss of the subordinated lender's investment, which could have a material adverse effect on the income received by the Fund and the value of the Fund's assets.

Subordinated loans may also take the form of Capital Relief Trades, being junior tranches of debt sold by another infrastructure lender (typically a commercial bank subject to regulatory capital charges), where the seller retains the senior exposure, either on a loan-by-loan basis or on a portfolio basis. These Capital Relief Trades may potentially carry a higher risk than lending directly on a subordinated basis to a Borrower, since the contractual relationship for the junior tranche provider is only with the original lender and not with the Borrower itself. Capital Relief Trades are subject to a separate sub-limit of 25% of the total assets of the Fund.

Lack of transparency on valuations of Investments which are heavily dependent on assumptions and valuation models adopted by the Valuation Agent

The Fund has appointed the Valuation Agent to provide a monthly valuation report to the Fund Board and the Investment Manager in relation to the Fund's Investment in accordance with a predefined valuation methodology and with market prices obtained by the Investment Manager from independent market participants including commercial and investment banks and brokers in writing, or from independent data providers such as Bloomberg. However, as the Fund's Investments are generally illiquid, it may not be possible for the Investment Manager to obtain market prices for each Investment. Due to the lack of directly observable pricing of Investments, valuations of the Investments are heavily dependent on assumptions made and valuation models adopted by the Valuation Agent, such as its view of expected cashflows and appropriate discount rates, all of which are uncertain. To the extent that these discount rates or any other metric used in the valuation of the Fund's assets are incorrect, the valuation of the Investments may be inaccurate. A valuation is only an estimate of value and is not a precise measure of realisable value.

The Net Asset Value of the Fund is driven in large part by this valuation of the Investments. To the extent that the Net Asset Value is calculated incorrectly, the Fund could suffer a loss by for example paying too much in fees to the Investment Manager or other Fund counterparties, or by issuing or buying back Shares in the future at the wrong price.

The Fund Administrator will calculate the monthly valuations of the Fund based on the Investment valuations determined by the Valuation Agent and IFRS accounting standards; however there can be no assurance that the Fund's auditors will accept these calculations without any adjustments.

The Fund invests exclusively in infrastructure debt investments and therefore bears the risk of lack of diversification of asset class

Other than some holdings in cash, or cash equivalents, and hedging instruments, the Fund intends to invest exclusively in infrastructure debt investments and therefore bears the risk of investing in only one asset class. If returns from infrastructure debt investments do not meet the Fund's expectations or cannot be maintained, the lack of diversification across any other asset class in the investment portfolio means that there will be no income from another class of assets to offset any shortfall, which may have a material adverse effect on the income received by the Fund and the value of the Fund's assets.

There can be no assurance that targeted returns on debt investments will be achieved

The Fund will make debt investments based on estimates or projections of that investment's future cashflows (which will primarily consist of interest and principal receipts). These cashflows may be affected by, among other things:

- interest rates, inflation rates and currency exchanges rates, as discussed below;
- Borrower defaults, loan restructurings, grace periods, extensions, waivers and debt forgiveness and write-offs; and
- prepayments of investments.

There can be no assurance that any Investment's actual cashflows will equal or exceed those that are expected or that the targeted return on the Investments will be achieved.

The Fund is subject to unexpected fluctuations in the rates of inflation

The Fund may, in certain cases, make investments based on assumptions or projections regarding future inflation rates, particularly where the Investment Manager expects that a Borrower's revenues and/or expenses will be influenced by inflation. If actual inflation is lower than expected, the Borrower's net cash flows may be reduced, potentially impairing its ability to service its debt obligations. This, in turn, could adversely affect the Fund's investment performance.

Additionally, the Fund may invest in debt instruments whose returns are structured to reflect inflation expectations. In such cases, if inflation turns out to be lower than anticipated, the income generated from these instruments may fall short of projections, thereby negatively impacting the Fund's returns.

As a result, unexpected fluctuations in inflation rates could have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund is subject to unexpected fluctuations to the rates of interest

Changes in interest rates may adversely affect the value or profitability of the assets of the Fund in a number of ways, including:

(a) by affecting the interest earned on floating-rate assets held by the Fund (including negative interest rates);

(b) by affecting the spread between, amongst other things, the income on its assets and the expense of any interest-bearing liabilities;

(c) by affecting a Borrower's ability to service its debts, for example and to the extent that the Borrower has not fully hedged any floating rate exposure it has and also by affecting the interest earned by Borrowers on any cash balances that they hold; and

(d) by affecting the valuation of the Fund's assets.

Interest rates are highly sensitive to many factors, including governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits, regulatory requirements and other factors beyond the control of the Investment Manager or the Fund.

The Fund is subject to counterparty credit risk in its hedging transactions and treasury operations

Hedging transactions involve the Fund entering into contracts with counterparties. Pursuant to such contracts, the counterparties agree to make payments to the Fund under certain circumstances as described therein. The Fund will be exposed to the credit risk of the counterparty with respect to any such payments or deliveries. In addition, the Fund will be exposed to the risk of being required to post additional collateral, including cash, to cover adverse mark-to-market value of such hedge. Not only is such collateral a diminution in the resources available to the Fund to make investments, but the collateral may be at risk if the counterparty's credit quality deteriorates.

Additionally, although the Fund will generally only hold its uninvested cash (excluding operational cash) with banks rated (at the bank group level) at least A-1, P-1 or F-1 from S&P, Moody's or Fitch respectively, or in one or more similarly rated money market or short-dated debt funds, a default by the bank or losses on the money market or short-dated debt fund would adversely affect the Fund. This risk will be of particular significance when the Fund has a significant amount of uninvested cash including immediately following the [**REDACTED**] and after each issue of new Shares pursuant to the Instrument.

The default of a counterparty in the Fund's hedging transactions and treasury operations may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

Investments in regulated utilities are subject to risk arising from the regulatory framework

The Fund may advance loans to regulated utilities that are subject to strict regulatory frameworks and extensive oversight by government or regulatory authorities. These regulatory frameworks vary by jurisdiction and may impose restrictions or enforcement actions that affect a utility's ability to operate or meet its financial obligations.

For example, in the United Kingdom, the Water Services Regulation Authority (commonly known as Ofwat) may place a water utility into a special administration regime following a breach of licence conditions. This could result in the suspension of payments to creditors. Similar regulatory interventions may occur in other jurisdictions. Such actions can impair a utility's ability to service its debt, which could have a material adverse effect on the Fund's income and the value of the Fund's assets.

Errors in financial models or incorrect analysis may impact the Fund's return on investments

Infrastructure projects rely on large and detailed financial models and forecasts. Assumptions are made in such models and forecasts in relation to a range of matters, including revenues, inflation, lifecycle replacement costs, insurance premia, applicable tax rates, availability of tax reliefs, and deposit interest rates. These assumptions may diverge from actual outcomes, potentially resulting in lower-than-expected returns.

Errors in these or other assumptions, or in the methodologies used in such models and forecasts, may mean that the return on an investment is less than expected. In addition, incorrect or misinterpreted data may lead to modelling errors that ultimately negatively affect the return on the Investments. For example, a project will often provide for the replacement or refurbishment of certain items of equipment. The timing of such replacements or refurbishments is a key aspect of the cashflow forecasting assumed by the Fund in assessing the ability of the Borrower to service its debts. If such replacements or refurbishments occur earlier than projected, or cost more than expected, the free cashflow of the Borrower may be reduced, potentially affecting its ability to service its debt.

Additionally, the Investment Adviser and the Investment Manager make use of financial models, whether developed either in-house or by third parties, for a range of purposes including but not limited to credit assessment and scoring, portfolio optimisation and loan pricing, and errors in one or more of these models may mean that the returns on the Investments will be less than expected.

If any of these errors in financial models, cashflow forecasting or analysis occur, this may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund and the Investment Manager generally have no control over Borrowers' decisions

The Fund will not normally have control over decisions taken by Borrowers, other than to a limited extent through the normal operation of loan or bond covenants, warranties and representations, or other contractual terms. This may result in Borrowers making decisions that are not in the interests of the Fund.

In some cases, the Fund may only hold a small percentage of a Borrower's total outstanding loans or bonds, and therefore may not have the ability to block certain decisions made collectively by the lending group. This may result in the group of lenders making decisions that are not in the interests of the Fund. Additionally, in certain cases, the agent bank (in the case of loans) or the trustee (in the case of bonds) may make decisions related to the investment which may also not align with the interests of the Fund.

If a Borrower or other decision-making party takes actions that jeopardise the Fund's interests, this could have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund is reliant on the sufficiency of due diligence in relation to the Investments

Whilst the due diligence process in connection with the Investments may include site visits, meetings with management, and engaging lawyers, technical consultants, independent valuers and financial model auditors, this may not reveal all facts that may be relevant in connection with an investment and may not highlight issues that could affect the Investments' performance. Additionally, in some circumstances where the Fund is acquiring or lending secondary market loans, the due diligence reports that are available may be out of date or the Fund may be limited in the extent of the due diligence it is able to carry out. While all such factors are taken into account in assessing potential investments, any failure in the due diligence conducted by the Fund to highlight relevant issues may result in the Fund acquiring an asset that does not perform as expected.

Moreover, to the extent that the Fund invests in bonds or other securities, the information available will be limited to publicly available information, which may be less than would typically be received in relation to loan investments. This may further increase the risk that the Investment Adviser does not have adequate information to identify risks associated with the Investments.

Any such failure in the due diligence process may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

The Fund lends to companies whose ability to service their debt is dependent on the demand for their infrastructure asset or service

The Fund intends to make debt investments in Borrowers that provide services on a "demand" basis, where the Borrower's revenues depend on the level of use of its assets. Therefore, if the level of use of the Borrower's assets is less than expected, the Borrower will have lower revenues than expected, impairing its ability to service its debts. The utilisation of a Borrower's assets will depend on many complex and potentially interlinked factors outside the control of the Fund. These factors could include, but are not limited to macroeconomic conditions, local factors specific to the region in which the Borrower operates, competition, changes in government policy (including taxation) that may affect demand for the Borrower's assets, the skill with which the Borrower operates the assets, and the pricing policies adopted by the Borrower.

If a Borrower is unable to generate sufficient revenue to meet its debt obligations, this may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to environmental liabilities to any sites owned or used by a Borrower

To the extent that there are environmental liabilities arising in the future in relation to any sites owned or used by a Borrower (including, for example, clean-up and remediation liabilities), that Borrower may be required to contribute financially towards such liabilities. This may increase the Borrower's operating costs or divert its cash flows. If those liabilities materially impair a Borrower's financial position or it is unable to meet these obligations, this may cause it to default and may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to acquisition risks for investments used by Borrowers to acquire infrastructure assets

The Fund may make debt investments to Borrowers that are acquiring infrastructure assets as part of their acquisition financing arrangements. In such circumstances, the vendor will typically provide various warranties for the benefit of the acquirer and its funders in relation to the acquisition. These warranties are generally limited in scope and are typically subject to disclosure, time limitations, materiality thresholds and liability caps. To the extent that any loss suffered by the acquirer arises outside the scope of the warranties, falls within such limitations, or exceeds the applicable caps, it will be borne by the acquirer. This may adversely affect the Borrower's financial position and its ability to service its debt.

If a Borrower is unable to meet its obligations as a result of such acquisition-related risks, this may have a material adverse effect on the Fund's performance and returns to Shareholders.

The costs and availability of insurance for Borrowers may affect its ability to service its debt owed to the Fund

The Fund may make Investments based on estimates or projections of the cost to Borrowers of maintaining insurance cover for, among other things, buildings, contents and third-party risks. The cost of insurance may be substantial. Where the cost of maintaining insurance is greater than assumed, the ability of the Borrower to service its debts may be negatively affected.

Moreover, certain risks may be uninsurable in the market, such as those arising from force majeure events, or may be subject to exclusions or high excesses. In such cases, the financial burden of those risks may rest with the Borrower. If insurance costs are higher than expected or if uninsured events occur in respect of the Borrower, this may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund is exposed to risks associated with the operation of its Borrowers' assets including Borrowers' reliance on sub-contractors

The performance of a Borrower is, to a considerable degree, dependent on the performance of its sub-contractors, to whom services such as operations and maintenance, information technology, and facilities management may be outsourced. For example, the business and financial models for such Borrowers are typically based on the assumption that many of the operational risks are substantially transferred to sub-contractors. Where Borrowers have entered into subcontracts, the sub-contractors' liabilities for the risks they have assumed are often subject to financial limits, and it is possible that these limits may be exceeded in certain circumstances. Any loss or expense in excess of such a cap would be borne by the Borrower, unless covered by insurance. Additionally, Borrowers may be exposed to cost or liability as a result of liability caps, default by or insolvency of a contractor, or defective contractual provisions.

Borrowers will typically subcontract design and construction activities. The sub-contractors responsible for construction will normally retain liability for design and construction defects for a statutory period following completion, subject to liability caps. In addition to this financial liability, the construction sub-contractor will often be required to return to site to carry out remedial works for a pre-agreed period. After the expiry of these limitation periods, the Borrower will not normally have recourse to any third-party for defects that arise thereafter. Any such defects may affect the ability of the infrastructure asset to generate revenue or may require additional capital expenditure to repair.

If a Borrower is required to replace a sub-contractor (e.g. due to its insolvency), its replacement may charge a higher price than the Borrower paid previously. The resulting increase in the costs of the Borrower may adversely affect its ability to service its debt to the Fund.

If any of these risks relating to the use of sub-contractors were to materialise for any Borrower, they may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to an increase or an acceleration in Borrowers' lifecycle costs

A project will often provide for the replacement or refurbishment of certain items of equipment. The timing of such replacements or refurbishments is a key aspect of the cash flow forecasting assumed by the Fund in assessing the ability of the Borrower to service its debts. Where such replacements or refurbishments occur earlier than projected, or cost more than expected, the free cash flow available to the Borrower may be reduced, potentially affecting its ability to service its debt and thereby adversely affecting the income received by the Fund and the value of the Fund's assets. Such circumstances may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to mismatches between Borrowers' actual and benchmarked costs

A project may provide for the market-testing (sometimes referred to as benchmarking) of the costs of providing certain services, in order to more accurately determine the level of payments to be made under the relevant project agreement. This may expose the Borrower to potential losses arising from changes in its actual costs relative to the charges it is entitled to settle or receive as a result of the benchmarking process. This could potentially affect the ability of the Borrower to service its debts, thereby adversely affecting the income received by the Fund and the value of the Fund's assets, and may in turn have a material adverse effect on its Net Asset Value and/or the market price of the Shares.

The Fund may be exposed to Borrowers' employment-related liabilities

Some of the Borrowers will have employees. These Borrowers may be exposed to potential employer liabilities (including in respect of pension entitlements) under applicable legislation and regulations, which could have adverse consequences for the Borrower's ability to service its debt, thereby adversely affecting the income received by the Fund and the value of the Fund's assets, and consequently may have a material adverse effect on its Net Asset Value and/or the market price of the Shares.

The Fund may be exposed to Borrowers' counterparty risks

A Borrower may be exposed to credit risk from a wide range of counterparties including, but not limited to:

(a) the entity (such as a public sector body) that granted the concession and is responsible, in whole or in part, for providing the Borrower with its revenues or for guaranteeing certain liabilities or risks associated with the project (such as compensation for the early termination of a concession agreement);

(b) subcontractors providing a range of services including facilities management companies, operation and maintenance companies, SPV management and administration, construction companies and others;

(c) insurance companies; and

(d) banks providing bank accounts for the Borrower or hedging arrangements for currency or interest rate risks.

In the event of a counterparty default, the Borrower may face significant difficulties in finding an alternative or replacement counterparty on the same or better terms. In some cases, such a default may immediately expose the Borrower to financial loss, in which circumstances the value of the Fund's assets could be adversely affected.

The Fund may also make debt investments from time to time in loan assets held on existing lenders' books. For example, the Fund may invest in a loan participation, or may guarantee the performance of a Borrower to an existing lender (typically a bank) in return for a fee, with such a guarantee collateralised by a deposit held by the existing lender. In such cases the Fund will not be the "lender of record" which could lead to risks that are both practical (e.g. receipt of indirect reporting) or legal (e.g. relying on the lender of record to enforce security). Further, in such cases, a default by the counterparty may expose the Fund to losses regardless of the performance of the underlying projects or loans, including the potential for the principal value of the investment to be lost. Such circumstances may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operations, Net Asset Value and/or the market price of the Shares.

The Fund may make loans to companies that are not yet cash generative and/or are exposed to construction risks

The Fund may make loans to companies that have not yet completed the construction phases of their infrastructure project and/or which are not yet cash generative. Should there be any delay in completion of the construction phase in relation to any such project or any "overrun" in the costs of construction, there is a risk that the ability of the Borrower to service its debts will be lower than expected. In addition, once a project is complete but not yet operational or is operational but there is a delay between the commencement of operations and the project achieving the expected revenues and returns, the ability of the Borrower to service its debts during this period may be reduced. Any such default or delay may adversely affect the income received by the Fund and the value of the Fund's assets, and consequently may have a material adverse effect on its Net Asset Value and/or the market price of the Shares.

The Fund may be exposed to third-party assessments of the value of collateral provided by the Borrowers

Infrastructure assets are, in some cases, valued by third-party specialist valuation firms, both initially when the Borrower raises its debt and, in some cases, periodically over the life of the debt. These valuations are used to size the amount of debt that the Borrower can raise, as well as to determine its amortisation schedule and the residual amount of debt, if any, outstanding at the debt's maturity. To the extent that a valuation overstates the true value of the assets, the Borrower may have difficulties in repaying its debt, and this may adversely affect the income received by the Fund and the value of the Fund's assets, and consequently may have a material adverse effect on its Net Asset Value and/or the market price of the Shares.

Defects in contractual documentation may expose the Fund to unforeseen liabilities

While contractual arrangements for infrastructure projects are typically structured to allocate and mitigate risks, there is no assurance that they will operate as intended. Despite technical and legal review, such documentation may prove ineffective in practice, for example, if a court does not uphold key provisions or interprets them in an unexpected way. This could result in unforeseen costs or revenue shortfalls that negatively impact the Fund's returns. Given the common use of similar contractual frameworks across multiple investments, such issues may not be isolated and could affect a broader portion of the Fund's portfolio, and consequently may have a material adverse effect on the Fund and its business, financial condition and results of operations.

The Fund may be exposed to the price and availability of commodities

Many projects (particularly in the power sector) are reliant on the supply of raw materials or commodities for their continued operation. However, the relevant commodities may suffer from price volatility or simply be unavailable. A project can sometimes partially mitigate against these risks by executing a long-term supply agreement in respect of the required commodity at a pre-agreed price. Any failure of the counterparty under such a long-term supply contract or generally of a Borrower to procure the supply of necessary commodities could have a negative impact on the project which could, in turn, have a material adverse effect on the principal value of the Investments, the Net Asset Value of the Fund and/or the market price of the Shares.

The Fund may be exposed to political risk particularly those associated with public infrastructure procurement

Although mitigated to a certain extent by the choice of jurisdictions where the Fund will invest, all infrastructure projects face some level of political risk. For example, concession agreements for publicly procured projects often contain provisions enabling the public sector to terminate or modify the project in certain circumstances. While typically the company will be entitled to compensation for the termination or modification of a contract, in some cases these provisions have been used for political purposes such as nationalisation of an infrastructure asset.

Political risk may result in a company being unable to service its debts (e.g. if its concession to operate an infrastructure asset is terminated with inadequate compensation). Therefore, political risk may have a material adverse effect upon the income received by the Fund and the value of the Fund's assets.

Borrowers may be reliant on licences or concession agreements and the Fund is exposed to any consequences of default under these agreements

Many Borrowers are reliant on licences or concession agreements in order to operate their businesses or projects. Any default by such Borrowers of the terms of such licenses or concession agreements may result in their termination, which is likely to have a significant and adverse effect on the Borrower's ability to continue to operate, and therefore to service its debt and the debt of its project companies. Any such problems may adversely affecting the income received by the Fund and the value of the Fund's assets, which in turn may have a material adverse effect on the Fund's performance and returns to Shareholders.

Foreign investment clearance risk

Certain investments by the Fund involving the acquisition of a U.S. business or assets in with a nexus to U.S. interstate commerce could be subject to review by the Committee on Foreign Investment in the United States ("**CFIUS**") or non-US national security or investment clearance regulators depending on the beneficial ownership and control of interests in the Fund, which may have outsized impacts on transaction certainty, timing, feasibility, and cost, among other things.

Significant CFIUS reform legislation and regulations, which became effective on 13 February 2020, among other things, expand the scope of CFIUS' jurisdiction to cover more types of transactions and empower CFIUS to scrutinise more closely investments in the United States "critical technology" and "critical infrastructure" companies, as well as companies that collect sensitive personal data of U.S. citizens, including investments involving foreign limited partners that may be deemed "non-passive."

CFIUS agency practice is rapidly evolving, and there can be no assurance that the Investments will be exempt from CFIUS-related requirements or that CFIUS will not seek to ask questions about a transaction.

In the event that CFIUS or another national security regulator reviews one or more of the Investments, there can be no assurances that the Fund will be able to maintain or proceed with such Investments on acceptable terms. Additionally, CFIUS may seek to impose limitations on one or more investments by the Fund that may prevent the Fund from maintaining or pursuing investment opportunities that the Fund otherwise would have maintained or pursued, which could adversely affect the performance of the Fund. If CFIUS imposes limitations on the ownership and control of an investment, such investment may incur heightened costs as a result of compliance with such limitations, and the Fund's investment may lose value. Further, changes to the implementing laws and regulations, and agency practice, of CFIUS and similar non-US national security review regimes may limit the universe of suitable prospective acquirers for certain investments that the Fund may exit and may make it more difficult for the Fund to realise value from such investments.

The Fund is exposed to risks associated with renewable energy-related transactions

Governments generally provide a range of incentives and subsidies for specific types of renewable energy projects. Changes in the application of government policy in relation to the incentives and subsidies that they provide may have a material impact upon the profitability of renewable energy projects. Further, the generation of power from renewable energy sources may be reliant upon relatively recent technological developments (or the application thereof), and therefore unforeseen technical deficiencies with installations may occur; and although such deficiencies may be covered by supplier warranties, the value of such warranties, if any, may be adversely affected by, for example, time limitations on such warranties or credit events in relation to the relevant supplier.

Some Borrowers may utilise relatively new or developing technologies. There may be issues in relation to those technologies that become apparent only in the future. Technological advances in the future may also reduce the competitive efficiency of installations commissioned now. Such issues may give rise to additional costs for the relevant Borrower or may otherwise result in the financial performance of the relevant Borrower being poorer than is anticipated. This may adversely affect the value of and returns generated by the Investments.

Moreover, the reliance of any renewable energy project, or group of projects, on a variable resource as its feedstock (e.g. ambient light in the case of solar power projects, wind speed in the case of wind power projects and waste in the case of waste-to-energy projects) may affect the profitability of a site or sites. Finally, in the event of a failure of a utility or other private company contracted to purchase power produced by an installation in which the Fund has invested, difficulties may arise in contracting with a replacement power purchaser. All of these risks relating to Investments in renewable energy projects could have an adverse effect on the income received by the Fund and the value of the Fund's assets.

The Fund's Investments in power and energy renewable projects may be exposed to merchant risk

Borrowers engaged in power and renewable energy projects may be reliant on selling some or all of their electricity over time in the "spot" markets, and are therefore exposed to the future price of electricity. To the extent that the actual price of electricity is lower than originally forecast, the Borrower's ability to service its debt will be adversely affected. The inability of Borrowers to service their debt may adversely affect the income received by the Fund and the value of the Fund's assets, which in turn may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to lessee risk for assets which are subject to a lease

Borrowers which are infrastructure asset-owning companies may generate revenues from their assets by leasing them to one or more companies ("**Lessees**"). Such leases can take a range of forms including short and long-term operating leases, financial leases and charters of various types. An infrastructure Borrower may be exposed to counterparty credit risk in relation to these Lessees and the insolvency of one or more Lessees may result in financial loss to the Borrower. Any such problems may adversely affect the income received by the Fund and the value of the Fund's assets, which in turn may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may experience issues and costs in relation to the recovery of assets

Some infrastructure assets, especially in those in the transportation sector such as shipping and aircraft, are by their nature moveable and, following the default of the Lessee, the Borrower will need to physically recover the assets before it can re-lease them. Depending upon the location of the assets at the time of default, their recovery may present the servicer with technical, logistical or legal difficulties which may increase the time taken to re-lease the asset and/or introduce additional costs that will be borne by the Borrower. Additionally, in relation to some asset types such as aircraft, the assets may attract fleet liens or other encumbrances that relate not just to that asset but to the Lessee's entire fleet, and removing these liens after the insolvency of the Lessee may expose the Borrower to substantial costs. Such delays or costs may reduce the ability of the Borrower to service its debt. This may adversely affecting the income and principal re-payments due to be received by the Fund from the Borrower and the value of the Fund's assets, which in turn may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to re-leasing risk of the Borrowers

In certain cases, an infrastructure Borrower will need to re-lease its assets over the course of their life. This could occur, for example, following the default of a Lessee, or if the initial leases mature before the debt that is secured on them is fully repaid. The ability of the Borrower to re-lease them will be dependent upon many complex factors outside their control and outside the control of the Fund. These factors could include, but are not limited to:

- general economic conditions;
- the age and condition of the assets at the time of the re-leasing;
- technological and regulatory changes that may occur in the future; and
- the skill of the servicer in identifying and negotiating the re-leasing.

To the extent that the Borrower cannot find replacement lessees for the infrastructure assets, or the terms of the replacement leases are worse than originally anticipated, the ability of the Borrower to service its debt may be impaired. This may adversely affect the income received by the Fund and the value of the Fund's assets, which in turn may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund may be exposed to depreciation risk and may be exposed to the future value of infrastructure assets

Some infrastructure assets held by the Borrowers, for example, rolling stock and aircraft, have a finite economic life and therefore their value will decrease over time. When assessing Investments in such Borrowers, the Investment Adviser and/or Investment Manager will make assumptions about the rate of depreciation of the asset. To the extent that the actual rate of depreciation is higher than that assumed, the future value of the assets will be lower than anticipated.

In certain cases the debt secured on infrastructure assets may not fully amortise over time out of leasing income and may therefore be dependent upon the ability of the Borrower to either sell or re-finance those assets in order to repay its debt at maturity. If the value of the assets has declined by more than expected over time, the Borrower may be unable to repay the debt at maturity, and this may adversely affect the income received by the Fund and the value of the Fund's assets, which in turn may have a material adverse effect on the Fund's performance and returns to Shareholders.

The Fund is exposed to risks associated with the ratings of bonds and loans

The Fund may invest in rated bonds and loans and in such cases, the withdrawal of such ratings, or an actual or expected downgrade, on the bonds may result in a decline in the market value of the bonds or loan, and a reduction in their secondary market liquidity. This could impair the Fund's ability to realise value from such Investments and may have a material adverse effect on the Fund's performance, Net Asset Value and/or the market price of the Shares.

Risks associated with the custody arrangements

The Fund has appointed DB Trustees (Hong Kong) Limited as its custodian to take into custody all Scheme Property, including the Fund Special Purpose Vehicles through which Investments will be held, as well other assets of the Fund such as cash.

While the Custodian is regulated and required to comply with applicable laws and regulations, there can be no assurance that the Custodian, or any nominee, agent or delegate appointed for the custody of the Scheme Property, will not default, become insolvent, lose their license or otherwise fail to perform their obligations. In the event of insolvency, liquidation or other failure of the Custodian or any nominee, agent or delegate, or as a result of fraud, cyberattack, force majeure, or legal and jurisdictional uncertainties (including where assets are held outside Hong Kong), there may be a risk of loss, misappropriation or delay in the recovery of the Fund's assets. The process of recovering assets may be subject to legal and practical uncertainties, and the recognition and enforcement of the Fund's beneficial ownership rights may be limited by the laws and practices of the relevant jurisdictions.

In addition, the Fund is exposed to the risk of loss arising from operational failures by the Custodian or any nominee, agent or delegate, including negligence, omissions, errors or other operational incidents. Such events could result in the loss, unavailability or mis-segregation of the Fund's assets, or delays in the execution or settlement of transactions. While the Fund and the Custodian have implemented controls and procedures to mitigate these risks, there can be no assurance that such risks will not materialise, and any such event could have a material adverse effect on the Fund's performance and returns to Shareholders.

RISKS ASSOCIATED WITH POTENTIAL CONFLICTS OF INTEREST

Situations may arise in which the interests of the Investment Adviser and/or the Investment Manager and their associates may potentially or actually conflict with the interests of the Fund and the Shareholders. The following highlights certain potential conflicts of interests that should be carefully evaluated before making an investment in the Fund.

Fees for services

The Investment Adviser, the Investment Manager and their associates may receive fees or other consideration under any related party transactions of which terms have been approved by the Fund Board but not any other transaction fees from the Fund and portfolio companies. In certain circumstances, the Investment Adviser, the Investment Manager and/or their associates may engage professional advisers to provide any or all of the services (including accounting, legal, administration, and other services for the Fund with respect to the Investments) that the Investment Manager determines would otherwise be performed for the Fund or its investments by third parties on terms that are determined by the Investment Manager to be fair and reasonable to the Fund. In such events, such related service providers will earn fees or otherwise be reimbursed for performing such services, provided that: (a) such related services providers are regarded as competent and have the resources to duly discharge their obligations under its terms of engagement or appointment, as well as comply with all relevant requirements set out in the UT Code; and (b) such fees or reimbursements may not exceed the rate that the Investment Manager determines, acting reasonably would be payable by the Fund if such services were provided by third parties in the business of providing comparable services on an arm's-length basis. Nevertheless, the Investment Manager, the Investment Adviser and/or their associates may have a conflict of interest in determining the costs of such services that will be charged.

Transactions with associated entities

The Fund may engage in certain related party transactions with the Investment Adviser and its associates. In addition, other divisions of the Investment Adviser may be engaged on an arms-length basis to provide services to the Fund.

Although the Fund documents will provide that any such transaction will be on an arm's-length basis and notified to the Fund Board, conflicts of interest may also arise with respect to contract terms, such as, for example, in determining whether an associate is entitled to indemnification pursuant to any agreement between the Fund and such associate. Additionally, the Investment Adviser and/or its associates will receive compensation on market terms.

None of the Investment Manager, Investment Adviser nor any of their connected persons will retain cash or other rebates from brokers or dealers in consideration of directing transactions for the Fund to such brokers or dealers.

Other investments

Certain of the directors, officers, employees, or associates of the Investment Adviser may have interests in other investments sponsored or associated with the Investment Adviser as well as investments in non-associates. The performance or financial returns on such other investments may be at odds with those of the Fund.

Other investment funds

The Investment Manager and its associates (including the Investment Adviser) may manage (and, subject to the restrictions described below, may establish) other funds or accounts that invest in assets eligible for the Fund ("**Other Accounts**"). The investment policies, fee arrangements, and other circumstances of the Fund may vary from those Other Accounts. The Investment Manager and its associates will attempt to allocate investment opportunities in a manner that it deems fair and reasonable in its discretion. The existence of Other Accounts could affect adversely the size of the position purchased or sold by the Fund.

The Investment Manager and its associates may from time to time incur expenses on behalf of the Fund and Other Accounts. The Investment Manager and its associates will allocate such expenses on a basis they consider to be equitable.

The Investment Manager and the Investment Adviser will allocate such time and attention as they deem appropriate and necessary to carry out the operations of the Fund effectively. However, such officers, directors, and employees will continue to devote time to the management and operation of their existing and future business activities, including Other Accounts. Therefore, as the Investment Manager and Investment Adviser personnel will work on other projects, conflicts may arise in the allocation of certain personnel and other resources. Details of how these conflicts may be mitigated is set out in the section headed "Corporate Governance — Arrangements to Mitigate Conflicts of Interest".

Allocations of investment opportunities

The Investment Manager and its associates (including the Investment Adviser) may raise, sponsor, manage, or otherwise provide discretionary investment management and/or advisory services to, or source investments for, other funds, some of which may have investment objectives similar to or that overlap with those of the Fund and/or engage in transactions in the same type of investments as the Fund or in different investments of the same companies to which the Fund lends. The Investment Manager and the Investment Adviser will respectively determine whether and to what extent an investment opportunity is appropriate for the Fund and/or the other the Investment Adviser accounts. To the extent any other Investment Adviser account has investment objects or guidelines that overlap with those of the Fund, in whole or in part, investment opportunities that fall within such common objectives or guidelines will be allocated among the Fund and such other the Investment Adviser accounts on a basis that the Investment Adviser determines to be fair and reasonable in good faith and in accordance with the Investment Adviser's conflicts of interest policy in effect at such time.

In addition, the Investment Adviser's executives and team may spend a portion of their business time and attention pursuing investment opportunities that do not fall within the investment objectives of the Fund for other accounts of the Investment Adviser and other than on behalf of the Fund. The Investment Adviser will continue to manage and monitor such other accounts of the Investment Adviser and investments. The Investment Manager, the Investment Adviser and/or their associates believe that the significant investment of these executives in the

Fund, as well as the executives' interest in the incentive allocation, operate to align, to some extent, the interest of the executives with the interest of the Fund, although the executives have or may have economic interests in such other accounts of the Investment Adviser and investments as well as receive IM Management Fee and carried interests relating to these interests. Such other accounts of Investment Adviser and investments that the executives may control or manage may compete with the Fund or the Investments.

Potential conflicting fiduciary duties

If any investment opportunity is not consistent with the investment objectives or diversification requirements described in this Document, or if the Fund does not have sufficient cash available to invest, other entities advised and managed by the Investment Adviser may invest in such investment opportunity and it is possible that conflicts may arise and that the interests of the Fund may suffer.

Confidential information

The Investment Manager and its associates (including the Investment Adviser) may receive certain confidential client information in the normal course of their business. Such confidential information would not ordinarily be available to the Investment Manager, the Investment Adviser and/or their associates in connection with the Fund's business. However, the possession of such information by such associates may preclude the Fund from engaging in certain transactions or impose restrictions on certain transactions.

Service providers

Certain advisers and other service providers (or their associates) (including operating partners, accountants, administrators, lenders, bankers, brokers, attorneys, consultants, title agents, and investment or commercial banking firms) to the Fund, the Investment Manager, the Investment Adviser, and/or certain entities in which the Fund has an investment also provide goods or services to or have business, personal, financial, or other relationships with the Investment Adviser, its associates, and portfolio companies. Such advisers and service providers referred to above may be investors in the Fund, associates of the Investment Adviser, sources of financing and investment opportunities, or co-investors, commercial counterparties or entities in which the Investment Adviser and/or other accounts of the Investment Adviser have an investment, and payments by the Fund and/or such portfolio companies may benefit the Investment Adviser and/or other accounts of the Investment Adviser. Notwithstanding the foregoing, transactions relating to the Fund that require the use of a service provider will generally be allocated to service providers based on best execution, the evaluation of which includes, among other considerations, such service provider's provision of certain investment-related services and research that the Investment Manager believes to be of benefit to the Fund. Advisers and service providers, or their associates, often charge different rates or have different arrangements for different types of services. With respect to service providers, for example, the fee for a given type of work may vary depending on the complexity of the matter as well as the expertise required and demands placed on the service provider. Therefore, to the extent the types of services used by the Fund and/or portfolio companies are different from those used by the Investment Adviser and its associates, the Investment Manager or its associates may pay different amounts or rates than those paid by the Fund and/or portfolio companies. However, the Investment Adviser and/or their associates have a longstanding practice of not entering into any arrangements with advisers or service providers that could provide for lower rates or discounts than those available to the Fund and/or portfolio companies for the same services.

The Investment Adviser may from time to time hold equity or other investments in companies or businesses (even if they are not "associates" of the Investment Adviser) that provide services to or otherwise contract with portfolio companies. In connection with such relationships, the Investment Adviser may also make referrals and/or introductions to portfolio companies (which may result in financial incentives benefitting the Investment Adviser that are tied or related to participation by portfolio companies). The Fund will not share in any fees or economics accruing to the Investment Adviser as a result of these relationships and/or participation by portfolio companies.

RISKS RELATING TO LAWS, TAXATION AND REGULATION

Changes in laws or regulations may adversely affect the Fund's business, Investments and the results of its operations

The Fund, the Investment Manager and the Investment Adviser are subject to laws and regulations enacted by national, regional and local governments and institutions. These laws and regulations — and their interpretation and application — may change from time to time, and such changes could adversely affect the Fund's Investments and operations. The precise nature of the risks and uncertainties arising from legal or regulatory changes cannot be predicted and are outside the Fund's control. In addition, political or economic uncertainty resulting from actual or proposed changes in applicable laws or regulations may also impact the Fund's operations and performance. Any such developments may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

The Fund is exposed to changes in the tax treatment of arrangements relating to its business or Investments

The Fund may suffer withholding tax on income and gains from Investments in the jurisdictions of those Investments or where such income or gain otherwise originates.

The Fund Directors and the IM Directors will use all reasonable endeavours to ensure that the Fund is solely resident in Hong Kong. However, there is a risk that if the Fund were treated as resident, or as having a permanent establishment, or as otherwise being engaged in a trade or business, in any country in which it invests or in which the Investments are managed, all of its income or gains, or the part of such gain or income that is attributable to, or effectively connected with, such permanent establishment or trade or business, may be subject to tax in that country, which could have a material adverse effect on the performance of the Fund and returns to Shareholders.

Initiatives to achieve a multi-national framework on corporate taxation may affect the tax treatment of the Fund

The law and any other rules or customary practice relating to tax, or its interpretation in relation to the Fund, its assets and any investment of the Fund may change during its life. In particular, both the level and basis of taxation may change. In particular, initiatives such as the OECD's on-going global Base Erosion and Profit Shifting project or Pillar Two Global Anti-Base Erosion (GloBE) models which intends to achieve a multi-national framework on corporate taxation could substantially affect the tax treatment of the Fund. The OECD's proposed changes under the BEPS project are being progressively implemented by tax authorities around the world and such implementation may affect the investors, the Borrowers and/or the Fund. Additionally, the interpretation and application of tax rules and customary practice to the Fund, its assets and investors by any taxation authority or court may differ from that anticipated by the Fund. Any such developments may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

Anti-Avoidance provisions which may be implemented or adjusted in the future could affect the Fund's tax position

Various jurisdictions in which the Fund intends to make Investments have wide-ranging anti-avoidance provisions. These provisions target transactions that result in the avoidance, reduction or deferral of tax liabilities, and tax authorities may, at their discretion, adjust the Fund's tax position to counteract such effects. Any such adjustments may adversely impact the Fund and its assets, which in turn could significantly affect returns to investors. These developments may have a material adverse effect on the performance of the Fund and its business, financial condition, results of operation, Net Asset Value and/or the market price of the Shares.

Investors may, in certain circumstances, be exposed to adverse ERISA consequences

Shares may not be acquired under the Initial Issue nor under the Share Issuance Programme, and should not otherwise be acquired, by any person whose ownership of Shares may cause the Fund's assets to be deemed "plan assets" for the purposes of ERISA or the U.S. Tax Code. However, the Fund cannot guarantee that equity interests in the Fund will not be acquired by, or transferred to, such an investor. If 25% or more of the total value of any class of equity interest in the Fund (determined after the most recent acquisition of any equity interest in the Fund and subject to certain other computational rules) were to be held by such persons, an undivided portion of the Fund's assets could be required to be treated as "plan assets" subject to ERISA or the U.S. Tax Code. In such a case, the Fund and those responsible for advising the Fund and its assets could become subject to applicable requirements of ERISA and the U.S Tax Code and could be obligated to cause the operations and investments of the Fund to be administered, consistent with those requirements, other than as the Fund and its advisers might otherwise think advisable. Moreover, it is not clear that, in such a case, the Fund or its advisers could comply with all applicable requirements of ERISA or the U.S. Tax Code. A failure of the Fund or its advisers to comply with any such applicable provision could result in injunctive or other relief that could adversely affect the Fund, its advisers and its investors and in the assertion of a tax or penalty with respect to transactions involving the "plan assets" deemed held by the Fund.

The Fund may be treated as a passive foreign investment company for U.S. federal income tax purposes

The Fund may be treated as a "passive foreign investment company" (often referred to as a "PFIC") for U.S. federal income tax purposes, which could have adverse consequences on U.S. investors. The Fund has not undertaken to determine whether it was a PFIC for any prior taxable year, for the current year, or whether it is likely to be so treated for future years. A non-U.S. corporation generally will be considered a PFIC for any taxable year in which 75% or more of its gross income is passive income, or 50% or more of the average value of its assets are considered "passive assets" (generally, assets that generate passive income). This determination is highly factual. If the Fund is classified as a PFIC for any taxable year, holders of Shares who are U.S. taxpayers would be subject to adverse U.S. federal income tax consequences. Further, prospective investors should assume that a "qualified electing fund" election, which, if made, could serve as an alternative to the general PFIC rules and could reduce any adverse consequences to U.S. taxpayers if the Fund were to be classified as a PFIC, will not be available because the Fund does not expect to provide the information needed to make such an election. A "mark-to-market" election may be available, however, if the Shares are regularly traded. All prospective purchasers of Shares are urged to consult with their own tax advisers concerning the U.S. federal income tax considerations associated with acquiring, owning and disposing of Shares in light of their particular circumstances.

FATCA-related risks

The US Foreign Account Tax Compliance Act ("**FATCA**") provides that a 30% withholding tax will be imposed on certain payments to certain foreign financial institutions, such as the Fund, including interests and dividends from securities of US issuers, unless the Fund provides the withholding agent with certification to comply with FATCA and the Fund obtains and reports the name, address and taxpayer identification number of certain US persons that own, directly or indirectly, an interest in the Fund, as well as certain other information relating to any such interest. The US Internal Revenue Service (the "**IRS**") has released regulations and other guidance that provide for the implementation of the foregoing withholding and reporting requirements. The United States Department of the Treasury and Hong Kong have entered into an intergovernmental agreement based on the Model 2 arrangement. Although the Fund will attempt to satisfy any obligations imposed on them to avoid the imposition of FATCA withholding tax, no assurance can be given that the Fund will be able to fully satisfy these obligations. If the Fund becomes subject to a withholding tax as a result of FATCA, the Net Asset Value of the Fund may be adversely affected and the Fund and its Shareholders may suffer material loss.

The Fund's ability to comply with FATCA will depend on each Shareholder providing the Fund or its agent with information and, where applicable, consents to report that the Fund requests concerning the Shareholder or its direct and, under certain circumstances, its indirect owners.

Please also refer to the section headed "Taxation — FATCA and Compliance with US Withholding Requirements" for further details on FATCA and related risks.

All prospective investors and Shareholders should consult with their own tax advisers regarding the possible implications of FATCA and the tax consequences on their investments in the Fund. Shareholders who hold their Shares through intermediaries should also confirm the FATCA compliance status of those intermediaries.

The ability of overseas Shareholders to bring actions or enforce judgments against the Fund, the Fund Directors, the IM Directors, the Investment Manager and the Investment Adviser may be limited

The ability of an overseas Shareholder to bring an action against the Fund may be limited under Hong Kong law. The Fund is a closed-ended fund incorporated as a Hong Kong public OFC. The rights of holders of Shares are governed by Hong Kong law and by the Instrument. An overseas shareholder may not be able to enforce a judgment against some or all of the IM Directors or Fund Directors, the Fund, the Investment Manager, or the Investment Adviser. Some of the Fund Directors or IM Directors, and the Investment Adviser are or may be residents of non-Hong Kong jurisdictions such as the UK and/or the United States. Consequently, it may not be possible for an overseas shareholder to effect service of process upon the Fund and Directors, the Investment Manager or the Investment Adviser within the overseas shareholder's country of residence or to enforce against the Fund, the Fund Directors, the IM Directors, the Investment Manager and the Investment Adviser judgments of courts of the overseas shareholder's country of residence based on civil liabilities under that country's securities laws. There can be no assurance that an overseas shareholder will be able to enforce any judgments in civil and commercial matters or any judgments under the securities laws of countries other than Hong Kong against the Fund and Directors, the Investment Manager and the Investment Adviser, or countries other than those in which judgment is made. In addition, Hong Kong or other courts may not impose civil liability on the Fund, the Fund Directors, the IM Directors, the Investment Manager and the Investment Adviser in any original action based solely on foreign securities laws brought against them in a court of competent jurisdiction in Hong Kong or other countries.

RISKS RELATING TO THE SHARES AND [REDACTED]

Shareholders have no right to require the redemption of their Shares

As the Fund is closed-ended, Shareholders have no right to require the redemption of their Shares. Accordingly, Shareholders may only be able to liquidate or dispose of their Shares through a sale of such Shares to third parties in the secondary market or to the Fund pursuant to its Share buybacks. There can be no assurance that a Shareholder will be able to dispose of its Shares at the [**REDACTED**] or any price, or at all.

The Shares have never been publicly traded and the [REDACTED] may not result in an active or liquid market for the Shares

Prior to the [**REDACTED**], there has been no public market for the Shares and an active public market for the Shares may not develop or be sustained after the [**REDACTED**]. Although the Shares will be [**REDACTED**] on the Hong Kong Stock Exchange following the completion of the [**REDACTED**], this does not guarantee that a trading market for the Shares will develop or, if a market does develop, the liquidity of that market. Accordingly, any investor buying Shares may not necessarily be able to find other buyers should that investor wish to sell.

If a Shareholder needs to sell Shares at a time when no active market for them exists, the price received for the Shares, assuming an investor is able to sell them, may be lower than the price received if an active market did exist.

The price of the Shares may decline after the [REDACTED]

The [**REDACTED**] of the [**REDACTED**] may not be indicative of the market price for the Shares after completion of the [**REDACTED**]. The Shares may trade at prices significantly below the [**REDACTED**] after the [**REDACTED**] and the price of the Shares may be volatile. The price of the Shares will depend on supply and demand for the Shares which in turn depends on many factors, which may change from time-to-time, including but not limited to: (i) the perceived prospects of the Fund's investments and the infrastructure asset market; (ii) differences between the Fund's actual financial and operating results and those expected by investors and analysts; (iii) changes in the Fund's revenues or earnings estimates or analysts' recommendations or projections; (iv) changes in general economic or market conditions; (v) the market value of the Fund's assets; (vi) changes in market valuations of similar funds; (vii) increases in interest rates; (viii) the perceived attractiveness of the Shares against those of other securities; (ix) any future changes to the regulatory system, including the tax system; (x) the ability on the Fund's part to implement successfully its investment and growth strategies and to retain its key management personnel; and (xi) broad market fluctuations.

For these reasons, among other things, Shares may trade at prices that are higher or lower than the attributable Net Asset Value per Share.

Any failure on the Fund's part to meet market expectations with regard to future earnings and cash distributions may adversely affect the market price for the Shares. Shareholders may not get back their full investment amount. If the Fund is liquidated, it is possible that investors may lose all or part of their investment in the Shares.

The Net Asset Value per Share will be diluted if further issues are priced below the existing Net Asset Value per Share

For any issue of Shares or resale or transfer of Treasury Shares after [**REDACTED**], the Issue Price may be above, at or, in certain cases, below the Net Asset Value of the Fund. Where new Shares are issued or Treasury Shares are sold at a price less than the existing Net Asset Value per Share, this will result in dilution on a Net Asset Value per Share basis. For further details of the cases where the Issue Price may be less than the Net Asset Value per Share, please refer to the section headed "The Instrument of Incorporation — Issue of Shares and/or Convertible Instruments".

Shareholders' interests will be diluted by the issue of Shares to pay the Investment Manager's compensation in lieu of cash

Under the Investment Management Agreement, 10% of the IM Management Fee will, if the Market Price of the Shares is at a premium to Net Asset Value per Share (excluding Treasury Shares) on the date that the fee is payable, be settled in the form of newly issued Shares or transfer of Treasury Shares in lieu of cash. Such issue of Shares or transfer of Treasury Shares to the Investment Manager will dilute Shareholder's interest in the Fund. For further details of the abovementioned remuneration arrangement, please refer to the section headed "Discount Control — Manager Fee Shares".

Shares may be subject to Compulsory Transfer

The Fund may compulsorily repurchase Shares if the Investment Manager reasonably suspects that a holding by a person breaches applicable laws, regulatory requirements, or the terms of the [**REDACTED**], or may result in adverse tax or regulatory consequences for the Fund or its stakeholders. In such cases, the Investment Manager may require the relevant person to transfer the Shares to another person by a prescribed deadline. Where such person fails to do so the deadline, the Fund may repurchase the Shares at the prevailing market price at the time. For further details about the circumstances where Shares of the Fund may be compulsorily redeemed, please refer to the section headed "The Instrument of Incorporation — Compulsory Transfer".

Certain laws, rules and regulations affecting companies listed on the Hong Kong Stock Exchange do not generally apply to the Fund or to holdings of Shares

Rights of the Fund's Shareholders differ from, and may be less protected in certain respects than, those granted to shareholders of other companies (not being an OFC) listed on the Hong Kong Stock Exchange. Although the UT Code, the OFC Code and other rules and guidance published by the SFC may have provisions addressing certain issues similar to what the Listing Rules are intended to address, most of the provisions of the Listing Rules do not apply to the Fund or to the holding of Shares.

The Shares may be [REDACTED] from the Hong Kong Stock Exchange

The Hong Kong Stock Exchange imposes certain requirements for the continued [**REDACTED**] of securities, including the Shares, on the Hong Kong Stock Exchange. Investors cannot be assured that the Fund will continue to meet the requirements necessary to maintain the [**REDACTED**] of Shares on the Hong Kong Stock Exchange or that the Hong Kong Stock Exchange will not change the [**REDACTED**] requirements.

If the Shares are [**REDACTED**] from the Hong Kong Stock Exchange, the Fund will be terminated in accordance with the Instrument, which prescribes for the realisation of the Scheme Property and distribution of net cash proceeds to Shareholders. For further details, please refer to the section headed "The Instrument of Incorporation — Termination (otherwise than by winding up)".

Transactions in the Shares involve charges payable by investors

As investors will pay certain charges (e.g. trading fees and brokerage fees) to buy or sell Shares on the Hong Kong Stock Exchange, investors may pay more than the net asset value per Share when buying Shares on the Hong Kong Stock Exchange, and may receive less than the net asset value per Share when selling Shares on the Hong Kong Stock Exchange. For further details of the charges, please refer to the section headed "Fees and Expenses - Charges payable by Shareholders when trading the Shares on the Hong Kong Stock Exchange".

The forward-looking statement and information in this Document may turn out to be inaccurate

This Document contains forward-looking statements. These forward-looking statements are based on a number of assumptions regarding the Fund's strategies and environment in which the Fund will operate in the future, which are subject to significant uncertainties and contingencies, many of which are outside of the Fund's control.

Moreover, the Fund's income is dependent on a number of factors, including the ability of the Fund and the Investment Manager to fully implement its strategies, the receipt of dividends and distributions, directly or indirectly, from each Investment. Such income, dividends and distributions may decrease for a number of reasons, which may adversely affect the Fund's ability to achieve the target distributions as some or all events and circumstances assumed may not occur as expected, or events and circumstances which are not currently anticipated may arise.

Since the forward-looking statements reflect only the Fund's current view concerning future events, such statements necessarily involve risks, uncertainties and assumptions. These statements speak only as at the date of this Document and reflect only the Fund's views as at that time and the Fund undertakes no obligation to update them in light of new information, circumstances or future developments. While the Fund has no reason to doubt the reasonableness of its assumptions on which the forward-looking statements are based, there are known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Fund to be different from any future results, performance or achievements expressed or implied by such forward-looking statements and financial information.

You should read the entire Document carefully and must not rely on any information contained in any other source, including press articles or other media regarding the Fund and the [**REDACTED**]

The Fund strongly cautions you not to rely on any information contained in the press articles or other media regarding the Fund and the [**REDACTED**]. Prior to the publication of this Document, there may be press and media coverage regarding the Fund and the [**REDACTED**]. Such press and media coverage may include references to certain information that does not appear in this Document. None of Relevant Persons has authorised the disclosure of any such information in the press or media, or accepts any responsibility for any such press or media coverage or the accuracy or completeness of any such information or publication, or makes any representation as to the appropriateness, accuracy, completeness or reliability of any such information or publication.

To the extent that any such information is inconsistent or conflicts with the information contained in this Document, each of the Relevant Persons disclaims responsibility for it and you must not rely on such information.

The foregoing list of risk factors and conflicts does not purport to be a complete enumeration or explanation of the risks and conflicts involved in an investment in the Fund. Prospective investors should read this entire Document and consult with their own advisers before deciding whether to invest in the Fund. In addition, as the Fund's investment program develops and changes over time, an investment in the Fund may be subject to additional and different risk factors and conflicts.