



# SPYRE

*Development Fund*

Fund Memorandum for the Spyre Development Fund

CCIV ACN 682 214 168

10 January 2025

**Stara Investment Management Limited**

ABN 49 653 962 871

AFS licence number 535500

## Important information and disclaimers

This Fund Memorandum is dated 10 January 2025. It has been prepared and issued by Stara Investment Management Limited ACN 653 962 871 (Stara), the holder of Australian financial services (AFS) licence number 535500. Stara is the corporate director of the Spyre Development Fund CCIV ACN 682 214 268 (Company).

### Purpose

The purpose of this Fund Memorandum is to provide information about the Company, including the reason it was incorporated, how its business will be operated, how its affairs will be conducted, the sub-funds of the Company that may be registered from time to time (Investment Funds), the shares that may be issued in the Company from time to time, and how the assets of an Investment Fund may be applied.

### Not an offer document

This Fund Memorandum is not an offer document and does not contain an offer to apply for shares in the Company. Any offer to apply for a particular class of shares in the Company (Investor Shares) that are referable to a particular Investment Fund will be contained in a separate document (Investment Memorandum).

This Fund Memorandum is not a product disclosure statement or other regulated disclosure document and has not been, and is not required to be, lodged with the Australian Securities and Investments Commission (ASIC). ASIC takes no responsibility for and expresses no view regarding the content of this Fund Memorandum.

### Not investment advice

The information contained in this Fund Memorandum is not financial product advice, nor is it taxation or legal advice. The information contained in this Fund Memorandum is general information only and does not take into account your investment objectives, financial situation or particular needs.

### Eligibility to acquire shares in the Company

The Company is a wholesale corporate collective investment vehicle (CCIV). Any offers made to apply for shares in the Company in the future will only be available to people who qualify as "wholesale clients" within the meaning of section 761G of the Corporations Act (Wholesale Clients) and who receive the offer (electronically or otherwise) in Australia (Eligible Investors).

### Interpretation

Any statements made in this Fund Memorandum are made by Stara in its personal capacity. This Fund Memorandum has not been prepared or issued by or on behalf of the Company or by Stara in its capacity as corporate director. However, if any statements made in this Fund Memorandum are referenced or incorporated in the terms of any offer document issued by the Company or Stara in its capacity as corporate director of the Company in respect of shares in the Company, then such statements are taken to be made by Stara in its capacity as corporate director in that offer document.

Any reference in this Fund Memorandum to the Company doing something, potentially doing something, or intending to do something, is a reference to Stara intending to cause or potentially cause the Company to do such a thing in operating the business and conducting the affairs of the Company and in performing the functions conferred on it as corporate director of the Company by the constitution of the Company (Constitution) and the Corporations Act 2001 (Cth) (Corporations Act).

Unless otherwise specified or implied, references to "we", "our" and "us" in this Fund Memorandum are references to Stara, and references to "you" and "your" are references to a person who may apply for shares in the Company in the future.

Capitalised terms used in this Fund Memorandum which have been given a specific meaning are defined in the glossary contained in Section 11. Unless otherwise specified or implied, references to currency are to Australian currency, references to time are references to Australian Eastern Standard Time, and references to years are to financial years.

All information, data, or statements contained or made in this IM is provided or based on information as at the date of this Fund Memorandum, unless otherwise stated. Diagrams used in this IM are illustrative only and may not be drawn to scale.

Any statements made in this Fund Memorandum are made as at the date of this Fund Memorandum, unless otherwise stated. Photographs and illustrations in this Fund Memorandum are not photographs or illustrations of assets of the Company.

### Forward-looking statements

This Fund Memorandum contains "forward-looking statements". Forward-looking statements may be identified by the use of terminology such as "anticipate", "believe", "can", "continue", "estimate", "expect", "intend", "may", "plan", "project", "seek", "will", "would", "should", "target", and similar terms that imply uncertainty. You should note these statements are inherently subject to uncertainties in that they may be affected by a variety of known and unknown risks, variables and other factors which could cause actual values or results, performance or achievements to differ materially from anticipated results, implied values, performance or achievements expressed, projected or implied in the statements.

Any forward-looking statements included in this Fund Memorandum represent Stara's current opinions, assumptions, expectations, beliefs, intentions, estimates or strategies regarding future events and are subject to risks and uncertainties and may not be realised.

### Confidentiality

This Fund Memorandum is provided on a strictly confidential basis solely for your information and exclusive use. This Fund Memorandum may not be copied, reproduced, republished, posted, transmitted, distributed, disseminated or disclosed, in whole or in part, to any other person in any way without our prior written consent, which we may withhold in our absolute discretion. By accepting this Fund Memorandum, you agree you will comply with these confidentiality restrictions and acknowledge your compliance with these restrictions is a material inducement to us providing this Fund Memorandum to you.

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# Managing Director's *Letter.*

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I am pleased to be able to provide you with information about the Spyre Development Fund CCIV ACN 682 214 268 (Company). The Company is a wholesale corporate collective investment vehicle (CCIV) and Stara is the corporate director of the Company.

The Company was formed by Stara to enable it to provide interested investors with the opportunity and means to provide funding to select residential development projects that are or will be managed by Spyre Group (Projects). Spyre Group is an Australian resident property development business that specialises in the development of luxury and high-end apartments.

In respect of each Project, a special purpose company will be incorporated as part of the business of Spyre Group to acquire land and undertake the Project (Project Entity). Each Project Entity will appoint entities within Spyre Group to provide services to it, including project management and development management services. Typically, each Project will be funded by debt and the issue of shares in the Project Entity.

If Spyre Group presents a Project to Stara, and Stara considers the Project is suitable for investment, then a new a sub-fund of the Company will be registered (Investment Fund). A document containing an offer for Eligible Investors to apply for shares belonging to a particular class in the Company (Investor Shares) that are referable to the Investment Fund will then be issued (Investment Memorandum). The proceeds of the issue of Investor Shares under the Investment Memorandum will be used to acquire redeemable preference shares in the Project Entity and meet the costs and expenses of the Investment Fund (including the payment of fees to Stara or another Stara Group entity). The redeemable preference shares will be issued on terms agreed between Stara and Spyre Group, which will vary in respect of each Project. However, any redeemable preference shares acquired by an Investment Fund will typically carry an entitlement to receive a dividend at a specified rate and will carry rights to protect the interests of holders of those shares. The terms of issue of redeemable preference shares to be acquired by a particular Investment Fund will be detailed in the relevant Investment Memorandum.

A new Investment Fund will be registered in respect of each Project, and a particular Investment Fund will only acquire shares in a particular Project Entity. Interested investors will have the opportunity to select which Project to fund based on their assessment of the Project and their investment preferences.

Stara was the first fund manager to be granted an AFS licence by the Australian Securities and Investments Commission to operate CCIVs as corporate director. Stara considers the CCIV to be the optimal structure for this type of offering. The CCIV was in part designed to operate as an 'umbrella vehicle', which is how the Company is intended to operate. Unlike some 'master trust structures' where investors may acquire different classes of units that are referable to particular investments, the CCIV has a statutory framework that protects investors in a particular sub-fund by quarantining the business of that sub-fund from the business of all the other sub-funds of the CCIV. This is achieved by a strict segregation of the assets and liabilities of each sub-fund of a CCIV from the assets and liabilities of the other sub-funds of the CCIV. This means should a particular Project Entity that is invested in by a particular Investment Fund underperform, investors who hold shares in another Investment Fund will be unaffected.

This Fund Memorandum contains information on the Company and the Investment Funds that will be registered from time to time. The Investment Memorandum that will be issued in respect of each Investment Fund will contain information relevant to an investment in that particular Investment Fund, including details of the relevant Project and Project Entity, the terms of issue of redeemable preference shares to be acquired by the Investment Fund, and intended term of the investment, and the target returns and any specific risks associated with an investment in the Investment Fund.

I look forward to presenting you with the opportunity to invest in the Investment Funds.

Yours sincerely  
Paul Weightman  
Managing Director  
Stara Investment Management Limited

# 1. Investment Structure.

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## 1.1 Overview

The Company is a corporate collective investment vehicle (CCIV), which is a type of company that can be registered under the Corporations Act. Stara is the corporate director of the Company.

## 1.2 What is a CCIV?

A CCIV is a type of company that is limited by shares. As a company, a CCIV is a legal person - separate from its 'owners' and 'operator' - and can, for example, enter into contracts, acquire assets, and incur liabilities in its own name. There are some key differences between a CCIV and a regular company. For example, a CCIV can only have one director, which must be a public company that holds an AFS licence authorising it to operate the CCIV, and a CCIV cannot have an alternate director, a secretary, or any employees.

The CCIV regime came into effect on 7 July 2022 and was developed to address Australia's identified need for a collective investment vehicle that provides flow-through tax treatment, maintains investor protection, and is more internationally recognisable than the "managed investment scheme", which is a trust-based collective investment vehicle.

## 1.3 What is the role of the corporate director?

A CCIV can only have one director, which must be a public company that holds an AFS licence authorising it to operate the CCIV as corporate director.

The corporate director of a CCIV has an obligation to operate the business and conduct the affairs of the CCIV. The corporate director must also perform the functions conferred on it by the CCIV's constitution and the Corporations Act.

The corporate director owes duties to the CCIV and its members (being holders of shares in the CCIV). The 'general duties' that apply to all directors of companies (such as the duty to act in good faith) apply to corporate directors. Further, corporate directors are subject to additional 'CCIV-specific' duties. The additional duties are intended to reflect the corporate director's role as the operator of a collective investment scheme (as distinct from a standard company). The additional duties are intended to align with those owed by, in respect of a wholesale CCIV, the trustee of a trust under general law and under trust legislation.

The additional duties are intended to ensure that investors in a CCIV are afforded comparable protections as investors in a managed investment scheme.

Among other things and in summary, a corporate director of a wholesale CCIV must, in exercising its powers and carrying out its duties, act honestly, act in the best interests of the members of the CCIV (as a whole) and of each sub-fund, exercise the degree of care and diligence that a reasonable person in its position would exercise, and:

- (a) treat members of the CCIV who hold shares of the same class equally;
- (b) treat members of the CCIV who hold shares of different classes fairly; and
- (c) treat members of different sub-funds of the CCIV fairly.

## 1.4 What is a sub-fund?

A CCIV is partitioned into 'sub-funds'. The term 'sub-fund' describes part of the business of a CCIV. All things done by a CCIV (such as shares issued and assets acquired) must be referable to one (and only one) sub-fund. Each sub-fund is a distinct, segregated, protected, and generally separately regulated part of a CCIV.

A sub-fund of the Company is referred to as an 'Investment Fund' in this Fund Memorandum. A new Investment Fund will be registered in respect of each Project, and a particular Investment Fund will only acquire shares in a particular Project Entity.

The CCIV has a statutory framework that protects investors in a particular sub-fund by quarantining the business of that sub-fund from the business of all the other sub-funds of the CCIV. This is achieved by a strict segregation of the assets and liabilities of each sub-fund of a CCIV from the assets and liabilities of the other sub-funds of the CCIV. This means should a particular Project Entity that is invested in by a particular Investment Fund underperform, investors who hold shares in another Investment Fund will be unaffected.

# 2. Management of the Fund.

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## 2.1 About Stara Group

Stara Group is an independent consulting and advisory firm founded by Paul Weightman and Jodie Clarke that focuses on originating investment opportunities and providing capital solutions and strategic advice on corporate and direct property transactions and structures. Stara is part of Stara Group and carries on business operating managed investment schemes and corporate collective investment vehicles.

Stara was the first fund manager to be granted an AFS licence by the Australian Securities and Investments Commission containing authorisation to operate CCIVs as corporate director. Stara also made one of the first public offers to invest in a CCIV in Australia, being in respect of the 'Venu Hospitality Fund'. The Venu Hospitality Fund was established to acquire and manage a portfolio of hospitality assets. The Venu Hospitality Fund was structured as a stapled entity, with one sub-fund in the relevant CCIV being formed to acquire interests in real estate and another sub-fund being formed to acquire shares in operating businesses, with redeemable shares issued in the relevant CCIV referable to one sub-fund being stapled to those referable to the other sub-fund.

## 2.2 Roles and responsibilities

Stara is the corporate director of the Company and is responsible for operating the business and conducting of the affairs of the Company, and for performing the functions conferred on it by the Constitution and the Corporations Act.

It is intended a Stara Group entity be appointed by the Company as the manager of each Investment Fund (Manager) pursuant to a management agreement (Management Agreement). The Manager will be responsible for managing the assets of each Investment Fund. Further information on the intended terms of the Management Agreement to be entered into in respect of each Investment Fund, and the services to be provided by the Manager in respect of each Investment Fund, is contained in Section 9.2.

## 2.3 Management team

Stara's executive team has extensive experience in the legal, funds management, valuation and real estate sectors across all disciplines of investment, capital management, development management, income protection, sustainability and value creation.

### (a) Paul Weightman

Paul is a director of Stara and the Managing Director of Stara Real Estate Capital & Advisory Pty Ltd, Stara's holding company.

Paul was the founding Executive Chairman and was subsequently the CEO and Managing Director of Cromwell Property Group (ASX:CMW) from the time it was established in 1998 until his retirement at the end of 2020.

Paul oversaw major transactions and Cromwell's managed funds, was a responsible officer for Cromwell's licensed financial operations in UK, Luxembourg, Singapore and Australia and was a Director of LDK Heath Care, Cromwell Investment Services Limited (UK), and the SGX listed Cromwell European REIT, which he launched and has a market capitalisation of in excess of \$1.82 billion.

Under Paul's management, Cromwell never failed to meet earnings or distribution guidance.

Prior to founding Cromwell Property Group, Paul practiced in Australia and internationally as a solicitor for more than 20 years. He holds degrees in commerce and law and has extensive experience in property development and investment, financial structuring, public listings, mergers and acquisitions, revenue matters and joint ventures. Paul continues to maintain a practicing certificate as a solicitor and is a Fellow of the Royal Institute of Chartered Surveyors.

Paul was responsible for capital raising in Cromwell Property Group and its funds and has led equity raisings valued at more than \$5 billion. Paul has considerable experience with print and electronic media and was the public face and spokesperson for Cromwell Property Group for more than 22 years.

Paul has acted as a director of companies in the property, energy & retail sectors. Following his retirement from Cromwell Property Group, Paul established Stara Group, which provides investment and operating advice and capital solutions to a range of private, institutional investors and fund managers.

(b) Jodie Clark

Jodie is a director of Stara and an Executive Director the Chief Operating Officer of Stara Real Estate Capital & Advisory Pty Ltd, Stara's holding company.

Jodie is a qualified and skilled senior executive with more than 25 years' experience in multiple domestic and international property markets covering asset and funds management operations across agency, development, property & asset management, funds management, real estate investments, corporate mergers and acquisitions and investor relations.

Jodie joined Paul as director of Stara Real Estate Capital & Advisory in 2021 having most recently been the COO of Cromwell Property Group from 2004 – 2021 during which she ran the group's global operations extending her experience to include group business operations and people strategy focusing on brand, technology, people and culture, office services, diversity & inclusion and sustainable platform operations in 15 countries.

Jodie's is an accomplished and driven C Suite Executive with non-executive director and Remuneration Committee Chair experience, serving on a listed, high growth property Board.

Jodie is a Graduate of the Australian Institute of Company Directors, holds National Real Estate Licenses in all states of Australia, and is RG146 Compliant.

(c) Patrick Weightman

Patrick is a director of Stara and an Executive - Transactions & Advisory of Stara Real Estate Capital & Advisory Pty Ltd, Stara's holding company.

Patrick has 10 years' experience in the real estate industry, having most recently been Transactions Manager for Cromwell Property Group from 2014-2021, where his primary focus was Australian-based acquisitions and disposals of real estate and other assets on behalf of both Cromwell Property Group's listed and unlisted property funds. In addition to undertaking due diligence processes and negotiations between parties, Patrick has further experience in undertaking development feasibilities, lease review and assisting in the formulation of both single asset and portfolio strategies.

Patrick has a background in both commercial office and retail property valuations, becoming a Registered Valuer in Queensland in 2014.

An associate member of the Australian Property Institute, Patrick has a Bachelor of Business Management (Real Estate and Development Major) and a Bachelor of Commerce from the University of Queensland.

# 3. Spyre Group.

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## 3 Spyre Group

### 3.1 About

Spyre Group is an Australian resident property development business that specialises in the development of luxury and high-end apartments. Spyre has managed more than \$800 million worth of luxury developments.

### 3.2 Key people

#### (a) Daniel Laruccia

Daniel Laruccia is the founder of [Spyre Group] and serves as its Chief Executive Officer and Managing Director. With over a decade of experience, Daniel is a full-time property developer, licensed fund manager, project mentor and financial business strategist.

Alongside specialist skills in project procurement, he also leads Spyre Group in business development and negotiating project funding arrangements. Spyre Group was founded by Daniel in 2008 and has since created more than 500 residences across its career.

Spyre Group has already etched its reputation in developing highly desirable properties throughout South East Queensland's best locations. Daniel is proud to have led the market in providing desirable living spaces for our discerning residents.

As a dynamic entrepreneur in any specialist space, Daniel wants to ensure that our product makes a lasting impact and offers something more than just the status quo. Daniel ensures continual improvement and growth and now continues to develop the company's portfolio throughout the Gold Coast, Brisbane and Victoria.

#### (b) Andrew Malouf

Andrew is a director of Spyre Group. Bringing more than a decade of expertise to the team, Andrew closely manages every Spyre Group project for its entire lifespan, from concept to completion.

During his successful career as a senior town planner, Andrew developed a keen eye for identifying site development potential. It is Andrew's discerning criteria that has enabled Spyre Group to acquire not only some of the most highly recognised and acclaimed a-grade sites across South East Queensland, but many hidden gems with untapped potential as well.

Through the daily management of Spyre Group's Project Team, Andrew serves as an integral part of ensuring that all of Spyre Group's developments surpass the expectations of our clients, investors and all other stakeholders. Andrew continually raises the benchmark for himself, his team and the industry at large in an effort to constantly elevate residential property offerings in Australia.

As the driving force behind Spyre Group's vision and brand, Andrew has ensured that Spyre Group is widely recognised as an industry leader, allowing the group to continue to flourish rapidly on both a local and national stage.

# 3.3 Completed Projects.

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## 3 Spyre Group

### 3.3 Completed projects

This section sets out some of the completed development projects that were managed by Spyre Group.

#### Natura, Burleigh Heads

112 The Esplanade, Burleigh Heads, Queensland



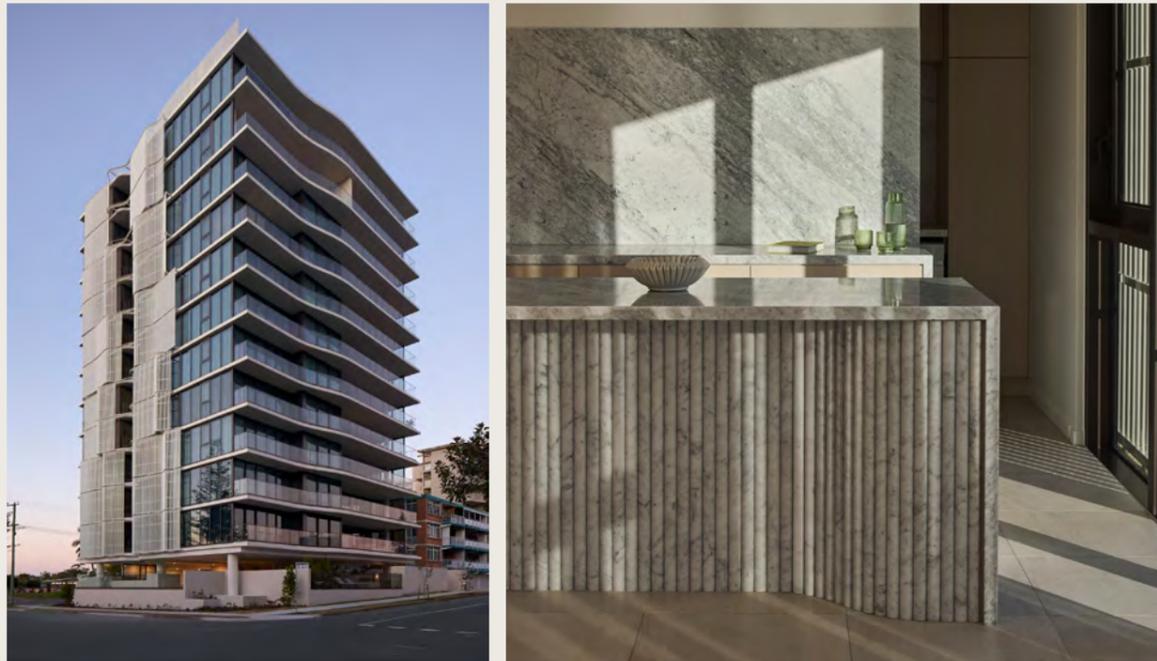
Situated on one of the Gold Coast's most exclusive beachfront locations, Natura offers an unrivalled calibre of living to Burleigh Heads. Set against a backdrop of uninterrupted ocean views, residents will enjoy sophisticated architecture, inspired interiors and enviable amenity from some of Australia's most coveted design teams and creators.

Within walking distance of everything Burleigh Heads has to offer – from the pristine beach and National Park to acclaimed eateries – Natura's location lends itself to a lifestyle of leisure and convenience each and every day. A rare opportunity for those in pursuit of a coastal destination with the cultural variety of a cosmopolitan locale, Burleigh Heads represents the best of both worlds.



### Cala Dei, Coolangatta

144 Marine Parade, Coolangatta, Queensland



Nestled in the foothills of Greenmount's renowned headland, perfectly positioned to embrace the prolific landscape of the southern Gold Coast, lies Cala Dei.

Comprising of just 29 beautifully crafted residences, Cala Dei holds a beachfront address in one of the world's most enviable surfing reserves. Designed by the award-winning team at Bureau^Proberts, at Cala Dei exceptional design and craftsmanship provide an enduring connection to the land and combine to redefine beachfront living.

### Maya, Kirra Beach

1 Coyne Street, Kirra Beach, Queensland

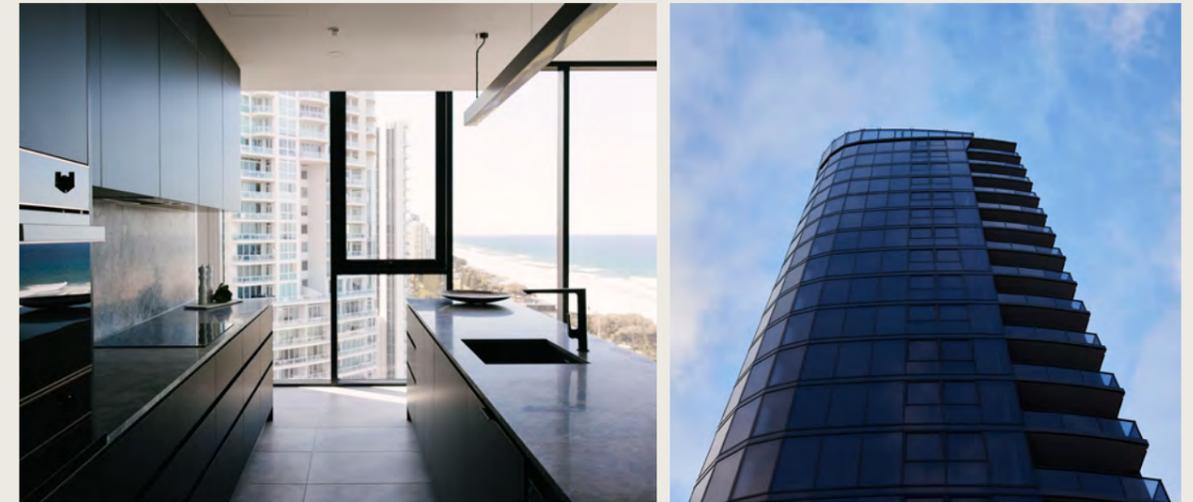


Idyllic beachfront living at Maya is an exclusive and boutique residence positioned on the prestigious Musgrave Road on Kirra Beach's Esplanade. Offering only 16 residences across 8 levels and only 2 per floor, each with a Northern aspect presenting coastal and Gold Coast CBD Skylines.

MAYA's resident amenities include a private dining area, a relaxed seating nook and a luxe welcoming lobby. Step outside to the resort-style pool and leisure area, complete with barbeque facilities & beach shower.

### Elysian, Broadbeach

185 Old Burleigh Road, Broadbeach Queensland



Completed in September of 2020, Elysian offers the ultimate in luxury coastal living to those who appreciate the very best in boutique urban design. With exceptional beachfront and hinterland views from each of its 61 apartments, limited to 4 per floor, Elysian stands as a tribute to harmonious design.

Elysian is perfectly positioned just 70m from the beach, and is a short stroll to Broadbeach's most coveted retail and dining hubs; Pacific Fair and The Star Gold Coast. The interiors are a blend of sophisticated finishes and textures combined with resort style communal spaces. A pool, sauna, gymnasium and private dining area allow residents to fully immerse themselves in the coastal lifestyle.

### Zahra, New Farm

55 Oxlade Drive, New Farm, Queensland



Zahra New Farm holds an iconic riverside address that boasts unique architecture and a rich, opulent material palette. Containing 22 luxury apartments over 5 storeys, each with the look and feel of individually crafted homes.

Zahra has been designed to include a formal lounge and caterer's kitchen, a theatre as well as a Zen Garden that overlooks the picturesque river views.

## Soko, West End

17 Duncan Street, West End, Queensland



SOKO Sky Homes, perched at the top of the waterfront development, were designed by one of Australia's leading multi-disciplinary practices, Cottee Parker. Bringing a unique understanding of the sub-tropical indoor and outdoor lifestyle to the project.

European stone tiles meet floor to ceiling internal gardens, with 60 square metres of lawn connecting to the outdoor deck area. Internal skylights throughout the bedrooms allow natural light and ventilation to flow through the living quarters.

These luxury riverfront sky homes are designed to connect the spacious balconies seamlessly with the living areas. Glass balustrades allow for an uninterrupted view, taking full advantage of the Brisbane River and City vistas.

# 4. Projects & Investments to be made by *Investment Funds.*

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## 4.1 Introduction

The Company was formed by Stara to enable it to provide interested investors with the opportunity and means to provide funding to select residential development projects that are or will be managed by Spyre Group. However, not all Projects managed by Spyre Group from time to time may be funded through the Company.

If Spyre Group presents a Project to Stara, and Stara considers the Project is suitable for investment, then a new Investment Fund will be registered in respect of the Project, and an Investment Memorandum which subsequently be issued which will contain an offer to Eligible Investors to apply for shares of a particular class in the Company that are referable to the Investment Fund (ie, Investor Shares).

The types of projects completed by Spyre Group in the past, including those described in Section 3.3, can be considered indicative of the types of Projects that may be invested in by an Investment Fund. Specific details of the Project to be undertaken by a Project Entity, and the Project Entity itself, will be contained in the relevant Investment Memorandum.

## 4.2 Assessment of Projects

Stara will assess the merits of each Project before it determines to register an Investment Fund and before an Investment Memorandum is issued to seek to raise money to acquire shares in the relevant Project Entity. In assessing a particular Project, Stara will consider, among other things, the feasibility of the Project, the amount of funding required by the Project Entity, the proposed term of the investment, the returns that may be realised by an investment in the Project Entity and the risks those returns are subject to, including the risks associated with the Project.

Stara will require Spyre Group to provide it with sufficient information in respect of a Project (including financial reports, completion valuations, financial models, quantity survey reports, accountant reports and transaction documents) before an Investment Fund is registered in respect of a Project.

## 4.3 Redeemable preference shares

If Stara intends to proceed with the registration of an Investment Fund in respect of a Project, then before doing so Stara will agree the terms of issue of the redeemable preference shares in the Project Entity that would be acquired by the Investment Fund.

The terms of issue of redeemable preference shares to be issued in a Project Entity will vary in respect of each Project and will be determined and agreed in the context of Stara's assessment of the Project. The terms of issue of any redeemable preference shares that may be acquired by an Investment Fund will typically provide for:

- (a) an entitlement to receive a dividend at a specified rate (a 'coupon');
- (b) a date by which the shares will be redeemed ('redemption date');
- (c) an entitlement to interest at a specified 'default' rate which will accrue on a monthly basis after the redemption date and until the shares are redeemed if the shares are not redeemed on the redemption date;
- (d) enhanced or sole voting rights at any shareholder meeting of the Project Entity in certain circumstances; and
- (e) the right for holders of the shares to control the composition of the board of the Project Entity by removing and appointing directors of the Project Entity in certain circumstances.

The 'certain circumstances' contemplated above may include where the holder of the shares (ie the Company) reasonably believes there has been or will be non-compliance by the Project Entity with certain conditions or requirements.

The terms of issue of redeemable preference shares in a Project Entity that are intended to be acquired by an Investment Fund will be detailed in the Investment Memorandum to be issued in respect of that Investment Fund.

# 5. Fees & Expenses.

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Stara, as corporate director of the Company, will be entitled to be paid fees out of the assets of each Investment Fund. In addition, the Manager (being a Stara Group entity) will be entitled to be paid fees out of the assets of each Investment Fund under the terms of the relevant Management Agreement.

Any fees that may be paid to a Stara Group entity out of the assets of an Investment Fund will be detailed in the Investment Memorandum issued in respect of that Investment Fund.

Under the Constitution, Stara, as corporate director of the Company, will be entitled to be paid or reimbursed from the assets of each Investment Fund for costs and expenses properly incurred by it in performing its functions and discharging its duties as corporate director in respect of that Investment Fund.

Under the terms of the Management Agreement that will be entered into by the Company in respect of each Investment Fund, the Manager will be entitled to be reimbursed by the Company for such reasonable costs and expenses incurred by it in providing services to the Company in respect of each Investment Fund. Any amounts paid to the Manager (either by way of fees or reimbursement for costs and expenses) will be paid out of the assets of the relevant Investment Fund.

# 6. Tax Information.

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## Introduction

The following is a summary of tax considerations and issues you may wish to consider when investing in Spyre Development Fund CCIV and is general in nature. You should consider taking advice from a licensed adviser, before making a decision about your investments.

The following tax comments are based on the applicable tax legislation, case law, published rulings, determinations and administrative practice of the relevant revenue authorities in force as at the date of this IM.

Tax laws are subject to continual change and the tax consequences of investing in Spyre Development Fund CCIV differ between Investors. Investors should be aware that a number of taxation issues may arise when they invest. Taxation comments made in this IM are of a general nature only and are not intended to provide exhaustive or definitive advice, nor relied upon as such. All Investors should satisfy themselves as to the possible tax consequences of their investment in Spyre Development Fund CCIV, by consulting their own professional tax advisers before investing in Spyre Development Fund CCIV.

### Acquisition of Shares

This Offer is open to Investors that are residents of Australia only. Upon acceptance of the Offer and making a valid application, Investors who are Australian tax residents will acquire shares in Spyre Development Fund referable to one of its sub-funds.

For Australian income tax purposes, each sub-fund of Spyre Development Fund CCIV is a separate and distinct entity.

Shares will be treated for CGT purposes (including the CGT discount rules) as having been acquired when Spyre Development Fund CCIV issues shares to the Investor.

The cost base of shares issued to the Investor will comprise the amount paid by the Australian tax resident investor for the relevant shares plus certain incidental costs incurred in respect of the acquisition.

## Assets of and distributions to the sub-fund

Each sub-fund will invest in redeemable preference shares in the capital of a company (issuer) incorporated specifically to undertake a particular development. Redeemable preference shares are expected to be treated as passive investments of the sub-fund and are expected to meet the ATO's test to be classified as a "debt instrument", with the consequence that distributions will be taxable in the hands of shareholders in a sub-fund and deductible to the Issuer.

Income Tax Implications of Distributions paid on shares in Spyre Development Fund CCIV, Attribution Managed Investment Trust ("AMIT") status and Withholding Management Investment Trust

This Offer is open to Eligible Investors who are residents of Australia only. It is intended that each sub fund will be taxed as a Unit trust classified as a withholding MIT and will meet certain criteria including:

- a substantial proportion of the investment management activities are carried out in Australia throughout the income year for assets that are
  - situated in Australia at any time in the income year
  - taxable Australian property at any time in the income year

Broadly, Attribution Managed Investment Trusts ("AMITs") are widely held unit trusts meeting certain regulatory requirements and which have elected to apply the AMIT regime.

Whilst the intention is that each sub-fund will be managed and operated as an AMIT and withholding MIT, this status may be subject to temporary circumstances outside of the control of Spyre Development Fund CCIV.

To the extent that a sub fund of Spyre Development Fund CCIV is not considered to be a withholding MIT, Investors should be warned that their tax consequences may be different from those discussed herein.

Australian tax resident Investors are generally subject to tax on the taxable income in the year they are 'attributed' the income. Any attribution must be worked out by Spyre Development Fund CCIV on a fair and reasonable basis in accordance with the Constitution of Spyre Development Fund CCIV.

Where a sub-fund is in a tax loss position in a particular year, the loss would be retained in the sub-fund and could not be distributed to Investors. Any loss could be carried forward by the sub-fund and used to offset taxable income in future years (subject to satisfaction of certain loss integrity tests).

If the cash distributed to an Investor for a year exceeds the Investor's share of the sub-fund's net taxable income, the excess (known as a tax deferred distribution) will generally not be assessable to the Investor. Tax deferred distributions will generally reduce the Investor's CGT cost base of their shares. Once the cost base of an Investor's shares has been reduced to nil any additional tax deferred distributions will be assessable to the Investor as a capital gain.

Conversely, if the cash distributed to an Investor is less than the Investor's share of sub-fund's net taxable income, the Investor will be entitled to a cost base increase on their shares. These cost base adjustments will impact upon the capital gains tax position upon the eventual ultimate disposal of the Investor's shares.

An AMIT member annual statement ("AMMA statement") will be issued by Spyre Development Fund CCIV to each Investor within three months of the end of the income year (i.e. by 30 September each year). The AMMA statement will set out details of any taxable income components, non-assessable components and capital gains (if any) attributed for the year.

### Capital Gains

Where the taxable component attributed to an Australian tax resident Investor on an AMMA statement issued by a sub-fund represents a capital gain, the Investor should be required to include the capital gain in their net capital gain calculation. The amount of any net capital gain should be included in the Investor's assessable income. Where an Investor is attributed a discounted capital gain, the Investor should be required to include the grossed-up amount of the capital gain (i.e., twice the discounted gain) in their net capital gain calculation.

In calculating their net capital gain, a CGT discount may be available on the capital gain for individual Investors, trustee Investors (in certain circumstances) and Investors that are complying superannuation entities. Any current year or carry forward capital losses of the Investor should offset the capital gain first before the CGT discount can be applied.

Disposal or Redemption of Shares by Australian tax resident investors

An Investor will make a capital gain on the disposal or redemption of a share where the capital proceeds received on disposal or redemption exceeds the CGT cost base of the share. The CGT cost base of a share is broadly the amount paid to acquire the share plus any eligible/incidental costs. The cost base of shares may be adjusted under the AMIT annual increase / decrease rules which are described above.

A CGT discount may be available on the capital gain for individual Investors, trustee Investors (in certain circumstances) and Investors that are complying superannuation entities provided the shares disposed of are held for at least 12 months prior to sale. Any current year or carry forward capital losses should offset the capital gain first before the CGT discount can be applied.

An Investor will make a capital loss on the disposal or redemption of a share to the extent that the capital proceeds received on disposal or redemption are less than the CGT reduced cost base of the share. If an Investor makes a net capital loss in a year, this amount is carried forward and is available to offset against capital gains derived in subsequent years.

### Tax File Numbers

It is not compulsory for Investors to quote a TFN or ABN. If an investment in Spyre Development Fund CCIV is made in the normal course of business or enterprise, the Investor may quote an ABN instead of a TFN. Failure to quote an ABN or TFN or claim an exemption will oblige Spyre Development Fund CCIV to withhold tax at the top marginal rate (including Medicare levy) on gross payments (including distributions of income).  
GST

The acquisition, redemption or disposal of shares should not be subject to GST. No GST should be payable in respect of distributions of trust income paid to Investors. Investors should seek their own advice on the impact of GST in their own circumstances. All fees and expenses referred to in this Information Memorandum are quoted exclusive of GST and reduced input tax credits.  
Transfer Duty / Landholder Duty

Assets of Spyre Development Fund CCIV will be situated in Queensland, with comments below referring to transfer duty specific to Queensland only.

In Queensland, transfer duty on land is usually calculated on either the unencumbered value of the property or the amount you agree to pay (the consideration), whichever is higher. The higher amount is called the 'dutiabale value'.

Generally, no duty is payable in Queensland on the issue, redemption, acquisition or transfer of shares in a company unless the person, or the person and related persons of the person (whether alone or jointly), acquire an interest in the company of 50% or more; or the person, or related persons of the person (whether alone or jointly), acquire an interest in the company that, when aggregated with interests already held by the person and related persons of the person (whether alone or jointly), is 50% or more.

An "interest" is defined as an entitlement as a shareholder. To a corporation's property on its winding up. Spyre Development Fund CCIV will not be entitled to the property of an Issuer on its winding up.

Tax laws are subject to continual change and the tax consequences of investing in Spyre Development Fund CCIV differ between Investors. Investors should be aware that a number of taxation issues may arise when they invest. Taxation comments made in this IM are of a general nature only and are not intended to provide exhaustive or definitive advice, nor relied upon as such. All Investors should satisfy themselves as to the possible tax consequences of their investment in Spyre Development Fund CCIV, by consulting their own professional tax advisers before investing in Spyre Development Assets Fund CCIV.

# 7. Shares to be issued in *the Company*.

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## 7.1 Introduction

Under the Constitution, the Company may issue different types and classes of shares. The Company may issue redeemable shares, bonus shares, and shares with such preferred, deferred or other special rights, obligations or restrictions (as determined by the corporate director), including preference shares and redeemable preference shares. The Company may issue shares of different classes and may determine to issue shares on a partly or fully paid basis. The Company may determine the terms on which a class of shares are issued and the rights and restrictions attaching to them.

## 7.2 Terms of issue of shares to be offered

In respect of each Investment Fund, an Investment Memorandum will be issued that will contain an offer to apply for shares of a particular class in the Company that are referable to that particular Investment Fund (ie, Investor Shares). The terms of issue of Investor Shares will be contained in the Constitution at the time the Investment Memorandum is issued.

Unless the Investment Memorandum provides otherwise, Investor Shares will be redeemable preference shares that (subject to their terms of issue, which typically will be as specified below) may be redeemed at the option of the holder of those shares or the Company. The terms of issue will provide the Company may, at its option and without needing to receive a request from the holder of the Investor Shares, redeem Investor Shares held by the holder in any of the following circumstances:

- (a) the corporate director determines, in its absolute discretion, the continued holding of the Investor Shares by the member would be to the material disadvantage of the Investment Fund, including other members of the Investment Fund;
- (b) in the opinion of the corporate director, the continued holding of Investor Shares by the member would be contrary to an applicable law;
- (c) the member holds less than any minimum shareholding amount set by the corporate director in respect of Investor Shares;
- (d) the redemption is required by:
  - (i) legislation where the mechanism for redemption is contained in that legislation;
  - (ii) the order of a court of competent jurisdiction; or
  - (iii) a lien, the exercise of which results in a redemption;
- (e) the Company has given notice to all holders of Investor Shares that the Company will redeem all Investor Shares on issue; or
- (f) the redemption is otherwise permitted or provided for by the Constitution

The terms of issue will provide the holder of Investor Shares may, at their option, request the Company to redeem Investor Shares held by them in response to a redemption offer made by the Company in respect of the Investor Shares. Refer to Section 10.6 for more information about the making of redemption offers.

Except as provided by the terms of issue of Investor Shares, which will typically be as set out above, Investor Shares will have the same rights as ordinary shares.

## 7.3 Registration shares

To facilitate the registration (and eventual deregistration) of an Investment Fund, the Company will issue a particular class of 'REG' shares that will be referable to the Investment Fund. The terms of issue of such 'REG' shares are contained in the Constitution, which provide that at any time a share belonging to another class is on issue in the Company that is referable to the relevant Investment Fund (such as when Investor Shares are on issue), the 'REG' shares:

- (a) do not carry the right to vote at any meeting of members (other than a meeting of members of holders of the relevant class of REG shares);
- (b) do not carry an entitlement to be paid any dividends; and
- (c) their redemption price is the total paid-up amount of the share.

#### 7.4 Founder shares

At the time an Investment Memorandum is issued, the Constitution will contain the terms of issue of a particular class of share that will be referable to the relevant Investment Fund that can be referred to as 'Founder Shares'. Founder Shares are a type of share that may be issued by the Company to raise money for certain purposes. For example, Founder Shares may be issued to:

- (a) facilitate the redemption of other classes of shares that are referable to the Investment Fund (such as Investor Shares);
- (b) raise money to enable the Investment Fund to meet unforeseen, unexpected or extraordinary expenses; or
- (c) make up for any short fall in any capital raise undertaken in respect of the Investment Fund.

If any Founder Shares are issued, the Company may seek to raise money by issuing further Investor Shares or by borrowing money to enable the Founder Shares to be redeemed. The key difference between the terms of issue of Founder Shares and the terms of issue of Investor Shares will be that Founder Shares will carry an entitlement to dividends based on the number of days they are on issue during a particular period to which a dividend that is to be paid by the Company relates. This term is intended to provide holders of Founder Shares with a return on those shares even if those shares are redeemed part way through a particular period.

Founder Shares will not be offered under an Investment Memorandum or to the public at large.

# 8. Risks.

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## 8.1 Introduction

Like any investment, an investment in an Investment Fund will be subject to risk, including the risk that capital invested will be lost. This section contains information as to what Stara considers to be the key risks that will be associated with an investment in any Investment Fund. The Investment Memorandum issued in respect of a particular Investment Fund will detail any specific risks associated with an investment in the Investment Fund. Any such risks will be in addition to the key risks summarised in this section.

Stara considers the key risks associated with an investment in any Investment Fund can be categorised as follows:

- (a) General investment risks
- (b) Property investment and development risks
- (c) Company and Investment Fund risks

## 8.2 General investment risks

- (a) Economy and market conditions

There is the risk that changes in the economy and market conditions may affect asset returns and values, which in turn, may result in reduced income returns and may adversely affect the capital value of your investment. The overall investment performance of an Investment Fund may be affected by changing economic or market conditions. These may include movements in interest rates, exchange rates, securities markets, inflation, consumer spending, employment and the performance of individual local, state, national and international economies.

- (b) Counterparty risk

The Company may enter into legal agreements in respect of an Investment Fund relation to numerous aspects of the Fund's operations. An Investment Fund may be adversely affected where a party fails to perform under these arrangements.

- (c) Litigation

The Company may be involved in disputes and possible litigation, such as if it is required to enforce any rights associated with its holding of shares in a Project Entity. It is possible that material or costly dispute or litigation could affect the value of the assets or expected income of an Investment Fund.

- (d) Legal and regulatory matters

There is the risk that changes in any law, regulation or government policy affecting the business of an Investment Fund (which may or may not have retrospective effect) will have an effect on the Investment Fund's investments and/or performance.

- (e) Taxation

Changes to taxation law and policy might adversely impact an Investment Fund and investor returns. Investors are advised to seek professional taxation advice in relation to their own position before investing in an Investment Fund, however, it is not possible to predict future changes to taxation law or policy.

## 8.3 Property investment and development risk

While an Investment Fund will not invest in real property or undertake development activities directly, each Investment Fund will acquire redeemable preference shares in a Project Entity that will acquire real property and undertake development activities. The value of the shares acquired by an Investment Fund and the returns paid on those shares will depend on the performance of the Project Entity and the success of the Project, and an investment in an Investment Fund is therefore indirectly subject to the property investment and development risks. The management of these risks is the responsibility of Spyre Group, however some of the risks will be outside of their control. Stara considers the key risks associated with an investment in real property and the undertaking of development activities include as follows:

- (a) Property market risks
- An investment in the Fund comes with risks associated with investing in property. In general, these risks include, but are not limited to, a downturn in the value of the property, and in the property market in general, which can be caused or exacerbated by many factors, including restrictions on the availability of credit (both locally and globally), a downturn in the economy (either locally or globally, or both), and changes to laws or government policy having a detrimental effect.
- (b) Project and development management risk
- Each Investment Fund will invest in a Project Entity established as part of the business of Spyre Group. The success of a Project Entity, and ultimately the returns realised by investors in an Investment Fund will depend on the competency of Spyre Group's management team to effectively manage the Project. If Spyre Group fails to effectively manage the Project, or the affairs of the Project Entity, then this would adversely affect the performance of the relevant Investment Fund.
- (c) Construction and rectification risk
- In respect of each Project, a builder will be engaged by the Project Entity to undertake construction works. Completion of the works could be delayed due to the fault of the builder or other unforeseen events. If the Project is not completed on time, practical completion will be delayed and sales of developed stock may be adversely affected, which may impact a Project Entity's ability to redeem redeemable preference shares held by an Investment Fund or pay a dividend at the rate specified in the terms of issue.
- There is also a risk the chosen builder may be unable to complete the development due to being insolvent.
- There is also risk of defective or low quality construction, requiring rectification, which may include the costs of the Project and adversely affect the performance of an Investment Fund.
- (d) Planning risk
- There is a risk that development approval, if not already obtained by a Project Entity when an Investment Fund acquires shares in the Project Entity, may not be able to be obtained to allow construction of the Project. It may also be the development approval obtained does not allow the Project to be built in the form originally proposed, or that further approvals may be required. This may impact the performance of an Investment Fund.
- (e) Contamination risk
- The value of the property held by a Project Entity and the cost of the Project could be adversely affected by the discovery of an environmental contamination or incorrect assessment of costs associated with an environmental contamination.

#### 8.4 Company and Investment Fund risks

- (a) Specific regulatory risk
- The Company is a CCIV. The CCIV regime came into effect on 1 July 2022. As a relatively new type of investment vehicle, there is risk the regulation of CCIVs may change, and any changes to the regulation of CCIVs may have an adverse impact on the Company and the value of, and returns from, an investment in an Investment Fund. It is considered risks associated with regulatory changes are greater for CCIVs than is the case for other investment fund structures (such as trusts) given the CCIV framework was more recently developed.
- (b) Liquidity
- The ability for an investor in an Investment Fund to redeem the shares they hold is dependent on whether or not the Company makes a redemption offer in respect of the relevant class of shares. Investors do not have a right to redeem their shares during the life of an Investment Fund. This is a risk as you may not be able to realise your investment in an Investment Fund at a point in time that is desirable.

- (c) Management risk
- Stara is the corporate director of the Company and is responsible for operating the business and conducting of the affairs of the Company, and for performing the functions conferred on it by the Constitution and the Corporations Act. Further, it is intended a Stara Group entity be appointed by the Company as the Manager of each Investment Fund. The Manager will be responsible for managing the assets of each Investment Fund.
- If either Stara or the Manager fail to perform their roles effectively, then this could negatively affect the performance of an Investment Fund. In particular, there is a risk that Stara and the Manager may fail to manage risks appropriately. These factors could have an adverse impact on the financial position and performance of an Investment Fund and the returns to holders of Investor Shares.
- An investment in an Investment Fund means that an investor is delegating relevant investment decisions to Stara and the Manager. The success of an Investment Fund therefore depends on the competency of the Stara Group's management team.
- (d) Reliance on experts
- In assessing a Project, Stara may rely on advice obtained from or reports provided by independent experts and may make assumptions based on such things. While Stara will only rely on such things in circumstances where it is reasonable to do so, there is a risk any assumption made based on such things may provide incorrect. In undertaking due diligence in respect of a Project, the Company or Stara may engage experts to assist in due diligence enquiries. While it is not expected there will be a reason not to believe those enquiries were appropriate, it cannot be guaranteed that risks and potential problems associated with this investment are identified and have been fully mitigated.
- (e) Concentration risk
- Generally, the more diversified a portfolio, the lower the impact that an adverse event affecting one investment will have on the income or capital value of the portfolio. Each Investment Fund will invest in a single Project Entity that will undertake a single Project, and as such none of the Investment Funds will be diversified in any respect.
- (f) Significant investor and dilution risk
- It is possible that a significant investor may subscribe for a substantial proportion of the Investor Shares referable to an Investment Fund.
- A significant investor may be able to materially influence decisions and resolutions regarding an Investment Fund and the Company as whole, including in relation to the removal of Stara as corporate director, and any change to the constitution of the Company.
- Further, at a future point in time, the Company may consider it necessary to raise additional capital for an Investment Fund for a variety of reasons. If existing investors in the Investment Fund do not participate in any additional capital raising, or do not participate to a sufficient extent, then their shareholding in the Investment Fund will be diluted, and their voting power decreased. Investors can mitigate dilution risk by participating in any additional capital raising offered.
- (g) Project Entity borrowing and priority risk
- Each Project will be developed by the Project Entity using equity and borrowings from financiers. Borrowing comes with risk, and gearing a property investment can increase the potential for capital losses, as well as gains. In the event the Project Entity is unable to service its borrowings, this will likely have a material impact on the performance of the relevant Investment Fund. The lender may enforce its security over the relevant property or the Project Entity. This may include the lender exercising its power to sell the relevant property, which may lead to the property being sold for a lower price than would have been obtained had the property been sold voluntarily in the ordinary course of business.

There is a risk that unfavourable movements in interest rates may lead to increased interest expenses. This may result in a reduction to the dividends paid on shares held in a Project Entity by an Investment Fund, or failure by the Project Entity to meet interest obligations on its borrowings.

If any one or more potential risks materialise in respect of a Project Entity and the Project Entity were placed in liquidation, then, while any redeemable preference shares held by an Investment Entity will be paid out before holders of ordinary shares in the Project Entity, all shareholders in the Project Entity (including the Company with reference to an Investment Fund) will rank behind creditors (including both secured and unsecured creditors). This means it will be unlikely the Investment Fund will receive any dividend on shares held by it in a Project Entity if it were to be placed in liquidation.

# 9. Key Documents.

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## 9.1 Constitution

The Constitution is the primary document that governs the way the Company operates and sets out many of the rights, liabilities and responsibilities of both members and Stara (as corporate director). The Constitution has effect as a contract between the Company and each member, the Company and the corporate director, a member and each other member, and the corporate director and each member.

Certain rights or provisions contained in the Constitution are summarised or detailed elsewhere in this Fund Memorandum. This section summarises some (but not all) other provisions of the Constitution.

Under the Constitution, the corporate director of the Company is indemnified against all losses or liabilities incurred by it in acting as corporate director, and the Company may enter into a contract of insurance in respect of the corporate director, an associate of the corporate director, an auditor of the Company or the corporate director and an agent appointed by, or a person otherwise engaged by the Company or the corporate director.

The Constitution provides the corporate director is exempt from liability for a contravention of section 1224D of the Corporations Act (which contains certain duties owed by the corporate director of a wholesale CCIV, including some of those summarised in Section 1.3) unless the contravention was dishonest or involved a lack of good faith.

The Constitution sets out rules for the calling and holding of meetings of members. At a meeting of members of the Company (or of a sub-fund or of a particular class of share),

- (a) on a show of hands, each member has one vote;
- (b) on a poll, each member has one vote for each dollar of the value of the total relevant shares the member holds;
- (c) the chair has a casting vote, and also, if the chair is a member, any vote the chair has in their capacity as a member; and
- (d) if a share is held jointly and more than one member votes in respect of that share, then only the vote of the member whose name appears first in the register of members counts.

The Constitution also contains rules regarding the declaration and payment of dividends. The corporate director may at any time declare a dividend is payable in respect of shares referable to an Investment Fund and may declare a dividend is payable in respect of one class of share referable to an Investment Fund to the exclusion of another class of share referable to that same Investment Fund. The methods of payment of a dividend may include the payment of cash, the issue of further shares, the grant of options over unissued shares and the transfer of specific assets. Subject to their terms of issue, each share in a class on which a dividend is declared to be paid carries the right to participate in the dividend in the same proportion that the amount paid on the share bears to the total issue price of the share.

The Constitution may be modified, or repealed and replaced with a new constitution in the following ways;

- (a) by special resolution of the members of the Company;
- (b) by the corporate director, if the corporate director reasonably considers the change will not adversely affect members' rights in a material way;
- (c) by special resolution of the members of an Investment Fund, if the corporate director reasonably considers the change will not adversely affect the rights of any member of any other Investment Fund; or
- (d) in any other way permitted by the Corporations Act as if the Company were a "retail CCIV".

However, the rights of the corporate director to be paid any amounts whether by way of fees, reimbursement of costs or expenses incurred, or otherwise, or any of its rights of indemnification, may not be modified or altered in any way without its consent.

A copy of the Constitution is available from Stara on request.

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## 9.2 Management Agreement

It is intended a Stara Group entity be appointed by the Company as the manager of each Investment Fund pursuant to a Management Agreement.

Under the terms of the Management Agreement, the Manager will be responsible for managing the assets of the Investment Fund and will have the power to do all things reasonably necessary or reasonably desirable for the purposes of performing its functions and carrying out its obligations and duties. The Manager will have the power to delegate or subcontract any of its powers or obligations. In performing its functions and duties under the Management Agreement, the Manager will be required to:

- (a) act reasonably and in good faith in its dealings with the Company;
- (b) comply with all relevant laws and comply with any lawful directions of any government agency applicable to the Manager's obligations under the Management Agreement; and
- (c) exercise a standard of care and skill which the Manager (and its associates) exercises with respect to comparable assets and liabilities to those of the Investment Fund that it manages for itself or others, in each case in a manner consistent with practices and procedures followed by prudent managers advising in respect of assets and liabilities of a similar in nature and character to those of the Sub-Fund.

In consideration for providing services in respect of the Investment Fund, the Manager will be entitled to be paid fees. Any fees the Manager will be entitled to be paid in respect of an Investment Fund will be specified in the relevant Investment Memorandum.

The Company will only be able to terminate a Management Agreement by agreement with the Manager, or in certain 'with cause' situations, such as if an insolvency event occurs in respect of the Manager or if the Manager breaches a material term of the Management Agreement that the Company does not consider can be remediated or, if it could be remediated, where the Manager does not remediate the breach within a prescribed time.

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# 10. Additional Information.

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## 10.1 Reporting

Stara will provide investors in an Investment Fund with periodic reports or updates in respect of the Investment Fund, including updates as to the progress of the Project. Stara will also provide the annual financial reports in respect of the Investment Fund and tax and distribution statements.

## 10.2 Related party transactions

Stara may from time to time face conflicts between its duties to other funds, its own interests, and its duties as corporate director of the Company.

Stara will manage such conflicts in accordance with the Constitution, its obligations at law, and its conflict of interest policy.

## 10.3 Changing the corporate director

The retirement or removal of Stara as corporate director of the Company is regulated by both the Corporations Act and the Constitution.

If Stara wants to retire as corporate director of the Company, then Stara will call a meeting of members of the Company to explain its reason for wanting to retire and to enable members to vote on a special resolution choosing another company to be the new corporate director of the Company.

If the members of the Company want to remove and replace Stara as corporate director of the Company, then members can take action under Part 2G.4 of the Corporations Act to enable members to consider and vote on both a special resolution that Stara be removed, and a special resolution choosing another company to be the new corporate director. The quorum for any meeting of members called by or at the request of members (including pursuant to Part 2G.4 of the Corporations Act) is the number of members that together hold at least 25 percent of the shares issued in the Company by value.

## 10.4 No cooling off rights

There will be no cooling-off rights or cooling-off period that will apply in respect of an investment in an Investment Fund.

## 10.5 Borrowing and further capital raises

It is not expected in the ordinary course that the Company will borrow money in respect of an Investment Fund or seek to raise further capital by issuing further shares referable to an Investment Fund after the offer contained in the Investment Memorandum issued in respect of the Investment Fund closes.

However, it may be that the Company borrows money in respect of an Investment Fund or seeks to raise further capital (including by issuing Founder Shares or further Investor Shares) in certain circumstances. For example, it may be considered necessary and in the best interests of members of an Investment Fund for money to be raised enable the Investment Fund to satisfy unforeseen, unexpected or extraordinary expenses. If the Company were to seek to raise money by incurring borrowings in respect of an Investment Fund, then the Company may receive debt funding from any person, including a bank or non-bank lender, or from a Stara Group entity, or an entity controlled by a director of a Stara Group entity.

## 10.6 Liquidity, transfer and redemption of Investor Shares

Each Investment Fund is expected to be illiquid, and investors will only have an opportunity to redeem their Investor Shares in response to a redemption offer made by the Company. The Company is not obliged to make a redemption offer in respect of Investor Shares. It is anticipated Investor Shares will only be redeemed after the investments made by the Investment Fund have been realised. The expected term of an investment in an Investment Fund will be specified in the relevant Investment Memorandum.

In addition, there will not be any established secondary market for the sale of Investor Shares. If you want to sell your Investor Shares, then a Stara Group entity may, at its discretion, endeavour to assist you. Under the Constitution, Stara has the right to refuse to register any transfer of shares in the Company at its absolute discretion.

## 10.7 Privacy

If you apply for Investor Shares pursuant to an Investment Memorandum, then Stara will collect personal information about you from your application. Stara will use this information primarily so it can verify your identity and establish your investment in the Investment Fund. Stara will also collect and may use and disclose your personal information to process your application and manage your investment, comply with its obligations under applicable laws and regulations and improve its products and services. Stara may also use your information to provide you with details of future investment offers made available by Stara.

If you do not provide Stara with all the personal information requested, then Stara may be unable to accept your application.

Personal information collected by Stara may be disclosed to other Stara Group entities, external parties which provide services in relation to the relevant Investment Fund (e.g. registry service providers and providers of printing and post services), government authorities and professional advisers (including legal and accounting firms, auditors, consultants and other advisers).

Under the Privacy Act 1988 (Cth), you are entitled to access the personal information Stara holds about you, except in limited circumstances. You also have the right to ask Stara to correct information about you which is inaccurate, incomplete or out of date.

An investor can get access to and correct the personal information about them that we hold or a copy of our privacy policy by contacting us on [+61 7 3155 7000]. A copy of our privacy policy is also available on our website (<https://stara.net.au/privacy-policy/>).

## 10.8 AML/CTF

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and its associated rules (AML/CTF Law) is aimed at addressing money laundering in Australia and the threat to national security caused by terrorism. The AML/CTF Law requires reporting entities (such as Stara) to collect certain information from customers and verify that information to reasonably satisfy themselves the person they are dealing with is who they claim to be. Stara intends to comply with the AML/CTF laws in respect of shares issued in the Company the same way it would in respect of interests issued in a managed investment scheme operated by it. Before the Company issues shares to a person, Stara will collect certain customer identification information (and verify that information). You will be required to provide the identification information set out in relevant application form. Stara will not cause the Company to issue a person any shares unless satisfactory identification documents are provided.

Stara reserves the right to reject any application where such documents are not provided to it prior to, or accompanying an application received by it or if it believes on reasonable grounds that processing the application may breach any law in Australia or any other country. Stara will incur no liability to you if it does so.

## 10.9 FATCA and CRS

The Foreign Account Tax Compliance Act (FATCA) is a law of the United States of America (US) that impacts investors worldwide. FATCA attempts to minimise US income tax avoidance by US persons investing in assets outside the US, including through investments in foreign financial institutions. FATCA requires reporting of US persons' direct and indirect ownership of non-US accounts and non-US entities to the US Internal Revenue Service (IRS). The Australian Government has entered into an inter-governmental agreement (IGA) with the US Government for reciprocal exchange of taxpayer information. Under the IGA and enacted legislation, financial institutions operating in Australia report information to the ATO rather than the US IRS. The ATO may then pass the information on to the US IRS.

An Investment Fund may meet the definition of a 'foreign financial institution' and if so, Stara will comply with its FATCA obligations. These laws apply to all financial institutions offering bank or deposit accounts, investment funds, custodial accounts and certain insurance accounts in Australia.

A FATCA self-certification form will be included in the application form must be completed by all investors and requires self-certification of an investor's taxation status under US law. The self-certification is used by Stara to determine if reporting is required in relation to your investment in the Investment Fund.

The Common Reporting Standard (CRS) is the single global standard for the collection, reporting and exchange of financial account information of non-residents.

Under CRS, Stara may need to collect and report financial account information of non-residents to the ATO. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

## 10.10 Complaints

Stara is committed to striving for excellence in relation to its products and services and wants to ensure that it responds to concerns as quickly and efficiently as possible. Despite our best endeavours, we realise that complaints will occur from time to time and, to this end, we have in place comprehensive complaints resolution processes to ensure they are resolved with minimum inconvenience.

If you have a complaint, please contact us on [+61 7 3155 7000]. If you are not satisfied with the response you may write to us as follows:

Post: Level 7, The Annex, 12 Creek Street, Brisbane QLD 4000  
Email: [enquire@stara.net.au](mailto:enquire@stara.net.au)

Please provide the detail and reason for your complaint and we will endeavour to acknowledge your complaint within one business day or as soon as practicable and we will attempt to resolve the matter and respond within five business days of receipt. A final response may take up to 30 calendar days, depending on the particular circumstances of the complaint.

# 11. Glossary.

In this Fund Memorandum, the following terms have the following meanings unless the context otherwise requires:

TERM	MEANING
AFS	Australian financial services.
ASIC	The Australian Securities and Investments Commission.
CCIV	Corporate collective investment vehicle, being a type of company that is registered as a corporate collective investment vehicle under the Corporations Act.
Company	Spyre Development Fund CCIV ACN 682 214 268.
Constitution	The constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth)
Eligible Investor	A person who is eligible to apply for shares in the Company, being a person who is a Wholesale Client and who receives the offer (electronically or otherwise) in Australia.
Founder Shares	A class of share that may be issued in the Company in respect of an Investment Fund, the terms of issue of which are summarised in Section 7.4.
Investment Fund	A sub-fund of the Company.
Investment Memorandum	An offer document which contains an offer to Eligible Investors to apply for shares of a particular class in the Company that are referable to a particular Investment Fund.
Investor Shares	A class of shares in the Company that are referable to a particular Investment Fund and which are offered to Eligible Investors under an Investment Memorandum, the terms of issue of which will typically be as detailed in Section 7.2.
Management Agreement	The agreement intended to be entered into by the Company and a Stara Group entity appointing the entity to provide management services to the Company in respect of an Investment Fund, the intended terms of which are overviewed in Section 9.2.
Manager	A Stara Group entity that is appointed to provide management services to the Company in respect of an Investment Fund pursuant to a Management Agreement.
Project	A residential development project managed by Spyre Group.
Project Entity	A special purpose company incorporated as part of the business of Spyre Group to acquire land and undertake a Project.
Spyre Capital	Spyre Capital Limited ABN 74 125 015 401, the holder of AFS licence number 316870.
Spyre Group	The 'Spyre' group of companies and entities, which includes:  Spyre Group Pty Ltd ABN 42 145 452 400; Spyre Projects Pty Ltd ACN 642 584 683 Spyre Capital Limited ABN 74 125 015 401, the holder of AFS licence number 316870;  any related bodies corporate of the above, including in their capacity as trustee for a trust; and  other companies or entities owned and controlled by Daniel Laruccia and Andrew Malouf, each being a director of Spyre Capital Limited and Spyre Group Pty Ltd
Stara	Stara Investment Management Limited ABN 49 653 962 871, the holder of AFS licence number 535500
Stara Group	The 'Stara' group of companies, which includes Stara Real Estate Capital & Advisory Pty Ltd ABN 15 646 102 829, Stara, and their related bodies corporate.
Wholesale Client	Has the meaning given to the term 'wholesale client' in section 761G of the Corporations Act.

# 12. Directory.

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## Corporate Director

Stara Investment Management Limited  
Level 7, 'The Annex', 12 Creek Street  
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T +61 7 3155 7000  
E [enquire@stara.net.au](mailto:enquire@stara.net.au)  
W [www.stara.net.au](http://www.stara.net.au)

## Spyre Group

Spyre Capital Ltd  
47 Prospect Street  
FORTITUDE VALLEY QLD 4006

## Legal Advisor to the Corporate Director

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T +61 7 3231 7700  
E [information@hallandwilcox.com.au](mailto:information@hallandwilcox.com.au)  
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