

OTHER MATERIAL INFORMATION RELATING TO AN OFFER OF UNITS IN PMG DIRECT OFFICE FUND

Issuer: PMG Property Funds Management Limited
Scheme: PMG Direct Office Fund
Scheme Reference: SCH10921
Related to Offer: OFR13655

This Other Material Information Document has been prepared to meet the requirements of clauses 48(1)(b) and 50(e) of Schedule 5 to the Financial Markets Conduct Regulations 2014 (**FMCR**) in relation to an offer of Units in PMG Direct Office Fund, as set out in a Product Disclosure Statement (**PDS**) dated on or around the date of this document.

Except where the context provides otherwise, a capitalised term in this document has the same meaning given to that term in the PDS.

Except where presentation suggests otherwise, monetary amounts are presented in New Zealand Dollars, rounded to the nearest thousand.

This document must be read alongside the PDS.

Dated: 3 November 2023

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Other Risks

Risks relevant to the PDS, but not considered the most significant risks, are summarised below. This list is not exhaustive and other risks may exist in relation to the Fund.

Dilution Risk

Nature and magnitude: If the Manager of the Fund seeks to raise further capital in future, the relative unit holding of unitholders of the Fund may be diluted when a unitholder is not able or willing to subscribe for further units in the Fund if offered.

Mitigation strategies: It is intended that existing unitholders of the Fund will be provided the opportunity to participate in future capital raising activity on the same terms as other potential investors, providing investors with the opportunity to mitigate dilution risk.

Manager's assessment of likelihood of circumstances arising: High likelihood of further capital being raised. Low likelihood of capital being raised but not offered to existing investors first.

Manager's assessment of impact were the circumstances to arise: Low impact anticipated on investors. Where a capital raising is made available to existing investors, the investor can mitigate dilution risk should they have available capital they are willing to commit.

Damage or Destruction Risk

Nature and magnitude: There are risks of damage or destruction to the properties in the Property Portfolio, and any other properties which are added to the Fund's Property Portfolio, by fire, earthquake, or other event. Such events may result in a required outlay of capital expenditure to repair or reinstate the damaged or destroyed property, the loss of rental income while the damaged or destroyed property is being repaired or reinstated, or, if the tenant terminates the lease and the Fund is unable to find a suitable replacement tenant, vacancy of the property. These factors could impact on funds available for distribution to unitholders, and unitholder returns.

Mitigation strategies: The Manager will ensure that the Fund's Property Portfolio has comprehensive insurance cover, including consequential loss of rental cover. This is a further requirement of the terms of bank funding arrangements.

Manager's assessment of likelihood of circumstances arising: High likelihood of damage to a property at some point in time, very low likelihood of material damage or destruction to an uninsured property.

Manager's assessment of impact were the circumstances to arise: Any damage or destruction to insured property is expected to only have a low impact on the Fund (including distributions to investors and the value of units in the Fund). If the length of time to recommence rental income from a property significantly exceeds any insurance coverage period, the impact on investor returns could be moderate to significant (depending on the rental income generated from the relevant property in the context of the overall Property Portfolio).

Management Related Risks

Nature and magnitude: The Manager has been appointed as property and fund manager for the Fund, pursuant to the Trust Deeds. The Manager may not perform effective services for the Fund, to the detriment of investor returns and the value of units in the Fund. The Manager is also able to terminate its engagement as manager upon 120 days' notice.

The Fund does not have the resources to manage the properties and the Fund itself and would need to engage another manager to do so on their behalf. There is a risk that the Fund may not be able to find a suitable manager, and/or will need to pay higher management fees than those applicable under the Trust Deeds, which could have an adverse effect on fund performance and investor returns.

Mitigation strategies: The Manager can be removed as manager if a special resolution of unitholders resolves to remove the Manager from its role with the Fund, to protect investors from ongoing poor levels of fund management as perceived by investors. It is likely that if the Manager ceased to manage the Fund on this basis, a replacement manager would be identified prior to the termination of the Manager.

The Manager and key management personnel of the Manager helped to establish the Fund, have formulated the strategy for the Fund, may be invested in the Fund. The management of the Fund is inherently valuable to the

Manager. Given this relationship, it is considered highly unlikely that the Manager will voluntarily terminate their management role with the Fund without an appropriate plan for onward transition that is in the best interest of investors.

Manager's assessment of likelihood of circumstances arising: Low.

Manager's assessment of impact were the circumstances to arise: A potentially significant impact on the Fund and investor returns if the Manager fails to perform its duties adequately and effectively. An expected low impact if the management arrangement is terminated in accordance with the Trust Deeds in a timely manner.

Property Market Risk

Nature and magnitude: The Property Portfolio is concentrated in office sector properties. Property market conditions and fluctuations in supply and demand for these kinds of properties will affect the value of the Property Portfolio and will affect the Fund's rental income, costs, and other underlying property fundamentals. The Fund is reliant on the Property Portfolio to provide a return to investors. A change in the New Zealand economy may result in unitholders not receiving the forecast return, not being able to recoup their original investment, or receiving more than their original investment. Any impact from this risk will not be offset by exposure to other classes of assets.

Mitigation strategies: The Manager's mitigation strategy is to continue to focus on long-term diversity by region, tenant volume and tenant operating sector, to reduce the potential impact of changes in the New Zealand economy and property market (charts illustrating the level of Property Portfolio diversification are set out in the PDS at Section 2 *What PMG Direct Office Fund Invests In*).

Manager's assessment of likelihood of circumstances arising: High likelihood of market and economic fluctuation over time. Moderate likelihood of further material changes in the short term (0–2 years).

Manager's assessment of impact were the circumstances to arise: Potential impact of property market and general economic fluctuation on both investor returns, and the value of units in the Fund could range from low to significant at a given point in time. Over a long time-horizon (greater than five years), the potential overall impact on investor returns and the value of units in the Fund is expected to be low to moderate but is inherently uncertain.

Strategic Risk

Nature and magnitude: The Fund intends to achieve greater scale through the addition of further Property Investments with complementary characteristics to the current Property Portfolio that the Manager believes will help the Fund to continue meeting its investment objectives. Such investment will consider increasing diversification in areas such as property region and tenant (number and sector exposure). The only income generating assets of the Fund at Settlement Date are expected to be four directly held office properties.

There is no certainty that additional properties for the Property Portfolio will be sourced that reduce the Fund's reliance on any single property or tenant, and there is currently no ability for the Fund to invest in other property sectors beyond Office.

Mitigation strategies: The Manager has experienced investment and transactions professionals with a proven track record of acquisitions that have performed for both the Fund and other funds managed by the Manager. The Manager believes that additional property can continue to be sourced without detriment to investor returns, provided sufficient capital or borrowings are available to fund such acquisitions.

Manager's assessment of likelihood of circumstances arising: The likelihood of the Fund not being able to obtain suitable additional Property Investments in the short to medium term (0–5 years) is considered low.

Manager's assessment of impact were the circumstances to arise: If the Fund is not able to obtain further suitable Property Investments, further diversification achievable by the Fund would be very limited. The smaller the level of diversity in the Fund's assets, the greater the potential variability in investor returns over time.

Manager's Performance Fee

The Manager is entitled to a performance fee equivalent to 20% of the excess performance above the Manager Performance Benchmark (**Manager Performance Fee**), as disclosed in the PDS Section 8.2 *Aggregated Fees and Expenses*. An example calculation is provided below for information purposes only, to illustrate the calculation of the Manager Performance Fee. Actual results are likely to vary significantly from those set out in this example.

Example Manager Performance Fee calculation (rounded where appropriate and on hypothetical information)

Inputs

Performance hurdle factor	6.00% (A)
Annual average 10-year government bond yield	4.50% (B)
Manager Performance Benchmark	10.50% (C)=(A)+(B)
- Manager Performance Benchmark (\$) (on Closing Adjusted NAV)	\$9,887,000
Manager Performance Fee Multiple	20.0%
Closing Adjusted NAV per Unit (before Manager Performance Fee, hypothetical)	\$1.06
Opening Adjusted NAV per Unit (hypothetical)	\$0.95
Distributions per Unit declared during the year (Distributions per unit)	\$0.0585
Opening Adjusted NAV of the Fund	\$84,159,000
Closing Adjusted NAV of the Fund (before Manager Performance Fee)	\$94,159,000
Number of Units on Issue	88,530,000

Manager's Performance for the year is calculated as:

Formula:

$$\frac{(\text{Closing Adjusted NAV per Unit} - \text{Opening Adjusted NAV per Unit} + \text{Distributions per Unit})}{\text{Opening Adjusted NAV per Unit}}$$

To arrive at the dollar performance, then multiply by Closing Adjusted NAV (before Manager performance fee)

Example: Manager's Performance = $\frac{(\$1.06 - \$0.95 + \$0.0585)}{\$0.95} = 17.74\%$.

$$\text{Manager's Performance (\$)} = 17.74\% \times \$94,159,000 = \$16,704,000$$

The Manager Performance Fee is calculated as:

Formula:

$$((\text{Manager's Performance} - \text{Manager's Performance Benchmark}) \times \text{Closing Adjusted NAV}) \times \text{Manager's Performance Fee Multiple}$$

Or

$$(\text{Manager's Performance \$} - \text{Manager's Performance Benchmark \$}) \times \text{Manager's Performance Fee Multiple}$$

Example:

$$\text{Manager Performance Fee} = ((17.74\% - 10.50\%) \times \$94,159,000) \times 20\% = \$1,363,000.$$

Or

$$\text{Manager Performance Fee \$} = (\$16,704,000 - \$9,887,000) \times 20\% = \$1,363,000.$$

Redemption pricing

Should the Fund offer redemptions, unit prices for redemptions will be determined in accordance with the Establishment Deed. Redemption pricing, in summary, is derived from the Fund's NAV per the unaudited management accounts of the Fund. It is adjusted for the Fund's establishment and equity issuance costs to derive Adjusted Net Asset Value (**Adjusted NAV**). Adjusted NAV is then divided by the number of units on issue (**U**), then a redemption break fee (**BF**) and any withholding on account of taxes (**T**) are subtracted, to derive the redemption price. Put simply, for each redemption, the Manager will set a redemption price in accordance with the following formula:

$$\frac{\text{Adjusted NAV}}{U} - BF - T$$

- Adjusted NAV means the Net Asset Value* (**NAV**), adjusted for the Fund's establishment and equity issuance costs as determined in accordance with the Establishment Deed;
- U means the number of units on issue in the Fund as at the date that NAV is calculated for the purposes of this clause;
- BF means 1.5% of the gross value of the units subject to redemption; and
- T means any deduction or withholding on account of taxes (including without limitation on account of PIE Tax attributable to income allocated to a unitholder).

NAV is determined as at the end of the Fund's Financial Year nearest to the relevant redemption period or date (or another date selected by the Manager and agreed by the Supervisor). The calculation of NAV is primarily based on the most recent valuations of the properties in the Property Portfolio, less any associated liabilities of the Fund. The Fund's liabilities will include bank borrowings, and accruals for fees and expenses. If a performance fee is payable, given performance fees are calculated annually in arrears (described in greater detail in the PDS at Section 8 *What are the Fees?*), the fee will be accrued into the calculation of NAV only at the time it is calculated.

Adjustments in calculating Adjusted NAV are included to account for the cost of the Fund's investment activity over time. Further information on the adjustments to NAV can be found in the Establishment Deed.

Example redemption pricing calculation

Below are theoretical example calculations of redemption pricing, derived from the prospective financial information associated with the PDS. It is noted that the prospective financial information does not include any prospective revaluation gains associated with property investments. The information is non-GAAP in nature, and the adjustments may not be reflected in the Fund's financial statements, prospective financial statements, or management accounts:

	Year ending 31 March 2024	Year ending 31 March 2025
NAV per prospective statement of financial position	\$83,040,000	\$81,473,000
Remaining equity raising costs to be amortised	\$1,120,000	\$573,000
Adjusted NAV	\$84,160,000	\$82,046,000
Less: redemption break fee (1.5% of adjusted NAV)	(\$1,262,000)	(\$1,231,000)
Sub-total	\$82,898,000	\$80,815,000
Divide: Number of units on issue	88,530,000	88,530,000
Redemption price per unit	\$0.94	\$0.91

The assumptions on which the example redemption price per unit is based include but are not limited to:

- 10,530,000 units are issued at a unit issue price of \$0.95.
- Other than the offer described in the PDS, no further capital raising, or purchases of property, have been presumed during the prospective periods.
- NAV, Adjusted NAV, and the redemption price per unit, take no account for future fair value movements beyond the dates specified in the Fund's Prospective Financial Information.
- Equity raising costs to be amortised relate to the costs of the offer described in the PDS to which this document relates, and residual costs from offers in April 2019 and June 2020 that remain to be amortised at the relevant dates.

Key Return Information

AFFO, Distributions, the Distribution Payout Ratio and the Adjusted Distribution Payout Ratio

As indicated in the PDS, Section 4.4 *Distributions*, it is the Manager's current practice and future intention to declare gross distributions of approximately 100% of the Fund's adjusted funds from operations (**AFFO**) over the long term. Distributions may be reduced below this policy where cash reserves are required to pay for capital expenditure on the Property Portfolio, or to facilitate debt repayment. Due to fluctuations in the Fund's income and expenses, it is possible that the Fund may pay distributions in excess of 100% of AFFO in a particular period, provided the provided the Manager believes distributions will be commercially sustainable over the life of the Fund. Decisions to pay distributions above or below 100% of the Fund's AFFO are at the discretion of the Manager. Timing differences may occur where unconditional income is received cash (and is therefore available for distribution) in advance of the timing of its full recognition within AFFO (as a result of the Fund's accounting policy for lease income recognition). This applies in the case of the Surrender Payment.

AFFO is calculated using the "Net profit before and after income tax, and total comprehensive income" from the historical or prospective financial statements of the Fund and making the following adjustments to consider the Fund's investment activity. The Distribution Payout Ratio is calculated using the distributions declared divided by AFFO for the relevant period. The Adjusted Payout Ratio is the Distribution Payout Ratio, adjusted for material one-off items capable of distribution (received in cash) but not yet recognised in AFFO (Revised AFFO). The measures are non-GAAP measures, and the following adjustments are non-GAAP adjustments and therefore are not reflected in the Fund's historical or prospective financial statements.

Key distribution measures	Actual			Prospective	
For the year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
Net profit before and after income tax (total comprehensive income)	13,808,000	10,769,000	(16,537,000)	(3,904,000)	4,409,000
Reversal of unrealised (gains)/losses on revaluation of investment property	(9,709,000)	(4,128,000)	21,967,000	9,941,000	-
Reversal of unrealised (gains)/losses on revaluation of derivatives	(397,000)	(1,929,000)	68,000	257,000	-
Reversal of realised (gains)/losses on disposal of investment property	285,000	477,000	(33,000)	(831,000)	-
Reversal of realised (gains)/losses on disposal of derivatives	-	-	-	-	-
Reversal of performance fees charged by the Manager	1,409,000	696,000	-	-	-
AFFO	5,396,000	5,885,000	5,465,000	5,463,000	4,409,000
Reversal of accounting adjustments related Surrender Payment	-	-	-	(279,000)	2,455,000
Revised AFFO	5,396,000	5,885,000	5,465,000	5,185,000	6,864,000
Gross distributions	4,861,000	5,639,000	5,460,000	5,041,000	5,976,000
Distribution Payout Ratio	90.1%	95.8%	99.9%	92.3%	135.5%
Adjusted Distribution Payout Ratio	90.1%	95.8%	99.9%	97.2%	87.1%
<i>Distribution Payout Ratio since inception (cumulative)</i>	<i>100.7%</i>	<i>99.2%</i>	<i>99.4%</i>	<i>98.1%</i>	<i>102.9%</i>
<i>Adjusted Distribution Payout Ratio since inception (cumulative)</i>	<i>100.7%</i>	<i>99.2%</i>	<i>99.4%</i>	<i>99.0%</i>	<i>96.7%</i>

Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)

Earnings before interest, tax, depreciation, and amortisation (**EBITDA**) referred to in the PDS at Sections 1.7 and Section 6 is a non-GAAP measure. The following reconciling items have been extracted from the historic and prospective financial information of the Fund and a reconciliation to GAAP information is provided below:

	Actual			Prospective	
Financial year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
Net profit before and after income tax (total comprehensive income)	13,808,000	10,769,000	(16,537,000)	(3,904,000)	4,409,000
Net Finance Expenses					
- Bank interest expense	2,083,000	2,448,000	2,626,000	2,510,000	2,601,000
- Other net finance expenses	486,000	1,183,000	1,183,000	1,115,000	1,160,000
EBITDA	16,377,000	14,400,000	(12,728,000)	(279,000)	8,170,000

Bank interest expense constitutes interest expense related to bank borrowings. Other net finance expenses include effective interest related to the accounting for leasehold interests, offset by any interest income on cash deposits. Other net finance expenses specifically exclude any realised or unrealised gains on the fair value of interest rate swaps.

Other Key Return Information

The following measures referred to in the PDS are non-GAAP measures of returns applicable to the Fund. Each measure is calculated with reference to other stated measures, divided by the weighted average units on issue in each period. The weighted average units on issue in each period is calculated based on the sum of the daily units on issue in the Fund, divided by 365.

	Actual			Prospective	
For the year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
Weighted average units on issue	70,000,000	78,000,000	78,000,000	81,510,000	88,530,000
Net Profit/(Loss) per unit (cents)	19.73 cpu	13.81 cpu	(21.20 cpu)	(4.79 cpu)	4.98 cpu
AFFO per unit (cents)	7.71 cpu	7.55 cpu	7.01 cpu	6.70 cpu	4.98 cpu
Revised AFFO per unit (cents)	7.71 cpu	7.55 cpu	7.01 cpu	6.36 cpu	7.75 cpu
Gross distribution per unit (cents)	6.94 cpu	7.23 cpu	7.00 cpu	6.18 cpu	6.75 cpu

All information in this section is based on, but not limited to, the following assumptions:

- All accounting policies stated in the historical financial statements and prospective financial statements of the Fund (as applicable).
- All assumptions applicable to the prospective financial information (summarised in the PDS at Section 6 *PMG Direct Office Fund's Financial Information*).
- No adjustments made for the Manager's consideration of required re-investment in capital expenditure programmes, redemptions, or debt repayments.
- Changes in fair value of derivative financial instruments cannot be reliably predicted, therefore no revaluations have been included in the prospective financial information beyond those known to 31 August 2023 in the actual unaudited management reporting information of the Fund.
- Property revaluations and Manager performance fees are inherently uncertain. They have not been included for the prospective financial periods ending 31 March 2025, except for revaluation of the Property Portfolio at 30 September 2023 based on valuations received prior to the date of the PDS. Property revaluations are typically confirmed annually once the financial statements for the Fund have been audited.

Financial Measures of the Fund's Borrowings

The Gearing Ratio, Loan-to-Value Ratio, Interest Cover Ratio, and Weighted Average interest Rate referred to in the PDS at Section 7.5 *Financial Measures of the Fund's Borrowing* are non-GAAP information.

- The Gearing Ratio is the Fund's interest-bearing liabilities (**Total Debt**) as a proportion of the Fund's total assets.
- The Loan-to-Value Ratio (**LVR**) is the Fund's bank borrowings as a proportion of the latest independent valuation of the Fund's properties at each reporting date.
- The Interest Cover Ratio is a multiple of the Fund's EBITDA (less unrealised gains or losses on property and derivative financial instruments) compared to the Fund's interest expense (noting interest expense includes leasehold interest expense accounted for as a financing cost).
- The Weighted Average Interest Rate is the Fund's bank interest expense as a proportion of the Fund's weighted average bank borrowings. The Fund's weighted average bank borrowings is calculated based on the sum of the daily closing bank borrowings balance, divided by 365.

A reconciliation of this information to GAAP information is set out below.

Gearing Ratio	Actual			Prospective	
Year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
Interest-bearing liabilities (Total Debt)	94,392,000	84,821,000	74,376,000	54,036,000	56,395,000
Total assets	198,297,000	191,989,000	159,397,000	138,588,000	141,030,000
Gearing ratio	47.6%	44.2%	46.7%	39.0%	40.0%

Loan-to-Value Ratio	Actual			Prospective	
Year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
Bank Borrowings	74,752,000	65,182,000	54,732,000	34,377,000	36,727,000
Sum of latest independent property valuations	178,825,000	171,600,000	138,600,000	114,000,000	114,000,000
Loan-to-Value Ratio	41.8%	38.0%	39.5%	30.2%	32.2%

Interest Cover Ratio	Actual			Prospective	
Year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
EBITDA	16,376,000	14,400,000	(12,728,000)	(279,000)	8,170,000
Unrealised (Gains)/Losses on investment property	(9,709,000)	(4,128,000)	21,967,000	9,941,000	-
Unrealised (Gains)/Losses on derivatives	(397,000)	(1,929,000)	68,000	257,000	-
Adjusted EBITDA	6,270,000	8,343,000	9,307,000	9,919,000	8,170,000
Interest expense	2,571,000	3,631,000	3,809,000	3,694,000	3,785,000
Interest cover ratio (Adjusted EBITDA/Interest expense)	2.4x	2.3x	2.4x	2.7x	2.2x

Weighted Average Bank Interest Rate	Actual			Prospective	
Year ending	31 March 2021	31 March 2022	31 March 2023	31 March 2024	31 March 2025
Bank interest expense	2,083,000	2,448,000	2,626,000	2,510,000	2,601,000
Weighted average bank borrowings	57,114,000	66,930,000	59,215,000	43,603,000	34,972,000
Weighted Average Interest Rate	3.65%	3.66%	4.43%	5.76%	7.44%

Estimated Costs of Offer

The table below details the total of the amounts paid or agreed to be paid by, or on behalf of, the Fund in connection with the offer of units in the Fund (this excludes fees and expenses payable to the Manager and associated persons).

Type of Cost	Amount	Cost paid to	Reason for cost and description of services
Legal Fees	*\$70,000	Simpson Grierson	Legal fees to Simpson Grierson for costs relating to advising on the PDS, compliance with the FMCA, offer due diligence, and attending to registration of the Offer Information.
		Cooney Lees Morgan	Legal fees to Cooney Lees Morgan for the costs of legal due diligence on the Master Underwriting Commitment Agreement.
Marketing Costs	*\$40,000	Various parties	The costs payable for designing and proofing the Offer Documents, producing and delivering advertisements, holding events in relation to the Offer, and the costs associated with preparing and printing the PDS and associated marketing material.
Due Diligence Costs - Valuation Fees	\$20,000	Jones Lang LaSalle Aim Valuation	The fees payable to independent valuation experts in relation to the fair valuation of the Existing Properties (Equity Raising Cost).
Supervisor's Fees	*\$5,000	Covenant Trustee Services Limited	The fees payable to the Supervisor for their costs in relation to reviewing the PDS and other documents related to the Offer.
Financial, Administrative and Contingency Costs - specific	\$5,000	Financial Markets Authority	The costs payable to the Offer Register and Financial Markets Authority on registration of the Offer Information.
	*\$30,000	KPMG New Zealand	Fees payable to KPMG New Zealand, in relation to performing a review engagement (limited assurance) in respect of the Fund's prospective financial information and taxation information.
Financial, Administrative and Contingency Costs - other	*\$5,000	Various	Provision for costs associated with the preparation of the Offer and associated Offer Documents, This may cover any potential costs of changes to bank funding arrangements, and any overage in other expense lines included above. Any costs not incurred will not be charged to the Fund.
\$175,000			

Note: The above fees are payable by the Fund. None are chargeable directly to unitholders of the Fund. Where any of these costs have previously been paid by the Manager, it will be reimbursed for those costs by the Fund.

*These amounts, or a component of these amounts, are the Fund's best estimates, based on the experience and information known at the date of this PDS, but they are subject to change based on the amounts invoiced to the Fund (and unitholders will be notified of such a change if considered material). All other amounts are fixed or maximum amounts that cannot be increased).