

OTHER MATERIAL INFORMATION

OYSTER DIRECT PROPERTY FUND

This Other Material Information Document has been prepared to meet the requirements of section 57(1)(b) of the Financial Markets Conduct Act 2013 and clause 50(e) of Schedule 5 to the Financial Markets Conduct Regulations 2014 (FMCR) in relation to an offer of Units in the Oyster Direct Property Fund, as set out in a product disclosure statement (PDS) dated 31 March 2021.

Terms capitalised but otherwise undefined in this document have the meanings given to them in the PDS. This Document must be read alongside the PDS.

Dated: 31 March 2021

1. Pricing of Units

Unit prices are determined monthly on the last day of the month by dividing the Adjusted Net Asset Value of the Fund by the number of Units then on issue.

The objective of the difference in treatment between the financial statements/management accounts of the Fund and the pricing of Units is to spread the impact on the Fund's net asset value and the corresponding impact on the price over five years. If the Fund was to be wound up any remaining amount to be amortised will be reduced to zero, such that the Adjusted Net Asset Value of the Fund would equal the total equity of the Fund.

The Adjusted Net Asset Value of the Fund is calculated using 'Total equity' from the management accounts and making the following non GAAP adjustments (which are not reflected in the Fund's financial statements or management accounts):

- **Premium to Net Asset Value**

Where the Fund purchases an asset (such as a Property Investment) for a cost above the asset's underlying net asset value (as recorded in the Property Investment Vehicle's financial accounts) and it records the value of the asset at the underlying net asset value rather than its acquisition cost, the Adjusted Net Asset Value will be increased by the amount equal to the difference between the acquisition cost and the underlying net asset value. This amount will be amortised on a 'straight line' basis over five years from the time the asset is acquired, with the effect that the premium increases the price of Units at the time the asset is acquired, but this premium reduces to zero over five years. On the sale of all or part of the asset, any remaining amount will be reduced to zero. As at 28 February 2021 there is no Unit price adjustment for any premium.

- **Establishment Costs**

Fund establishment costs such as the Acquisition Fee on the initial offer, the Brokerage Fee, due diligence costs and legal costs. These amounts were incurred on the establishment of the Fund and are being amortised on a 'straight line' basis over five years from the date the Fund was established on 6 July 2016, with the effect that those costs increase the price of Units, but are reducing to zero over five years. On the wind up of the Fund, any remaining amount of the Fund establishment costs will be reduced to zero.

- **Disposal Cost Provision**

Where a Property has been purchased by the Fund, a provision is taken against the value of the asset for the anticipated costs of selling the asset. This provision will be accrued on a 'straight line' basis over five years from the time the asset is first acquired, with the effect that the provision reduces the price of Units. The provision is amended to reflect the actual costs of selling the asset once they are known and reduced to zero once the asset is sold.

The difference between the unit value in the financial statements and the Unit Price.

Net Asset Value Calculation as at 28 February 2021	For Pricing of Units (Adjusted Net Asset Value)	In management accounts (Net Asset Value)
Total Equity as per Statement of Financial Position	\$129,089,184	\$129,089,184
Establishment costs still to be amortised over five years (9 months remaining)	\$80,286	-
Direct property disposal costs (being accrued over five years)	-\$195,233	-
Net Asset Value	\$128,974,237	\$129,089,184
Number of Units on Issue	100,890,695	100,890,695
Price per Unit	\$1.2784	\$1.2795

The table above uses figures from the management accounts for the Fund as at 28 February 2021. The Adjusted Net Asset Value in the table above is not calculated in accordance with GAAP.

Refer to "Pricing of Units" on page 34 of the PDS for details

2. Fee Assumptions

The fees paid to Oyster (and its associated persons) and others stated under Section 7 of the PDS:

- for the year to 31 March 2020, are derived from the Fund's and each Property Investment Vehicle's audited 31 March 2020 financial statements;
- for the six months to 30 September 2020, are derived from the Fund's unaudited financial statements and each Property Investment Vehicle's unaudited management accounts to 30 September 2020; and
- for the eleven months to 28 February 2021, are derived from the Fund's and each Property Investment Vehicle's unaudited management accounts to 28 February 2021.

As these are historical fees, there are no principal assumptions on which any fees have been estimated under Section 7 of the PDS.