

Responsible Entity: Equity Trustees Limited
ACN 004 031 298
AFSL 240975



Equity Trustees

REGAL
FUNDS

Regal Investment Fund (ASX:RF1)

Placement and Unit Purchase Plan - Investor Presentation

AFSL: 277737

Disclaimer



The information provided in this presentation has been prepared by Equity Trustees Limited ABN 46 004 031 298 (AFSL 240975) (EQT or the **Responsible Entity**), as responsible entity of Regal Investment Fund (ARSN 632 283 384) (RF1 or the **Fund**) in relation to an institutional placement of new ordinary units in the Fund (**Placement**) and an offer of new ordinary units to certain eligible RF1 unitholders under a unit purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (UPP) (the **Placement** and UPP together, the **Offer**).

SUMMARY INFORMATION

This presentation contains summary information about EQT, Regal Funds Management Pty Limited (RFM), RF1 and their associated entities and their activities current as at the date of this Presentation. The information provided in this presentation is general information only. It does not purport to include or summarise all information that an investor should consider when making an investment decision nor does it contain all the information which would be required in a product disclosure statement or other disclosure document prepared in accordance with the requirements of the Corporations Act 2001 (Cth) (**Corporations Act**). It is to be read in conjunction with the Fund's Financial Report for the year ended 30 June 2024 along with the Fund's other periodic and continuous disclosure announcements lodged with the ASX which are available at www.asx.com.au.

Certain market and industry data used in connection with this presentation may have been obtained from publications, research, surveys or studies conducted by third parties, including industry or general publications. Neither EQT, RFM nor their respective representatives have independently verified any such market or industry data provided by third parties or industry or general.

NO INVESTMENT OR FINANCIAL PRODUCT ADVICE

The information contained in this presentation does not constitute investment or financial product advice (nor taxation, accounting or legal advice) and is not a recommendation to acquire units in the Fund.

This presentation has been prepared without taking into account the investment objectives, financial position or needs of any particular individual. Before making an investment decision, prospective investors should consider the appropriateness of the information (including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of the Fund and the values and the impact that different future outcomes may have on the Fund) having regard to their own investment objectives, financial situation and needs and should seek legal, accounting and taxation advice appropriate to their jurisdiction. EQT is not licensed to provide investment or financial product advice in respect of the units in the Fund. Cooling off rights do not apply to the acquisition of new units pursuant to the Offer.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

This presentation may not be released or distributed in the United States. In particular, this presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be illegal. The new units have not been, or will not be, registered under the U.S. Securities Act of 1933, as amended (**U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States unless the securities have been registered under the U.S. Securities Act (which EQT has no obligation to do or procure) or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws.

INVESTMENT RISK

An investment in units in the Fund is subject to known and unknown risks, some of which are beyond the control of EQT and RFM and their respective officers, employees, agents or associates, including possible loss of income and principal invested. Each of EQT, the Joint Lead Managers, and RFM does not guarantee any particular rate of return or the performance of the Fund, nor does either of them guarantee any particular tax treatment.

NOT AN OFFER

This presentation is for information purposes only and is not a product disclosure statement or other disclosure or offering document under Australian law or any other law (and will not be lodged with ASIC). This presentation is not and should not be considered a recommendation, offer or invitation for subscription or purchase of units in RF1 and neither this presentation nor any of the information contained herein shall form the basis of any contract or commitment. The distribution of this presentation in jurisdictions outside Australia may be restricted by law and you should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The determination of eligibility of investors to participate in the Placement or the UPP is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of EQT (as responsible entity of RF1) and/or (in the case of the Placement only) the Joint Lead Managers. EQT, RF1, RFM and the Joint Lead Managers disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

FUTURE PERFORMANCE AND FORWARD LOOKING STATEMENTS

Certain statements in this presentation may constitute forward-looking statements or statements about future matters (including forecast financial information) that are based upon information known and assumptions made as of the date of this presentation. These statements are subject to internal and external risks and uncertainties that may have a material effect on future business. Actual results or performance may differ materially from any future results or performance expressed, predicted or implied by the statements contained in this presentation. As such, undue reliance should not be placed on any forward looking statement. A number of important factors could cause RF1's actual results to differ materially from the plans, objectives, expectations, estimates and intentions expressed in such forward looking statements.

Nothing contained in this presentation nor any information made available to investors or potential investors is, or shall be relied upon as, a promise, representation, warranty or guarantee, whether as to the past, present or future by EQT, RF1, RFM, the Joint Lead Managers or any other person (including any director, officer or any related body corporate of EQT, RF1 and RFM or a Joint Lead Manager), except as required by law.

PAST PERFORMANCE

Past performance and pro-forma historical information in this presentation is given for illustrative purposes only and should not be relied upon (and is not) an indication of future performance. Historical information in this presentation relating to EQT or the Fund is information that has been released to the market. For further information, please see past announcements released to ASX.

FINANCIAL DATA

All dollar values are in Australian dollars (\$) or AUD unless stated otherwise.

EFFECT OF ROUNDING

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this presentation are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

Disclaimer

E&P Capital Pty Limited, Commonwealth Securities Limited, Bell Potter Securities Limited, Morgans Financial Limited, Shaw and Partners Limited, Taylor Collison Limited and Ord Minnett Limited, as Joint Lead Managers to the Placement, together with their respective related bodies corporate, shareholders or affiliates and their respective officers, directors, employees, affiliates, agents or advisers (each a **Limited Party**) have not authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this presentation and do not make or purport to make any statement in this presentation and there is no statement in this presentation which is based on any statement by a Limited Party.

The Joint Lead Managers have been appointed by EQT to act as Joint Lead Managers in respect of the Placement and may receive fees, profits or other benefits for acting in that capacity. The Limited Parties may have interests in the securities of RF1, the securities of other funds managed or advised by RFM, or EQT or its affiliates and may be providing or be involved in or have provided or been involved in in the past, a wide range of financial services and businesses including securities trading and brokerage activities, commercial and investment banking, investment management, corporate finance, corporate advisory, credit and derivative, trading and research products, lending services or other financial or advisory services to persons (including RF1, RFM or EQT or their respective affiliates) out of which conflicts of interests or duties may arise, and may receive customary fees and expenses or other transaction consideration in respect of such products and services. Further, the Limited Parties may act as a market maker or buy or sell those securities or associated derivatives as a principal or agent. In the ordinary course of these activities, each Limited Party may at any time hold long or short positions, and may trade or otherwise effect transactions, including the enforcement of security, for its own account or the accounts of investors or any other party that may be involved in or associated with the issue of the units in connection with the Placement or the Offer.

No representation or warranty, express or implied, is made by EQT, RFM, any of their respective related bodies corporate, any of their or their respective related bodies corporate's officers, directors, employees, agents or advisers, nor any Limited Party as to the accuracy, reliability, completeness or fairness of the information, opinions and conclusions contained in this presentation. In particular, the Limited Parties have not independently verified such information and take no responsibility for any part of this presentation or the Offer.

To the maximum extent permitted by law, EQT and RFM and each of their respective related bodies corporate, and each of their and each of their respective related bodies corporate's officers, directors, employees, agents or advisers, and each Limited Party expressly disclaims any and all liability, including, without limitation, any liability arising out of fault or negligence, for any direct, indirect, consequential or contingent loss or damage arising from the use of information contained in this presentation. Statements made in this presentation are made only at the date of this presentation. Each of EQT and RFM are under no obligation to update this presentation. The information in this presentation remains subject to change by EQT and RFM without notice.

The Limited Parties make no recommendations as to whether you or your related parties should participate in the Offer nor do they make any representations or warranties to you concerning the Offer, and you represent, warrant and agree that you have not relied on any statements made by a Limited Party in relation to the Offer and you further expressly disclaim that you are in a fiduciary relationship with any of them or that any of them acts as your adviser or owes any fiduciary or other duties to you, any recipient of this presentation or any other person in connection with the Placement, the Offer and/or any related transaction. No reliance may be placed on the Limited Parties for financial, legal, taxation, accounting or investment advice or recommendations of any sort.

Persons contemplating purchasing units should make their own decision as to the sufficiency and relevance for their purpose of the information contained in any other offering documentation in respect of units, undertake their own independent investigation of the appropriateness of the units for them taking into account their financial and taxation circumstances, investment objectives and particular needs and take all appropriate advice from qualified professional persons as they deem necessary. Any investment decision should rely on that investigation and appraisal and not on this presentation.

The Zenith Investment Partners (ABN 27 103 132 672, AFS Licence 226872) (**Zenith**) rating (assigned to ASX:RF1 on 23 June 2022) referred to in this presentation is limited to "General Advice" (s766B Corporations Act 2001) for Wholesale clients only. This advice has been prepared without taking into account the objectives, financial situation or needs of any individual, including target markets of financial products, where applicable, and is subject to change at any time without prior notice. It is not a specific recommendation to purchase, sell or hold the relevant product(s). Investors should seek independent financial advice before making an investment decision and should consider the appropriateness of this advice in light of their own objectives, financial situation and needs. Investors should refer to the full Zenith Product Assessment available on the Zenith website. Past performance is not an indication of future performance. Zenith usually charges the product issuer, fund manager or related party to conduct Product Assessments. Full details regarding Zenith's methodology, ratings definitions and regulatory compliance are available on our Product Assessments and at Fund Research Regulatory Guidelines.

Independent Investment Research available at <https://independentresearch.com.au/>



The Regal Investment Fund (RF1)

Offer Information

Placement & Unit Purchase Plan

Offer Overview

REGAL
INVESTMENT FUND

Offer Price

\$3.41

Equal to the NAV of RF1 on 15 November 2024

Attractive Discount of

5.3%

to the closing ASX price of RF1 on 18 November 2024

Placement raise

\$95.3m

Being the approximate maximum under ASX Listing Rule 7.1

Maximum UPP amount

\$30,000

Per Eligible Unitholder

Purpose and Benefits

- › New capital raised will be allocated across RF1's strategies in line with the Fund's investment objectives
- The issue of new units is expected to provide greater market liquidity and allow unitholders to increase their unitholding to further support the RF1 mandate without incurring brokerage costs

Placement

- › Placement seeking to raise up to approximately \$95.3m via the issue of up to approximately 27.9m units
- › Wholesale investors can bid into the Placement via a member of the Placement Broker Syndicate¹

Unit Purchase Plan

- › Eligible unitholders are entitled to participate in the UPP to apply for up to \$30,000 worth of RF1 units free of any brokerage, commission and transaction costs with a target of raising up to \$30m²
- Participation in the UPP is optional and open to existing unitholders who were registered on the unit register as at 7:00PM on Monday, 18 November 2024 with a registered address in Australia or New Zealand

Offer Price

- › Offer Price of \$3.41 is equal to the Net Asset Value (NAV) of RF1 as at 15 November 2024, representing an attractive 5.3% discount to the closing price of RF1 on 18 November 2024 and 6.1% discount to the 10-day VWAP³

Ranking

- › New units issued will rank equally with existing units from date of issue

Underwriting

- › The Placement and UPP will not be underwritten

1. Placement Broker Syndicate comprised of the Joint Lead Managers.

2. Unitholders should be aware that the future market price of RF1 units is uncertain and may rise or fall. This means the price an eligible unitholder pays for units under the UPP may be either higher or lower than the unit price trading on the ASX at the time units are issued to them under the UPP.

3. 10-day Volume Weighted Average Price (VWAP) between 5 November 2024 and 18 November 2024 inclusive.

Placement & Unit Purchase Plan

Placement Closes

20 November 2024

UPP Opens

25 November 2024

UPP Closes

12 December 2024

How to participate in the Placement:

New and existing wholesale unitholders can participate in the Placement offer by contacting their broker and bidding into the Placement.

How to participate in the Unit Purchase Plan:

The UPP Offer Booklet containing further details of the UPP (including eligibility criteria and how to participate) is expected to be released to the ASX, and dispatched to eligible unitholders, on 25 November 2024.

Lead Arranger and Joint Lead Manager



Joint Lead Managers



ORD MINNETT

ShawandPartners

BELL POTTER

Co-Manager

WILSONS

“Our core investment philosophy is grounded in the belief that a diversified portfolio of assets, using a range of investment strategies and backed by long term capital, is key to achieving superior risk adjusted returns over the long term”

- Philip King, Regal Co-Founder and CIO, Long/Short Equities -

Key Dates, Offer Website and Contact Details

Thank you for your interest in the

Regal Investment Fund (ASX: RF1)

For queries, investors can also contact the Link Market Services Registry, as Registry provider of RF1 on 1800 221 227 (from within Australia) or +61 1800 221 227 (outside Australia) at any time between 8.30am and 5.30pm (Sydney time) on Monday to Friday.

For queries relating to the Placement, please contact your broker for further information.

If you have any questions relating to your holding, please contact RF1's Registry at:

regalfund@linkmarketservices.com.au

Alternatively, please visit RFM's website:

www.regalfm.com

KEY DATES

Record date for the UPP	7.00pm (Sydney, Australia time), Monday, 18 November 2024
Trading halt and announcement of the Placement and UPP	Tuesday, 19 November 2024
Placement opens	Tuesday, 19 November 2024
Placement bookbuild completed	Wednesday, 20 November 2024
Announce result of Placement prior to market open	Thursday, 21 November 2024
Trading of RF1 ordinary units recommences on the ASX	Thursday, 21 November 2024
UPP offer opens and UPP Offer Booklet is despatched or made available to Eligible Unitholders	Monday, 25 November 2024
Settlement of New Units under the Placement	Wednesday, 27 November 2024
Issue date for New Units issued under the Placement	Thursday, 28 November 2024
Quotation and commencement of trading of New Units under the Placement	Thursday, 28 November 2024
UPP closes	5.00pm (Sydney, Australia time) Thursday, 12 December 2024
Announcement of UPP results	Tuesday, 17 December 2024
Issue date for New Units issued under UPP	Wednesday, 18 December 2024
Quotation and commencement of trading of New Units under the UPP	Wednesday, 18 December 2024
Despatch of holding statements	Thursday, 19 December 2024



Regal Funds Management & The Regal Investment Fund (ASX:RF1)

Regal Funds Management & the Regal Investment Fund (ASX:RF1)

REGAL
INVESTMENT FUND

Regal Funds Management

RFM

Specialist alternatives investment manager, pioneering the hedge fund and alternatives industry in Australia since 2004

- Multi-award winning specialist alternative investment management business
- 100% owned by ASX-listed Regal Partners Limited (ASX:RPL), managing approximately A\$17.2bn in capital across long/short equities, private markets, real and natural assets, credit and royalties
- Large team of approximately 185 staff, including over 90 investment professionals, located across offices in Australia and offshore³
- Significant founder and staff capital invested alongside a diverse number of institutions, family offices, charities, wealth advisory groups and private investors

4 times awarded

Australian Alternatives Investment
Manager of the Year¹

Regal Investment Fund

ASX:RF1

ASX-listed investment trust, providing exposure to a selection of alternative investment strategies managed by Regal

- Listed in June 2019 with an aim of producing attractive risk-adjusted absolute returns over a period of more than five years with limited correlation to equity markets
- Generated a total return of +164%² since inception in June 2019, net of fees
- Distributed cash distributions of \$2.1357 per unit since listing
- Currently invested across eight alternative investment strategies, covering long / short equities, private markets, real and natural assets, private credit and resources royalties
- RF1 is aiming to be the leading ASX-listed multi-strategy alternatives fund

+19.6% p.a.²

Investment Return

Placement & Unit Purchase Plan

Offer

Placement of New Units in the Regal Investment Fund (ASX:RF1) with a follow-on Unit Purchase Plan (UPP) to raise up to approximately \$125.3m

- Offer Price of \$3.41, representing the NAV per unit of RF1 as at 15 November 2024
- Offer Price represents an attractive 5.3% discount to the closing price of RF1 as at 18 November 2024
- Upfront Placement to raise up to a maximum of \$95.3m
- Follow-on Unit Purchase Plan available to eligible investors at the Offer Price targeting to raise approximately \$30.0m
- All offer costs borne by the Investment Manager, Regal Funds Management Pty Limited

\$3.41

Offer Price

Source: Regal, as at 31 October 2024.

1. Australian Alternative Investment Manager of the Year, awarded at the Annual AIMA 'Hedge Funds Rock' Awards in 2019, 2016, 2014, 2011.

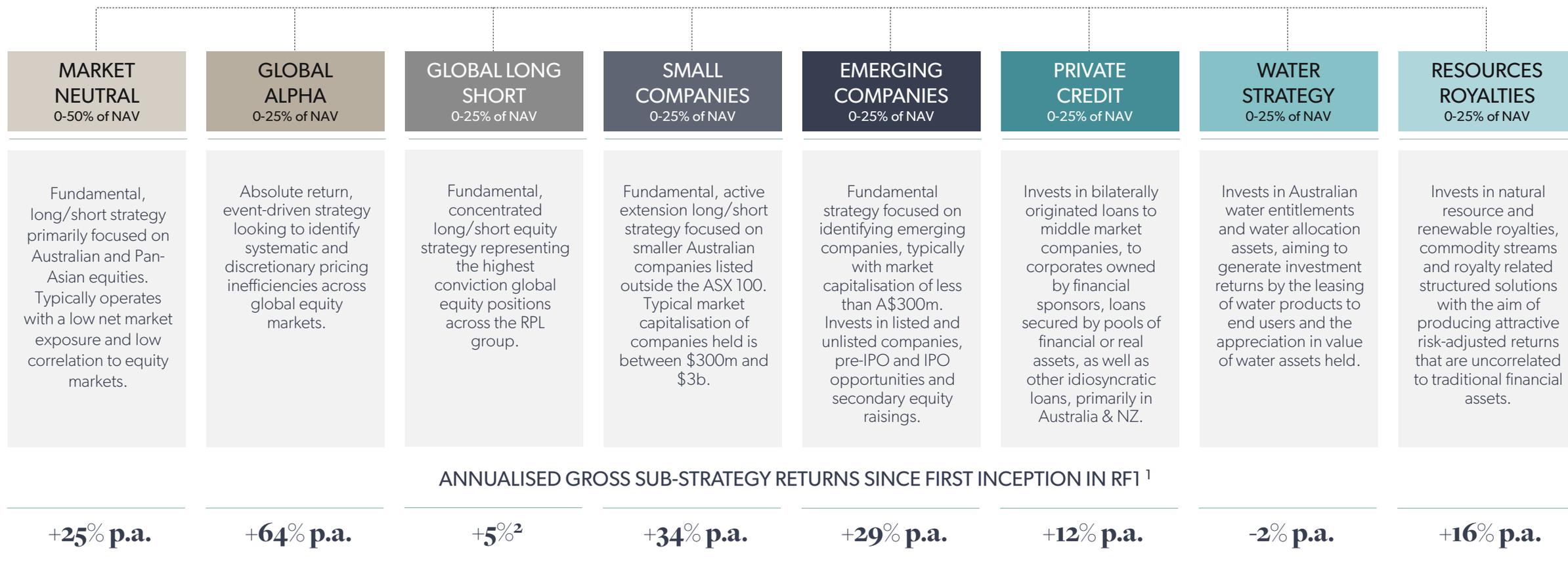
2. Total return is net of fees, before tax, and assumes reinvestment of all distributions. Total shareholder return per Bloomberg (assumed reinvestment of gross dividends and price adjustment for entitlement offer). Since inception 17 June 2019 to 31 October 2024. Past performance is not a reliable indicator of future performance. It should not be relied upon (and is not) an indication of the Fund's future performance.

3. As at 30 September 2024 and includes full time and part time staff in all Regal Partners Limited (RPL) group entities (except Argyle Group) given RPL's interest is a minority stake).

Exposure to a Range of Alternative Investment Strategies

Accessible via one ASX listed security with the ticker RF1

REGAL INVESTMENT FUND



Source: Regal as at 31 October 2024. Includes allocation ranges within RF1 by strategy.

1. Annualised gross sub-strategy returns, other than for Global Long Short. Gross of fees and as at 31 October 2024. Past performance is not a reliable indicator of future performance. It should not be relied upon as (and is not) an indication of future performance of the Fund's performance.

2. Gross returns of the Global Long Short strategy in RF1 since strategy inception in April 2024.

The Regal Investment Fund (ASX:RF1)

Launch date

17 June 2019

Annualised Net Return Since Inception¹

+19.6% p.a.

Total Net Return Since Inception¹

+164%

Distributions Paid to Date

\$2.1357 per unit

HIGHLIGHTS

- **Performance:** Since inception in June 2019, RF1 has generated a total unitholder return of 164%¹, including cash distributions totaling \$2.1357 per unit from an initial unit price of \$2.50
- **Diversified:** Eight investment strategies diversified across a range of alternative asset classes
- **Strong Alignment:** Significant personal investments in RF1 and underlying strategies by investment management team
- **Supportive structure:** Unitholder-friendly structure in place to support RF1 listed vehicle, including:
 - Weekly Net Asset Value (NAV) updates
 - Regular communication and marketing schedule
 - On-market buyback facility available, when vehicle trades at discount to NAV
 - Distribution Reinvestment Plan (DRP) available

Rebased to 100



Source: Regal, Bloomberg as at 31 October 2024.

1. Total return is net of fees, before tax, and assumes reinvestment of all distributions at NAV. Since inception 17 June 2019 to 31 October 2024. Past performance is not a reliable indicator of future performance. It should not be relied upon (and is not) an indication of the Fund's future performance.

RF1 Investment Performance

Performance since inception of RF1 to 31 October 2024

FUND PERFORMANCE	3 MONTH	1 YEAR	2 YEAR P.A.	3 YEAR P.A.	4 YEAR P.A.	5 YEAR P.A.	SINCE INCEPTION P.A.	TOTAL RETURN SINCE INCEPTION
Regal Investment Fund ¹	+7.7%	+27.6%	+14.4%	+6.1%	+15.4%	+19.2%	+19.6%	+163.8%

RF1 listed in 2019 to provide investors with exposure to a diversified selection of alternative investment strategies managed by Regal. Its objective is to produce attractive risk-adjusted absolute returns over a period of more than five years, with limited correlation to equity markets.



Source: Regal, Bloomberg.

1. Returns are calculated net of fees, before tax, and assumes reinvestment of all distributions at NAV. Since inception 17 June 2019 to 31 October 2024. Past performance is not a reliable indicator of future performance. It should not be relied upon (and is not) an indication of the Fund's future performance.

Market Update – Key takeaways and Outlook

Regal Co-Founder Philip King, along with members of the Regal investment team, hosted an RF1 investor webinar on 30 October 2024. To view a recording of the webinar and hear more about Regal's market outlook and positioning, please click on the link [here](#).

1

REMAINING BULLISH ON OPPORTUNITIES IN DOMESTIC AND OFFSHORE EQUITIES

- US market expected to march higher
- Equity rally is increasingly broadening
- Opportunities for active management

2

BROADENING OF EQUITY RALLY IS SUPPORTIVE FOR SMALL AND EMERGING COMPANIES

- After lengthy period of underperformance, small and micro caps now leading rally
- Improved equity sentiment seeing increasing levels of small/microcap deal flow and M&A

3

HIGHLY ATTRACTIVE RISK-ADJUSTED RETURNS AVAILABLE TO INVESTORS WHO CAN ACCESS ALTERNATIVE INVESTMENT OPPORTUNITIES

- Opportunities continuing to emerge in niche and uncorrelated strategies with powerful sectoral tailwinds, eg Private Credit, Water and Resources Royalties
- RF1 portfolio now ~40% deployed in non-equity investment strategies

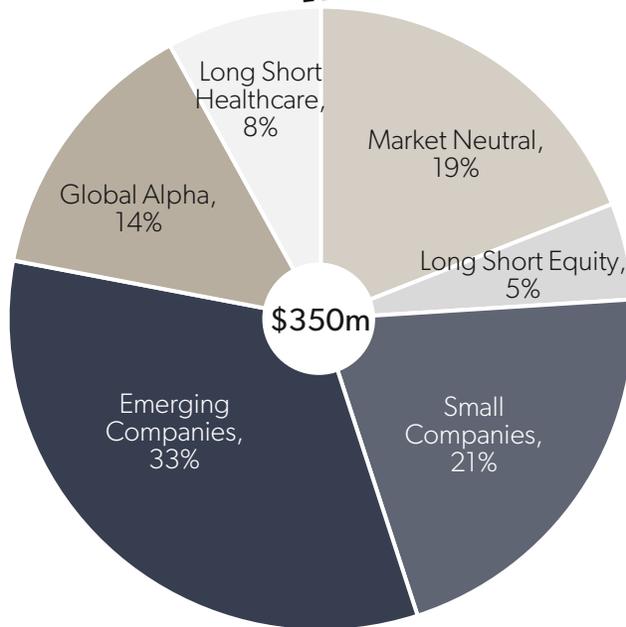


Source: Regal as at 25 October 2024. Returns are net of fees, before tax, and assume reinvestment of all distributions. Past performance is not a reliable indicator of future performance. It should not be relied upon as (and is not) an indication of future performance of the Fund's performance.

Highly diversified portfolio, with an increasing allocation to uncorrelated and non-equity investment strategies

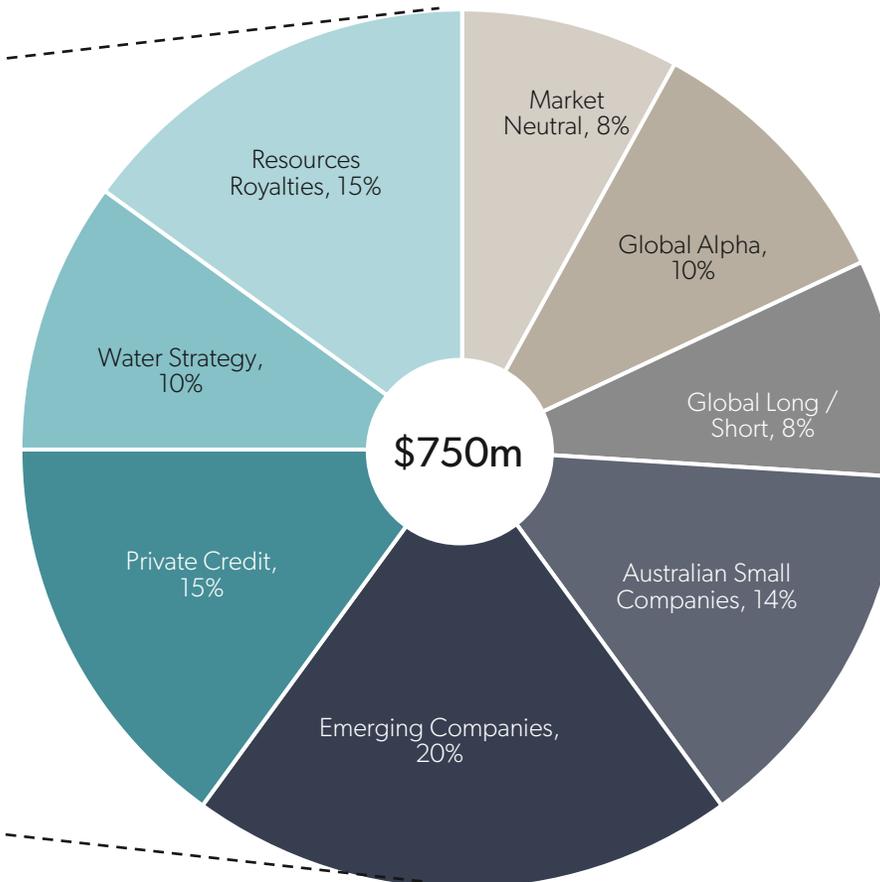
RF1 Strategy Allocations

As at 31 October 2020



RF1 Strategy Allocations

Indicative pro-forma allocations (post-Placement), November 2024



RF1 Portfolio, Investment & Return Characteristics

As at 31 October 2024

Percentage of Positive Months

72%

Number of Strategies

8

Correlation to S&P/ASX200

0.61

Annualised Volatility

19%

RF1 SUB-STRATEGY GROSS PERFORMANCE ¹	3MTH	1 YR	INCEPTION PA
Market Neutral	+36.5%	+84.4%	+25.1%
Global Alpha	+12.0%	+67.8%	+63.7%
Aus. Small Companies	+27.2%	+101.4%	+33.8%
Emerging Companies	+7.8%	+27.4%	+28.8%
Water Strategy ²	+0.4%	-1.2%	-1.7%
Resources Royalties ³	+1.4%	+12.2%	15.7%
Private Credit ⁴	+2.6%	+12.5%	11.5%
Global Long Short ⁵	+2.5%	-	5.2% ⁷

RISK AND RETURN CHARACTERISTICS

Annualised Return Since Inception	19.6% ⁶
Volatility	19.0%
Sharpe	1.03

CORRELATION TABLE

ASX 200 Index	0.61
S&P 500 Index	0.49
MSCI World Index	0.55

BALANCE SHEET EXPOSURES (% OF NAV)

SECTOR	LONG	SHORT	NET
Communication Services	5	-3	1
Consumer Discretionary	7	-11	-4
Consumer Staples	3	-3	-1
Diversified	1	0	1
Energy	7	-6	1
Financials	23	-23	-1
Health Care	17	-10	7
Industrials	11	-7	4
Information Technology	16	-8	8
Materials	24	-13	10
Real Estate	4	-5	-1
Utilities	1	-1	0
Total (Listed Positions)	118	-93	26
Total (Non-Listed Positions)	50	0	50
Total	168	-93	75

REGION	LONG	SHORT	NET
Asia	2	0	1
Australia/NZ	154	-69	85
EMEA	5	0	5
Americas	8	-23	-15
Total	168	-93	75

Source: Regal. From 17 June 2019 inception date to 31 October 2024.

1. Performance is calculated gross of all fees. Past performance is not a reliable indicator of future performance and it should not be relied upon as an indication of the future performance of the Fund. 2. Introduced to RF1 in August 2022. 3. Introduced to RF1 in October 2022. 4. Introduced to RF1 in March 2023. 5. Introduced to RF1 in April 2024. 6. Total return is net of fees, before tax, and assumes reinvestment of all distributions at NAV. 7. Performance of the Global Long Short strategy in RF1, calculated gross of all fees, since strategy inception in April 2024.



Key Risks

Key Risks

This document does not constitute an offer of New Units in RF1 in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Units may not be offered or sold, in any country outside Australia except to the extent permitted below.

1.1 Overview

This section describes the key risks of investing in RF1 together with the risks relating to participation or non-participation in the Placement and UPP. This is not an exhaustive list of risks and the risks set out below are not in order of importance. The risks set out below and other risks not specifically referred to may in the future materially adversely affect RF1's business, financial condition or results of operations. In that case, the market price of the units in RF1 could decline, and you could lose all or part of your investment. Accordingly, no assurance or guarantee of future performance or profitability is given by RF1, the Responsible Entity or Regal as the investment manager in respect of the New Units.

In deciding whether to participate in the Placement or UPP, you should read this presentation in its entirety and also consider publicly available information on RF1 (including announcements to ASX). You should also consult your own professional, financial, legal and tax advisers about the risks and suitability of investing in light of your particular circumstances.

1.2 Previously disclosed risks

RF1's activities are subject to various risks, including investment strategy risk and general risks. At the time of its initial public offering, these risks were disclosed in section 9 of RF1's product disclosure statement dated 8 April 2019 (PDS). A copy of the PDS can be found on RFM's website at https://www.regalfm.com/PDF/1583_0/productdisclosurestatement and it is recommended that you read the risk disclosure contained in the PDS.

In summary, the risks include investment risk, manager risk, key man risk and regulatory matters risk. Further, there are risks relevant to investing in RF1, including leverage risk, derivative risk, short selling risk, currency risk, hedging risk, liquidity risk, Regal fund risk, market impact risk, high risk nature of certain positions, portfolio turnover risk, interest rate risk, foreign issuer and market risk, counterparty and collateral risk, legal, tax and regulatory risk, economic and political risk, risk management, market risk, equity risk, concentration risk, compensation fee structure risk, options trading risk and risks associated within an investment in units (including unit trading price risk, economic risk and liquidity risk).

1.3 Additional risks

(a) Credit risk

RF1 may have exposure via an underlying fund (the Regal Private Credit Opportunities Fund) to credit investments with a range of maturities, and it is possible that any of these facilities may be repaid earlier than anticipated. The extent of borrowers' prepayment or refinancing of their debt facilities, whether contractually or at their election, may depend on various factors, including general market conditions, increased price competition among lenders, increases in the value of any secured property, and borrower financial capacity. Likewise, the underlying fund may have exposure to both drawn and undrawn loans. Undrawn loans may include revolving credit facilities, the principal of which may be drawn down at the borrower's election during a period. The underlying fund may be entitled to a lower rate of interest on undrawn amounts. Accordingly, the underlying fund's returns may be lower than expected if such loans are not drawn to the extent expected, or not at all.

Various factors could adversely impact the ability of borrowers and issuers to fulfil some or all of their payment obligations, or could lead to other events of default. If an event of default occurs, the borrower might not fulfil their payment or other obligations in full or at all, or might breach their covenants, which may lead to additional events of default. In these circumstances, the underlying fund may suffer from reduced income and therefore have a reduced ability to pay distributions, and may be required to exercise any contractual rights of enforcement that it has against the borrower in order to recover its investment. There is no guarantee that the underlying fund will be able to recover its investment successfully. Nonperforming investments made by the underlying fund may require substantial negotiation or restructuring, which may entail, among other matters, substantial irrecoverable costs, a substantial reduction in interest, a substantial write-down of the loan principal or a substantial change in the terms, conditions and covenants. Where a restructure of the non-performing investment is negotiated and implemented successfully, it is possible that, upon maturity, replacement "take-out" financing will not be available. It is possible that the underlying may find it necessary or desirable to enforce (either itself or through the appropriate counterparty) an underlying security. Any enforcement process can be lengthy and expensive, which could have a material negative impact on the underlying fund's anticipated return.

The underlying fund may be exposed to fluctuations in interest rates. Credit cycles expand and contract over time in line with macroeconomic variables and can be influenced by government fiscal policies and other factors over which Regal as investment manager has no control. Central bank interest rates (including the Reserve Bank of Australia cash rate) are correlated to base rates, which are typically used as a basis to price loans. Movements in interest rates may negatively impact the underlying fund's financial performance directly or indirectly, including where they impact a borrower's financial performance.

Key Risks

This document does not constitute an offer of New Units in RF1 in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Units may not be offered or sold, in any country outside Australia except to the extent permitted below.

1.3 Additional risks (cont.)

(a) Credit risk (cont.)

Certain subordinate or mezzanine investments of the underlying fund may be subordinated to or rank behind other more senior credit providers. The underlying fund may be less able to influence the borrower than more senior creditors, especially in periods of financial distress or insolvency. In many cases, the remedies available, such as foreclosure on any security collateral, will be subject to the rights of any senior creditors and other contractual intercreditor provisions. Further, certain senior and subordinated loans of the underlying fund may not be protected by financial covenants. As a result, the underlying fund may not be able to take the steps necessary to protect its investments in a timely manner or at all, which could reduce distribution payments or the return of capital. If the underlying fund is wound up, Unitholders will rank behind secured and unsecured creditors of the underlying fund. Similarly, if a fund in which the underlying fund has invested is wound up, the underlying fund may also have subordinated rights behind other creditors of the insolvent fund. If there is a shortfall of funds on winding up, unitholders may recover less than they invested.

Lenders generally negotiate and agree covenants to protect themselves from borrower defaults due to financial underperformance. Where lending markets are competitive as between credit providers, the level of covenant protection in credit facilities may be significantly reduced or may not exist, resulting in greater risk to lenders, such as the Regal Private Credit Opportunities Fund. Where the underlying fund proposes to lend capital in conjunction with other lenders as part of a syndicated arrangement, the underlying fund's negotiating power against both the borrower and the other lenders will depend, in part, on the size of the underlying fund's contribution to the overall facility, relative to the contributions of other lenders, among various other factors. If the underlying fund's contribution represents only a small proportion of such a facility, the underlying fund's ability to negotiate for its preferred covenants may be significantly reduced, resulting in greater risk to the underlying fund.

The borrowers' covenants, events of default, enforcement rights and repayment obligations are generally documented in the relevant loan documentation. There is a risk that a borrower may challenge the validity of an agreement, or that changes to laws or legal actions may result in agreements being or becoming unenforceable or less valuable to the underlying fund. If the loan or security documents are not duly expected or enforceable or do not accurately reflect the terms approved by the underlying fund's investment committee, then the returns of the underlying fund may be adversely impacted.

(b) Cybersecurity and technology

The Responsible Entity's and Regal's information and technology systems, or those of its suppliers or other counterparties, may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorised persons and security breaches, other cyber attacks, usage errors, power outages and catastrophic events. If these systems are compromised, become inoperable for extended periods of time or cease to function properly, Regal or the Responsible Entity may have to make a significant investment to fix or replace them. The failure of these systems and/or of a disaster recovery plans for any reason could cause significant interruptions in the Responsible Entity's or Regal's operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to customers or investors.

It could also result in the loss or misuse of data or sensitive information exposing Regal or the Responsible Entity to litigation, claims, fines and penalties, reputational damage and a loss of trust by its customers, and employees, each of which might have an adverse effect on the Responsible Entity and/or Regal's operational and financial condition and/or performance. If any of these risks eventuate, it could have a significant adverse impact on the Fund's financial position and/or performance.

(c) Water assets

Risks associated with investing in water assets include water supply and demand, which may be affected by weather conditions and climate change, and impacted by specific weather events and seasonal conditions. These may, in turn, affect the price of water entitlements over the short-term or long-term. Climate change could impact the demand, supply and quality of water available for consumptive use in different ways from region to region. Overall increases in the scarcity of water resulting from climate change may have a positive impact on returns, however any extended periods of above-average rainfall can have the capacity to have a negative impact on performance as both water allocation and water entitlement prices soften. Further, during periods of drought or dry weather years, water allocations may be lower, which could have an adverse impact on the income able to be derived from unleased water entitlements.

The Commonwealth Government's water acquisition program (for the purpose of increasing environmental water flows into the Southern Murray-Darling Basin) may compromise the ability to acquire water entitlements at preferred valuations. Any future State or Federal government policy changes may also affect water asset availability and prices, along with any future development of water-related infrastructure to provide for additional or substitute water supply for agricultural, industrial, mining and urban use, which may have the effect of lowering the demand and price for water entitlements. Water allocations may also be carried over from one irrigation year to the next to be sold or used in the subsequent irrigation year. This strategy may be used when water allocation prices are low in an irrigation year due to excessive over-supply, however there is a risk that carried over water allocations may be cancelled with no income to the relevant fund.

Key Risks

This document does not constitute an offer of New Units in RF1 in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Units may not be offered or sold, in any country outside Australia except to the extent permitted below.

1.3 Additional risks (cont.)

(d) Regulatory approvals and regulatory and policy changes risk

If any of the regulatory approvals for the continued operation of RF1, including licences or exemptions from licensing for the Investment Manager, are amended, cancelled or suspended, then RF1 will be adversely affected. Neither EQT nor the Investment Manager are aware of any circumstances which might give rise to the cancellation or suspension of any of those regulatory approvals. In addition, changes in law, government legislation, regulation and policy in jurisdictions in which RF1 operates may adversely affect the value of the portfolio and/or RF1's future earnings and performance. Foreign jurisdictions may also change their foreign positions, exchange, regulatory or tax regimes in a manner which is adverse to RF1 and which may prevent the return of income capital in an economic and timely manner or prevent it altogether. These changes may occur in various jurisdictions, including Australia, during the lifetime of RF1. The legal requirements to which RF1 is currently subject could differ materially as a result of changes to legal requirements in various jurisdictions. RF1 may be subject to tax in jurisdictions outside Australia in respect of investments made in those jurisdictions. RF1 trades globally in markets located in jurisdictions with different tax regimes, some of which may subject RF1 to withholding tax or other taxation. This may impact RF1's returns. The cash flow effect of the timing of payments and accruals of taxes in certain jurisdictions (such as withholding taxes or tax accruals and prepayments) and relief, where applicable or available, may affect the ability of RF1 to invest in positions in certain jurisdictions or to repatriate funds in a timely or efficient manner.

Monies paid to taxing or exchange control authorities which result in subsequent credits or which may be released at a later time will not be available for investment in positions and are not likely to generate interest or other income while such monies are held. Foreign legislative and taxation authorities may amend tax legislation and rules retrospectively. Retrospective amendments to tax legislation and rules relating to RF1's activities may result in additional tax burdens or a requirement to make payments which were not known or considered to be required when transactions were entered into. Depending on the timing of changes, this may retrospectively affect results for periods prior to the change, or require payments to be funded in periods subsequent to the transactions.

(e) Compensation fee structure risk

The Investment Manager may receive compensation based on the portfolio's performance. Performance fee arrangements may create an incentive for the Investment Manager to make investments that are riskier or more speculative than would be the case in the absence of a fee based on the performance of the portfolio. In addition, the Investment Manager receives a base management fee irrespective of the portfolio's performance. This fee is 1.5 % (ex-GST) per annum of RF1's NAV, calculated and accrued at least monthly and paid to the Investment Manager monthly in arrears out of RF1's assets.

(f) Liquidity risk

RF1 is exposed to liquidity risk in relation to the investments within its portfolio. If a position cannot be bought or sold quickly enough to minimise potential loss, RF1 may have difficulty satisfying commitments associated with financial instruments. Unlisted investments made by RF1 are illiquid, as there is no established secondary market for unlisted positions. Listed investments (such as listed microcap securities) can also suffer from a lack of liquidity. Where the liquidity of a particular market or position is restricted, it can affect the performance of RF1. Lack of liquidity or market depth can affect the valuation of RF1's positions, as it looks to both realise positions at quoted prices and exit positions in a timely manner if required (for example, in order to meet a margin call). In addition, the ability to sell Units will be a function of the turnover of Units at the time of sale. Although liquidity is generally expected to exist in this secondary market, there are no guarantees that an active trading market with sufficient liquidity will develop, or should it develop, that such a secondary market will sustain a price representative of the NAV per Unit. This may result in RF1 trading at a discount or premium to its NAV.

(g) Commodities risk

RF1 may have positions in securities with exposure to the natural resources sector, including associated industries. Accordingly, the value of the Fund's investments may be impacted by movements in underlying commodity prices, which may result from various economic, political or other conditions and events in Australia and globally.

(h) Risk Management

The Investment Manager applies its risk management systems to mitigate risks to RF1 (these will be applied at the Regal Investment Strategy level and the portfolio level). The application of any risk management approach involves numerous judgments and qualitative assessments. No risk management system is fail-safe, and no assurance can be given that RF1's risk control framework will achieve its objectives. From time to time, without notice to the investors, the Investment Manager may modify or change RF1's risk management system and procedures.

Key Risks

This document does not constitute an offer of New Units in RF1 in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Units may not be offered or sold, in any country outside Australia except to the extent permitted below.

1.3 Additional risks (cont.)

(i) Regal Funds risk

RF1 is permitted to invest in funds for which the Investment Manager provides investment management services and which employ a Regal Investment Strategy ("Regal Funds"). Regal Funds are unlisted funds. Accordingly, there is no established secondary market for units in Regal Funds and investors can generally only exit their investment in Regal Funds by redeeming their units. In respect of any Regal Fund, RF1 would be reliant on the trustee or responsible entity of the Regal Fund properly performing its duties, including complying with the terms of the relevant constitution and other applicable law. Any delay caused by the trustee or responsible entity of a Regal Fund in executing a redemption request issued may adversely impact RF1. Further, the units in, or other positions held by, the relevant Regal Fund may be valued by an administrator appointed by that Regal Fund. There is a risk that the valuations of those units or positions may be calculated in error or delayed.

The Investment Manager may be replaced as the provider of investment management services to a Regal Fund. The replacement of an investment manager may result in disruptions to the operation of the Regal Fund. If the Investment Manager no longer provides investment management services to a Regal Fund that RF1 invests in, any rebate of management fees or performance fees may cease from the date of termination and the management and performance fee otherwise payable, will become applicable. However, any redemption rights, including any lock up period may remain.

(j) Timeframe for Investment

Before deciding to subscribe for Units, applicants should consider whether Units are a suitable investment. Prospective investors are strongly advised to regard any investment in RF1 as a long-term proposition. Prospective investors are reminded that, as with any equity investment, substantial fluctuations in the value of their investment may occur. If you are in doubt as to whether you should subscribe for Units, you should seek advice on the matters contained in this UPP Booklet from a stockbroker, solicitor, accountant or other professional adviser immediately.

(k) Distribution risk

EQT's ability to pay distributions from RF1 is contingent on there being sufficient income from RF1's portfolio. There is no guarantee that the future earnings of RF1 will be adequate to allow it to pay distributions to Unitholders. The Investment Manager may make poor investment decisions which may result in RF1's returns being inadequate to pay distributions to Unitholders.

1.4 New risks arising from the Placement and UPP

(a) Risk of dilution

Unitholders who do not participate in the Placement or the UPP will have their percentage unitholding in the Fund diluted. Depending on the size of a unitholder's existing holding and the number of New Units allocated to them, a participating unitholder may still be diluted even though they participate in the Placement or the UPP. Investors may also have their investment diluted by future capital raisings by the Fund. The Responsible Entity may issue new units in the future to finance acquisitions or pay down debt which may, under certain circumstances, dilute the value of an investor's interest.

(b) Liquidity risk

Unitholders who wish to sell their units may be unable to do so at an acceptable price, or at all, if insufficient liquidity exists in the market for the units. There may be relatively few, or many, buyers or sellers of units on ASX at any given time. This may increase the volatility of the market price of RF1's units. It may also affect the prevailing market price at which RF1 unitholders are able to sell their units, or whether they are able to sell at all. RF1 does not guarantee the market price or liquidity of units and there is a risk that you may lose some of the money you invested.

(c) Amount raised under the Offer

The Placement and the UPP are not underwritten. While RF1 is targeting to raise \$125.3 million under the Placement and UPP, there is no guarantee how much will be raised under the Offer. If RF1 raises less than the targeted amount, Regal as investment manager will have less proceeds to use for investing in line with its existing investment strategy for RF1. This means that Regal may not be able to pursue all available opportunities or may have to do so over a longer period of time, which may have an adverse impact on investment returns and growth.



International Offer Restriction

International Offer Restriction

This document does not constitute an offer of New Units in RF1 in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Units may not be offered or sold, in any country outside Australia except to the extent permitted below.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**). The New Units are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

