

SPIRE USA ROC II FUND (AUD)

ARSN: 162 507 020

OVERVIEW

The Fund was established in 2013 as an unhedged Australian feeder fund into the assets of Bridge Multifamily & Commercial Office Fund II, LP (“Bridge MF II”). Bridge MF II is a US\$600 million (equity) value-add “buy, fix, sell” private equity real estate fund, investing in value-add US multifamily apartment communities and office buildings. The Fund owns a 5.88% share of a diversified portfolio of ‘value-add’ real estate assets across the US. Bridge Investment Group (“Bridge”) is the US based Investment Manager of the Fund. Bridge is a specialist US real estate and real estate funds manager with over US\$7.8 billion in assets under management. Bridge is headquartered in Salt Lake City, Utah, with offices in New York, San Francisco and Orlando. Over the last 23 years Bridge has invested, managed and sold several billion dollars of property assets across all segments of the market. Bridge has a strong operating and property management platform, comprising over 1,000 management, leasing and facilities employees across the 30 states in which assets are owned. Bridge uses this operating platform to add value through superior property value management.

PERFORMANCE (NET OF FEES)

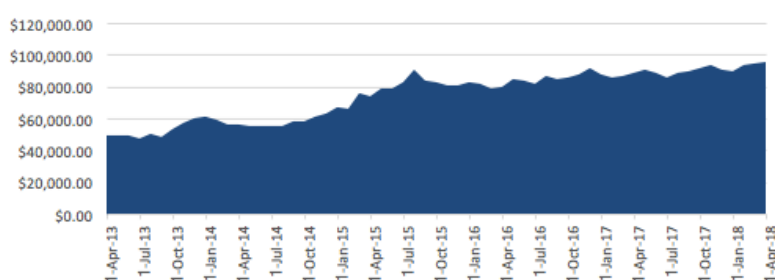
Ordinary Unit Class

Based upon underlying fund data as at 31 April 2018

| 1 month | 3 months | 1 year | 3 years (p.a) | 5 years | Inception (p.a) |
|---------|----------|--------|---------------|---------|-----------------|
| 1.64% | 6.68% | 8.22% | 9.06% | N/A | 14.54% |

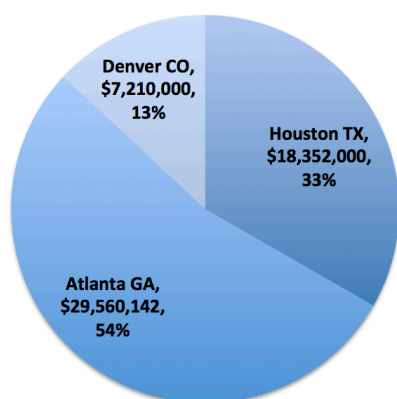
** Past performance is not an indicator of future performance **

GROWTH OF AUD 50,000 INVESTMENT



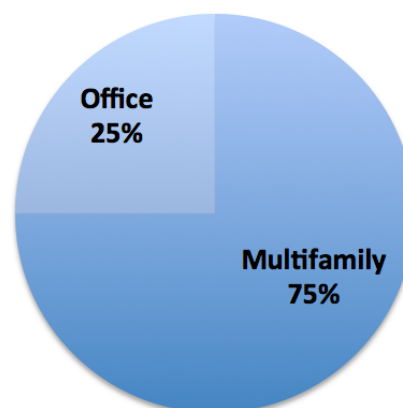
Performance and Growth table and chart are based on an investment made at the Fund's inception at \$1:00 per unit and includes Unit Price growth plus cash Distributions. Does not include the value of Foreign Income Tax Offsets (FITOs) which have been distributed in addition to cash.

REGIONAL BREAKDOWN



Remaining Underlying Fund investments by Cost as at 31 December 2017

ASSET CLASS BREAKDOWN



FUND DETAILS

| | |
|---------------------------------|---|
| Fund Size (AUDm): | 15.63 |
| APIR Code: | ETL0371AU |
| Commencement: | 1 July 2013 |
| Zenith Research Rating: | Highly Recommended (Original rating, now lapsed as closed) |
| Unit Price: | \$0.4038 |
| 2017 Distribution (CPU): | 99.37 + 15.46 FITOs |
| 2016 Distribution (CPU): | 29.08 + 0.74 FITOs |
| 2015 Distribution (CPU): | 07.41 + 0.48 FITOs |
| 2014 Distribution (CPU): | 01.54 + 0.39 FITOs |

| | |
|------------------------------------|---|
| Distribution Frequency: | Annually as at 30 June |
| Fund Manager: | Spire Capital Pty Limited |
| Investment Manager: | Bridge Investment Group, LLC |
| Responsible Entity: | Equity Trustees Limited |
| Base Management Fee: | 0.58% p.a. x NAV |
| Underlying Fees: | 2% of invested equity |
| Underlying Performance Fee: | 20% of realised profits after an 8% preferred return is paid to Limited Partners. |
| Liquidity: | Nil - Closed-ended fund |
| Application Status: | CLOSED |

Monthly Update

Positively affecting the unit price during the month of April was the 1.5918% decrease in the value of the Australian dollar against the USD dollar from US\$0.7671 to US\$0.7549. The Fund does not hedge currency exposure.

Unit Prices are reflecting the Q4 Underlying Fund Net Asset Values as at 31 December 2017. Underlying Fund performance since inception, which is US Dollar denominated and thus excludes the impact of currency movements, is in line with the Underlying Fund's target returns and is summarised below:

Underlying Bridge MF II Investment / J-Curve Dashboard

As at 31 December 2017

| Metric | Q4 2013 | Q1 2014 | Q2 2014 | Q3 2014 | Q4 2014 | Q1 2015 | Q2 2015 | Q3 2015 | Q4 2015 | Q1 2016 | Q2 2016 | Q3 2016 | Q4 2016 | Q1 2017 | Q2 2017 | Q3 2017 | Q4 2017 |
|-----------------------------------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|---------|
| Committed Capital (USD) | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M | 35M |
| Invested Capital %* | 61.0% | 63.1% | 63.0% | 80.2% | 85.6% | 84.3% | 91.9% | 91.9% | 80.3% | 80.3% | 81.4% | 80.2% | 80.2% | 24.3% | 22.2% | 15.0% | 2.7% |
| IRR on Called Capital | 13.0% | 15.7% | 14.4% | 15.4% | 22.4% | 21.4% | 21.3% | 20.2% | 20.1% | 19.3% | 19.7% | 18.8% | 17.5% | 17.1% | 16.8% | 16.6% | 16.6% |
| Equity Multiple on Called Capital | 1.09x | 1.13x | 1.16x | 1.17x | 1.28x | 1.33x | 1.48x | 1.38x | 1.43x | 1.46x | 1.52x | 1.54x | 1.54x | 1.57x | 1.58x | 1.58x | 1.59x |

* Current Invested Capital as a percentage of Committed Capital

Outlook

The Underlying Fund is now well into its Harvest Period, with 55 of the 61 assets which were acquired during the ROC II Program's Investment Period having now been sold. The remaining six assets are under contract for sale with final settlements due shortly. These proceeds of sale will be paid out to investors as at 30 June 2018, following which the only remaining assets of the Fund will be cash reserves which are the subject of warranties associated with the aforementioned sales. When these warranty periods (which could be up to 24 months), have lapsed, the remaining cash reserves will be distributed to investors and the Fund liquidated.

New Fund Launch

Spire Capital is please to advise that the follow on fund to Spire USA ROC II and USA ROC III Funds, called Spire USA ROC IV Fund (AUD), is now open for direct investment via the [PDS \(click to download\)](#).

Like its predecessor funds, Spire USA ROC IV Fund (AUD) will invest in value-add multifamily and commercial office properties, via programs managed by Bridge Investment Group and its affiliates.

The Fund has been rated "Recommended" by Zenith Investment Partners. Please [click here](#) to download the report.

It is expected that the Fund will shortly be available on major platforms.

For further information please contact either Dale Holmes on 0401 146 106 or Chris Niall on 0419 011 628.

CONTACT US

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Important Information

"Equity Trustees Limited ("Equity Trustees"), ABN 46 004 031 298 and Australian Financial Services Licence Number 240975, is the Responsible Entity of the Spire USA ROC II Fund (AUD) (Fund). Equity Trustees is a subsidiary of EQT Holdings Limited (ABN 22607 797615), a publicly listed company on the Australian Securities Exchange (ASX:EQT). Spire Capital Pty Ltd ("Spire") ABN 21 141 096 120 and (wholesale) Australian Financial Services Licence Number 344365 is the Fund Manager of the Fund. This Monthly Update has been prepared by Spire for general information purposes only. It does not contain investment recommendations nor provide investment advice. Neither Equity Trustees nor Spire nor their related entities, directors or officers guarantees the performance of, or the repayment of capital or income invested in the Fund or the accuracy of information in this document and accepts no liability to any person who relies on it. Past performance is not necessarily indicative of future performance. Professional investment advice can help you determine your tolerance to risk as well as your need to attain a particular return on your investment. In preparing this information, we did not take into account the investment objectives, financial situation or particular needs of any particular person. You should not act in reliance of the information of this Monthly Update. We strongly encourage you to obtain detailed professional advice and read the relevant product disclosure statement in full before making an investment decision. Applications for an investment can only be made on an application form accompanying a current Product Disclosure Statement ("PDS")."