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BLOOM CLIMATE IMPACT FUND ARSN 656 971 881 (FUND)
Notice under clause 36.1 of the Fund's Constitution as read with
section 601NA of the Corporations Act 2001 by
MELBOURNE SECURITIES CORPORATION LIMITED
ACN 160 326 545 (AFS Licence Number 428289) (RESPONSIBLE ENTITY)

TERMINATION AND WINDING-UP OF THE FUND

Date: **8 June 2023**

A. THIS NOTICE

This notice is to inform you that the Bloom Climate Impact Fund (ARSN 656 971 881) (**Fund**) will be terminated with effect from the date specified in this notice which is issued under clause 36.1 of the Constitution dated 24 February 2022 (the **Constitution**) as read with section 601NA of the Corporations Act 2001.

The reasons for terminating the Fund and commencing the winding-up of the Fund are set out below.

B. REASONS FOR TERMINATION

The Fund is a managed investment scheme and was registered on 15 February 2022.

Bloom Impact Investment Services Pty Ltd (ACN 651 965 098) (**Bloom**) is the promoter and sub-investment manager of the Fund and assists investors with investments in the Fund by operating the Bloom Impact Investing App (**Bloom App**).

Bloom owns the intellectual property necessary to operate the Bloom App, which is critical in allowing investors to engage with the Fund, including making investments, switching investments or redeeming investments.

Bloom is further responsible for setting and implementing the Fund's unique investment objective and strategy, which seeks to create an impact through 'climate investing'. In this regard, Bloom has the relevant skills and expertise required to set, implement and apply the screening framework necessary to identify assets that are consistent with the Fund's investment objective and strategy.

The Board of Bloom has made a decision to stop promoting and distributing the financial products in the Fund and to initiate steps to wind-up the Fund. This decision has been reached as it is no longer economically viable for Bloom to continue promoting or distributing the Fund over the medium to long term (the **Term**).

There is no third party with the legal capacity to take over the promotion and distribution of the Fund over the Term as Bloom is the owner of the intellectual property necessary to operate the Bloom App. Bloom, as sub-investment manager furthermore has the unique skills and expertise necessary to set, implement and apply the relevant screening framework to ensure the Fund remains true to label.

The Board of Bloom has concluded that in this circumstance the continued operation of the Bloom Fund will be uneconomical. Failure to wind-up the Fund will likely have a detriment on current unitholders over the Term.

C. TERMINATION UNDER CONSTITUTION

Under section 601NA of the Corporations Act, a registered managed investment scheme can be wound up where its Constitution provides for the winding-up at a specified time or in specified circumstances or the happening of a specified event.

Pursuant to clause 36.1 of the Constitution the Responsible Entity may terminate the Fund at any time, including where the Responsible Entity determines that the continued operation of the scheme is uneconomical and may do so by written notice to the unitholders.

After consideration of the factors above mentioned, the Responsible Entity has decided to exercise its right to terminate the Fund pursuant to clause 36.1 of the Constitution. Effective from the date of this notice, the issue and any right of a unitholder to redeem units in the Fund will cease.

C. THE WINDING-UP



Winding-up the Fund will involve the:

1. Realisation of any remaining assets of the Fund;
2. Closing out deposits with Australian banking institutions;
3. Payment of expenses of the Fund;
4. Preparation and audit of final financial statements for the Fund; and
5. The distribution of any remaining net realised proceeds to unitholders.

The amount of funds to be returned to unitholders and the timing of the payments will depend on the outcome of the realisation process. The Responsible Entity will provide notice of any payment of distributions to unitholders and will oversee distribution of net proceeds on a pro-rata basis to your nominated bank account.

No action is required from you. Please note that the amount you receive is currently unknown but will become clearer through the winding-up process.. As outlined in the Product Disclosure Statement (**PDS**), investment in the Fund carries several risks, one of which is that the Fund could be terminated, which can impact the return on your investment. The amount you receive may be lower than the amount you initially invested.

The Responsible Entity will provide unitholders with a tax statement at an appropriate time. There may be tax consequences flowing from the winding-up of the Fund and distributions to unitholders. The Responsible Entity therefore recommends that you speak to your tax adviser about your individual circumstances.

Cache, the manager and administrator of the Fund, will assist the Responsible Entity during the winding-up of the Fund. For any relevant questions, please contact them on the following email address: bloominvestors@cacheinvest.com.au

Yours sincerely

Shelley Brown

Chief Risk Officer

Melbourne Securities Corporation Ltd