



KKR CREDIT INCOME FUND

THE TRUST COMPANY (RE SERVICES) LIMITED
(ABN 45 003 278 831) AS RESPONSIBLE ENTITY OF
THE KKR CREDIT INCOME FUND (ARSN 634 082 107)

SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

This is a supplementary Product Disclosure Statement ("**Supplementary PDS**") for the purposes of Part 7.9 of the *Corporations Act 2001* (Cth) ("**Corporations Act**") and has been issued by The Trust Company (RE Services) Limited (ABN 45 003 278 831, AFSL 235 150) ("**Responsible Entity**") as responsible entity of the KKR Credit Income Fund (ARSN 634 082 107) ("**Trust**"). It supplements, and is intended to be read together with, the Product Disclosure Statement dated 19 September 2019 ("**Original PDS**"). This Supplementary PDS is dated 9 October 2019 and was lodged with the Australian Securities and Investments Commission ("**ASIC**") on that date. None of ASIC, ASX Limited ("**ASX**") or their respective officers take any responsibility for the contents of this Supplementary PDS or for the merits of the investment to which this Supplementary PDS relates. An application has been made to the ASX for the quotation of the units to be issued pursuant to the Offer.

The information set out below is taken to be included in the Original PDS. Except where defined in this Supplementary PDS, capitalised terms have the meaning set out in the Original PDS. References in this Supplementary PDS to a "page" or a "Section" are references to the corresponding page or section of the Original PDS.

Supplementary Product Disclosure Statement

1 Purpose of this Document

The purpose of this Supplementary PDS is to provide investors with additional information which may be relevant to their decision to invest in the Trust.

2 Changes to Oversubscriptions

2.1 BACKGROUND

As at the date of this Supplementary PDS, the Responsible Entity has received a high level of interest in the Offer. To avoid the need to significantly scale back applications, the Responsible Entity has determined that it will have the ability to accept applications for a further 70 million Units in Oversubscriptions to raise up to an additional \$175 million.

As a result, the maximum number of Units that will be issued if the Offer is fully subscribed and all Oversubscriptions are accepted increases from 330 million Units to 370 million Units. The additional Units would result in a total of \$925 million being raised by the Responsible Entity if the Offer is fully subscribed and all Oversubscriptions are accepted.

The acceptance of additional subscriptions will not change the manner in which the funds raised under the Offer are proposed to be invested, as set out in the Original PDS.

2.2 PRO FORMA FINANCIAL INFORMATION

The Pro Forma Financial Information set out below has been prepared to illustrate the financial position of the Trust following completion of the Offer, as if such events had occurred as at the Allotment Date. The Pro Forma Financial Information is intended to be illustrative only and will not reflect the actual position and balances at completion of the Offer. The Pro Forma Financial Information have been prepared in accordance with the significant accounting policies set out in Section 6.6 of the Original PDS.

These tables should be read in place of the tables set out in Sections 6.2, 6.4 and 6.5 of the Original PDS. They should also be read in conjunction with the risk factors set out in Section 8 of the Original PDS and other information contained in the Original PDS.

PRO FORMA FINANCIAL INFORMATION

PRO FORMA BALANCE SHEET	MINIMUM SUBSCRIPTION (\$200 MILLION) (\$'000)	MEDIAN SUBSCRIPTION (\$450 MILLION) (\$'000)	MAXIMUM SUBSCRIPTION (\$750 MILLION) (\$'000)	MAXIMUM SUBSCRIPTION WITH OVER- SUBSCRIPTION (\$925 MILLION) (\$'000)
Assets				
Cash	200,000	450,000	750,000	925,000
Total Assets	200,000	450,000	750,000	925,000
Unitholder Equity				
Subscription for Units	200,000	450,000	750,000	925,000
Net Assets attributable to Unitholders – equity	200,000	450,000	750,000	925,000

PRO FORMA CAPITAL STRUCTURE

	MINIMUM SUBSCRIPTION (\$200 MILLION)	MEDIAN SUBSCRIPTION (\$450 MILLION)	MAXIMUM SUBSCRIPTION (\$750 MILLION)	MAXIMUM SUBSCRIPTION WITH OVER- SUBSCRIPTION (\$925 MILLION)
Units	80,000,000	180,000,000	300,000,000	370,000,000
NAV per Unit ¹	\$2.50	\$2.50	\$2.50	\$2.50

¹ NAV is calculated as the Trust's net assets position attributable to Unitholders in the Pro Forma Financial Information in Section 6.2 divided by the corresponding indicated subscription amounts.

PRO FORMA CASH

	MINIMUM SUBSCRIPTION (\$200 MILLION) (\$)	MEDIAN SUBSCRIPTION (\$450 MILLION) (\$)	MAXIMUM SUBSCRIPTION (\$750 MILLION) (\$)	MAXIMUM SUBSCRIPTION WITH OVER- SUBSCRIPTION (\$925 MILLION) (\$)
Offer Proceeds	200,000,000	450,000,000	750,000,000	925,000,000
Estimated net cash position	200,000,000	450,000,000	750,000,000	925,000,000

2.3 INVESTIGATING ACCOUNTANT'S REPORT

The Investigating Accountant's Report in Appendix A is included with reference to the Pro Forma Financial Information in Section 2.2 above.

2.4 FURTHER UPDATES TO ORIGINAL PDS

The following updates are made to the Original PDS:

- (a) In the "Key Offer Statistics", on page 7 of the Original PDS:
 - (i) in the row "Offer Proceeds based on the Maximum Subscription being received and all Oversubscriptions being accepted", delete the text: "\$825 million" and replace that text with: "\$925 million";
 - (ii) in the row "Number of Units available under the Offer based on the Maximum Subscription being received and all Oversubscriptions being accepted", delete the text: "330,000,000 Units" and replace that text with: "370,000,000 Units"; and
 - (iii) in footnote 1, replace the text: "The Responsible Entity reserves the right to accept Applications by way of Oversubscriptions under the Offer to raise up to a further \$75 million." with the following text: "The Responsible Entity reserves the right to accept Applications by way of Oversubscriptions under the Offer to raise up to a further \$175 million."
- (b) In the "Investment Summary", on page 11 of the Original PDS, under the heading "**The Offer**", replace the text: "The Responsible Entity is seeking to raise up to \$750 million through the issue of Units at a Subscription Price of \$2.50 per Unit and may accept Oversubscriptions for up to an additional \$75 million at the Responsible Entity's discretion." with the following text: "The Responsible Entity is seeking to raise up to \$750 million through the issue of Units at a Subscription Price of \$2.50 per Unit and may accept Oversubscriptions for up to an additional \$175 million."
- (c) In Section 1.5, on page 25 of the Original PDS, at the question "**What is the Offer?**", replace the text: "Under the Offer, the Responsible Entity may accept Oversubscriptions to raise up to an additional \$75 million." with the following text: "Under the Offer, the Responsible Entity may accept Oversubscriptions to raise up to an additional \$175 million."
- (d) In paragraph (e) of Section 6.3, on page 73 of the Original PDS:
 - (i) delete the text: "(\$825 million)" and replace that text with: "\$925 million"; and
 - (ii) delete the text: "330 million Units" and replace that text with: "370 million Units".
- (e) In Section 10.1, on page 105 of the Original PDS replace the text: "Under the Offer, the Responsible Entity may accept Oversubscriptions to raise up to an additional \$75 million." with the following text: "Under the Offer, the Responsible Entity may accept Oversubscriptions to raise up to an additional \$175 million."
- (f) In Section 13.1, on page 128 of the Original PDS, replace the table with the following table:

FOLLOWING COMPLETION OF THE OFFER					
CLASS OF UNITS	NUMBER OF UNITS CURRENTLY ON ISSUE	NUMBER OF UNITS BASED ON MINIMUM SUBSCRIPTION	NUMBER OF UNITS BASED ON MEDIAN SUBSCRIPTION	NUMBER OF UNITS BASED ON MAXIMUM SUBSCRIPTION	NUMBER OF UNITS BASED ON MAXIMUM SUBSCRIPTION WITH OVER-SUBSCRIPTION
Ordinary units	10 ⁴⁷	80,000,000	180,000,000	300,000,000	370,000,000

- (g) In Section 15, at footnote 49 on page 140 and footnote 50 on page 141 of the Original PDS, replace the text: "The Responsible Entity reserves the right to accept Applications by way of Oversubscriptions under the Offer to raise up to a further \$75 million." with the following text: "The Responsible Entity reserves the right to accept Applications by way of Oversubscriptions under the Offer to raise up to a further \$175 million."

3 Revision of Key Dates

3.1 BACKGROUND

As a consequence of the other updates which are described in this Supplementary PDS, the Responsible Entity advises that the closing dates of the Broker Firm Offer and the General Offer have been revised.

The Responsible Entity reserves its right to further vary the dates and times set out in this Supplementary PDS without notice, subject to the Corporations Act and other applicable law.

3.2 UPDATES TO ORIGINAL PDS

In light of the changes described above, the following updates are made to the Original PDS:

- (a) The indicative Offer timetable, as set out below, replaces the table which appears under the heading: **"Important Dates"** on page 6 of the Original PDS:

Lodgement of this PDS with ASIC	19 September 2019
General Offer and Broker Firm Offer opens	14 October 2019
Broker Firm Offer closes	16 October 2019
General Offer closes	16 October 2019
Settlement Date	14 November 2019
Allotment Date	18 November 2019
Expected date for dispatch of holding statements	18 November 2019
Commencement of trading of Units (normal settlement basis)	21 November 2019

- (b) In Section 10, on page 109 of the Original PDS, at the question **"What is the deadline to submit an Application under the Offer?"**, replace the text: "6 November 2019" with: "16 October 2019".
- (c) In Section 15, on page 138 of the Original PDS, at the definition of **"Closing Date"**:
- at the second bullet point, delete the text: "31 October 2019" and replace that text with: "16 October 2019"; and
 - at the third bullet point, delete the text: "6 November 2019" and replace that text with: "16 October 2019".

4 Changes to the Board and Compliance Committee of the Responsible Entity

4.1 BACKGROUND

The Responsible Entity advises that effective 27 September 2019:

- (a) Michael Vainauskas has resigned as a Director and member of the Compliance Committee of the Responsible Entity;
- (b) Andrew McIver has resigned as an Alternate Director for Glenn Foster for the Responsible Entity; and
- (c) Simone (Sam) Mosse has been appointed as a Director and member of the Compliance Committee of the Responsible Entity.

4.2 UPDATES TO ORIGINAL PDS

In light of the changes described above, the following updates are made to the Original PDS:

- (a) In Section 1.3, on page 23 of the Original PDS, at the heading "Who are the Directors of the Responsible Entity?":
 - (i) delete the text: "Michael Henry Vainauskas – Executive Director" and replace that text with: "Simone (Sam) Mosse – Executive Director"; and
 - (ii) delete the text: "Andrew McIver – Alternate Director".
- (b) In Section 5.3, on page 63 of the Original PDS, delete the biography of Michael Henry Vainauskas and replace that text with the following:

SIMONE (SAM) MOSSE

Chief Risk Officer

Executive Director – appointed in September 2019

Sam joined Perpetual as Chief Risk Officer in February 2019.

Sam is an accomplished risk professional with more than 23 years of local and global experience within the financial services sector. She has a proven track record in risk management and delivering strategic business outcomes.

Throughout her career Sam has led risk and compliance, operations and internal audit teams. Most recently, Sam was interim Global Head of Enterprise Risk and Head of Risk and Compliance, Pan Asia at Janus Henderson Investors where she spent more than five years.

Sam also held senior roles at Macquarie Group across 17 years including Head of Deal Management and Head of Compliance and Operational Risk within Macquarie Funds Group.

Sam holds a Bachelor of Commerce degree (Accounting) from University of NSW and a Graduate Diploma in Applied Finance from FINSIA.

- (c) In Section 5.3, on page 64 of the Original PDS, delete the biography of Andrew McIver.
- (d) In Section 5.9.3, on page 68 of the Original PDS:
 - (i) delete the text: "**Michael Vainauskas** Please refer to Michael's biography in Section 5.3."; and
 - (ii) replace that text with the following: "**Simone (Sam) Mosse** Please refer to Sam's biography in Section 5.3."
- (e) In Section 5.9.4, on page 69 of the Original PDS, replace the table under the heading "**Principle 2 – Structure the Board to add value**" with the following table:

NAME OF DIRECTOR	YEAR OF APPOINTMENT
Simone (Sam) Mosse	2019
Glenn Foster	2015
Vicki Riggio	2018
Richard McCarthy	2018
Phillip Blackmore (Alternate)	2018

- (f) In Section 5.9.4, on page 71 of the Original PDS, replace the text: “The Responsible Entity has established a Compliance Committee, comprised of Virginia Malley, Michelene Collopy and Michael Vainauskas” with the following text: “The Responsible Entity has established a Compliance Committee, comprised of Virginia Malley, Michelene Collopy and Sam Mosse.”

5 Changes to the Offer Management Agreement

5.1 BACKGROUND

The Responsible Entity advises that the Offer Management Agreement was amended on 9 October 2019 to reflect certain changes to the fees that the Manager has agreed to pay to the Lead Arrangers and the Joint Lead Managers.

5.2 UPDATES TO ORIGINAL PDS

In light of the changes described above, the following updates are made to the Original PDS:

- (a) In Section 11.3.1, on page 117 of the Original PDS, replace the second bullet point with:
- “• (management fee) a management fee of 1.00% (exclusive of GST) equal to the total gross amount raised under the Broker Firm Offer and the Cornerstone Offer only (being the total number of Units issued under the Broker Firm Offer and the Cornerstone Offer multiplied by the Subscription Price), payable as follows:
 - in respect of Offer Proceeds of \$550 million or less, to each Qualifying Syndicate Member, in equal proportions; and
 - in respect of any Offer Proceeds in excess of \$550 million, to each Qualifying Syndicate Member in the proportion calculated using the following formula (expressed as a percentage):

$$\frac{\text{Qualifying Syndicate Member's Bid above \$78.5 million}}{\text{Total of all Qualifying Syndicate Members' Bids above \$78.5 million}}$$

where **Bid** means the total number of Units in respect of which the relevant Qualifying Syndicate Member and its respective brokers and affiliates procured valid Applications under the Offer (whether or not they actually settled).”

- (b) In Section 15, on page 142 of the Original PDS, at the definition of “**Qualifying Syndicate Member**”, delete the text: “Each Lead Arranger and Joint Lead Manager with a Firm Allocation equal to or greater than \$40 million.” and replace that text with the following text: “Each Lead Arranger and Joint Lead Manager with a Firm Allocation and valid Applications under the Cornerstone Offer (procured by it and its respective brokers and affiliates) that actually settled, together equal to or greater than \$40 million.”

6 Consents and responsibility statements

Deloitte Corporate Finance Pty Limited has consented in writing and has not, before lodgement of this Supplementary PDS with ASIC, withdrawn its written consent to the inclusion of the Investigating Accountant’s Report set out in Appendix A of this Supplementary PDS in the form and context in which it is included, and all references to that information in the form and context in which it appears in this Supplementary PDS.

Appendix A – Investigating Accountant's Report



The Directors
The Trust Company (RE Services) Limited
as the Responsible Entity for KKR Credit Income Fund
Level 18, Angel Place
123 Pitt Street
Sydney NSW 2000

16 September 2019

Dear Directors,

INVESTIGATING ACCOUNTANT'S REPORT ON THE PRO FORMA FINANCIAL INFORMATION AND FINANCIAL SERVICES GUIDE

Introduction

This report has been prepared at the request of the Directors (the Directors) of The Trust Company (RE Services) Limited (the Responsible Entity) as the Responsible Entity of KKR Credit Income Fund (the Trust) for inclusion in the supplementary Product Disclosure Statement (Supplementary PDS) to be issued by the Responsible Entity in respect of the offer of between 80 million and 370 million Units in the Trust at \$2.50 each (the Offer). The original Product Disclosure Statement (Original PDS) was issued on 19 September 2019. KKR Australia Investment Management Pty Ltd is the manager (the Manager) of the Trust.

Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate Australian Financial Services licence under the *Corporations Act 2001* for the issue of this report.

References to the Responsible Entity, the Trust, the Manager and other terminology used in this report have the same meaning as defined in the Defined Terms of the Original PDS.

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Scope

Deloitte Corporate Finance Pty Limited has been engaged by the Directors of the Responsible Entity to review the:

- Pro Forma Balance Sheet;
- Pro Forma capital structure; and
- Pro Forma cash balance,

of the Trust at the Allotment Date under a Minimum Subscription, Median Subscription, Maximum Subscription and Maximum Subscription with Oversubscription as set out in Section 2.2 of the Supplementary PDS.

The Directors' and Manager's material assumptions and basis of preparation have been set out in Section 6.3 of the Original PDS as amended by the Supplementary PDS (together, the **Pro Forma Financial Information**).

The Pro Forma Financial Information has been prepared by the Manager and adopted by the Directors in order to provide prospective investors with a guide to the potential financial position of the Trust on the Allotment Date. Due to its nature, the Pro Forma Financial Information is intended to be illustrative only and will not reflect the actual position and balances at the Completion of the Offer.

Directors' Responsibility

The Directors are responsible for:

- the preparation and presentation of the Pro Forma Financial Information, including the best estimate assumptions underlying the Pro Forma Financial Information; and
- the information contained within the Original PDS and Supplementary PDS.

This responsibility includes for the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Pro Forma Financial Information free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Pro Forma Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with Australian Standard on Assurance Engagement (ASAE) 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly we will not express an audit opinion.

We have performed the following procedures as we, in our professional judgement, considered reasonable in the circumstances:

Pro Forma Financial Information

- analytical procedures on the Pro Forma Financial Information at the Allotment Date under a Minimum Subscription, Median Subscription, Maximum Subscription and Maximum Subscription with Oversubscription;
- a consistency check of the application of the stated basis of preparation, as described in the Original PDS as amended by the Supplementary PDS, to the Pro Forma Financial Information;
- a review of the Trust's work papers, accounting records and other documents; and
- enquiry of Directors, the Manager and others in relation to the Pro Forma Financial Information.

Conclusion

Pro Forma Financial Information

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Financial Information, as described in Section 2.2 of the Supplementary PDS, and comprising the:

- Pro Forma Balance Sheet
- Pro Forma capital structure; and
- Pro Forma cash balance,

of the Trust at the Allotment Date under a Minimum Subscription, Median Subscription, Maximum Subscription and Maximum Subscription with Oversubscription is not presented fairly and is not prepared, in all material respects, in accordance with the stated basis of preparation as described in Section 6.3 of the Original PDS as amended by the Supplementary PDS and the Trust's adopted accounting policies (as described in Section 6.6 of the Original PDS).

Restrictions on Use

Without modifying our conclusion, we draw attention to Section 6.2 of the Original PDS, which describes the purpose of the Pro Forma Financial Information, being to illustrate the financial position of the Trust following completion of the Offer as if such events had occurred as at the Allotment Date. As a result, the Investigating Accountant's Report may not be suitable for use for another purpose.

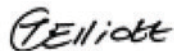
Consent

Deloitte Corporate Finance Pty Limited has consented to the inclusion of this limited assurance report in the Supplementary PDS in the form and context in which it is included.

Disclosure of Interest

Deloitte Corporate Finance Pty Limited does not have any interest in the outcome of this Offer other than the preparation of this report and participation in the due diligence procedures for which normal professional fees will be received. These fees will be paid by the Manager.

Yours sincerely



Taralyn Elliott
Authorised Representative
(AFSL number 241457)
AR number 1009181

FINANCIAL SERVICES GUIDE (FSG)

What is an FSG?

An FSG is designed to provide information about the supply of financial services to you.

Deloitte Corporate Finance Pty Limited (DCF) (AFSL 241457) provides this FSG to you, so you know how we are remunerated and who to contact if you have a complaint.

Who supplies the financial services?

We provide this FSG to you where you engage us to act on your behalf when providing financial services.

Alternatively, we may provide this FSG to you because our client has provided financial services to you that we delivered to them.

The person who provides the financial service to you is our Authorised Representative (AR) and DCF authorises the AR to distribute this FSG.

What financial services are we licensed to provide?

We are authorised to provide financial product advice and to arrange for another person to deal in financial products in relation to securities, interests in managed investment schemes, government debentures, stocks or bonds, to retail and wholesale clients. We are also authorised to provide personal and general financial product advice and deal by arranging in derivatives and regulated emissions units to wholesale clients, and general financial product advice relating to derivatives to retail clients.

General financial product advice

We provide general advice when we have not taken into account your personal objectives, financial situation or needs, and you would not expect us to have done so. In this situation, you should consider whether our general advice is appropriate for you, having regard to your own personal objectives, financial situation or needs.

If we provide advice to you in connection with the acquisition of a financial product, you should read the relevant offer document carefully before making any decision about whether to acquire that product.

Personal financial product advice

When we give you advice that takes into account your objectives, financial situation and needs, we will give you a Statement of Advice to help you understand our advice, so you can decide whether to rely on it.

How are we remunerated?

Our fees are usually determined on a fixed fee or time cost basis plus reimbursement of any expenses incurred in providing the services. Our fees are agreed with, and paid by, those who engage us.

Clients may request particulars of our remuneration within a reasonable time after being given this FSG.

Apart from these fees, DCF, our directors and officers, and any related bodies corporate, affiliates or associates, and their directors and officers, do not receive any commissions or other benefits.

All employees receive a salary, and, while eligible for annual salary increases and bonuses based on overall performance, they do not receive any commissions or other benefits as a result of the services provided to you.

The remuneration paid to our directors reflects their individual contribution to the organisation and covers all aspects of performance.

We do not pay commissions or provide other benefits to anyone who refers prospective clients to us.

Associations and relationships

The Deloitte member firm in Australia (Deloitte Touche Tohmatsu) controls DCF. Please see www.deloitte.com/au/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu.

We, and other entities related to Deloitte Touche Tohmatsu, do not have any formal associations or relationships with any entities that are issuers of financial products. However, we may provide professional services to issuers of financial products in the ordinary course of business.

What should you do if you have a complaint?

Please contact us about a concern:

The Complaints Officer
PO Box N250
Grosvenor Place
Sydney NSW 1220
complaints@deloitte.com.au
Phone: +61 2 9322 7000

If an issue is not resolved to your satisfaction, you can lodge a dispute with the Australian Financial Complaints Authority (AFCA). AFCA provides fair and independent financial services dispute resolution free to consumers.

www.afca.org.au
1800 931 678 (free call)
Australian Financial Complaints Authority Limited
GPO Box 3 Melbourne VIC 3001

What compensation arrangements do we have?

Deloitte Australia holds professional indemnity insurance that covers the financial services we provide. This insurance satisfies the compensation requirements of the Corporations Act 2001 (Cth).

Deloitte Corporate Finance Pty Limited, ABN 19 003 833 127, AFSL number 241457 of Level 1 Grosvenor Place, 225 George Street, Sydney NSW 2000

Member of Deloitte Touche Tohmatsu Limited

Deloitte refers to one or more of Deloitte Touche Tohmatsu Limited, a UK private company limited by guarantee, and its network of member firms, each of which is a legally separate and independent entity.



KKR CREDIT INCOME FUND

THE TRUST COMPANY (RE SERVICES) LIMITED
(ABN 45 003 278 831) AS RESPONSIBLE ENTITY OF
THE KKR CREDIT INCOME FUND (ARSN 634 082 107)

HOW TO CONTACT US

Trust Offer Information Line on
1300 131 856 (within Australia)
or + 61 2 9290 9688 (outside Australia)
Monday to Friday 8.30am to 5.30pm (Sydney time)
Website: www.kkcaustralia.com.au