



Smallco Investment Fund

Product Disclosure Statement

20 April 2020

This Product Disclosure Statement is issued by Smallco Investment Manager Limited ABN 89 092 626 090 Australian Financial Services Licence number 224108, as Responsible Entity for the Smallco Investment Fund ARSN 103 148 107

Smallco
Investment Manager

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Contents

1.	Key investor information.....	3
2.	ASIC benchmarks and disclosure principles.....	4
3.	Fund overview	12
4.	Help.....	12
5.	The benefits	12
6.	Significant risks	13
7.	Fees and other costs	15
8.	Fund performance.....	21
9.	Investing details	21
10.	Cooling-off period	22
11.	Enquiries	22
12.	Distributions	22
13.	Keeping investors informed.....	23
14.	Tax	23
15.	The Manager's responsibilities to investors	24
16.	Complaints.....	25
17.	Investing through a master trust or wrap account.....	25
18.	Privacy.....	26
19.	About this PDS	26
20.	Anti-money laundering	27
21.	No offer to foreign investors.....	28
22.	Guide to the application form	28
23.	Required documentation under AML/CTF Act.....	30

1. Key investor information

Name of Fund	Smallco Investment Fund (the “ Fund ”)
Name of Responsible Entity and Fund Manager	Smallco Investment Manager Limited (“ Smallco ”, the “ Manager ”, “ we ” or “ us ”)
Custodian	JP Morgan Chase Bank, N.A.
Investment vehicle	Unit trust
Recommended time frame	Long term – at least 5 years
Date Fund established	31 October 2000
Approximate Fund size	\$233 million (31 March 2020)
Minimum initial investment	\$40,000 ¹
Minimum additional investment	\$5,000 ¹
Minimum withdrawal	\$5,000 ¹
Buy/sell costs	+/- 0.45%
Application and withdrawal timing	Units are priced daily – applications and redemptions are normally processed as soon as practicable at the end of each day that is a business day in Sydney (“ Business Day ”)
Administration costs	0.13% per annum of the total net asset Value of the Fund ² For more information refer to “Administration costs” in section 7
Investment management fee	1.40% ² per annum of the total net asset value of the Fund
Performance fee	18.64% ² of the adjusted net asset value increase above the previous high water mark
Distribution	Annually after 30 June
Distribution reinvestment	Available ³
Asset classification	Australian Equities
APIR Code	ASC0001AU

¹ If you are investing through a master trust or wrap account, the minimum investment and withdrawal procedures and other procedural matters are governed by the master trust or wrap account.

² Unless otherwise stated, all fees quoted in this PDS are inclusive of GST, after allowing for an estimate for Reduced Input Tax Credits (RITC).

³ For more information on distribution reinvestment, please refer to section 12.

2. ASIC benchmarks and disclosure principles

Benchmarks	Description
1: Valuation of assets	<p>This benchmark requires the responsible entity to have and implement a policy that requires valuation of the hedge fund's assets that are not exchange traded to be provided by an independent administrator or valuation service provider.</p> <p>Smallco does not have such a policy for the following reasons:</p> <ul style="list-style-type: none">• The Fund's assets are Australian Securities Exchange ("ASX") traded securities. The value of units in the Fund are determined by the market prices of those securities.• The Fund does not hold any non-exchange traded assets (besides cash).
2: Periodic reporting	<p>The Fund meets this benchmark.</p> <p>The Manager publishes unit prices daily and displays monthly unit price history information on its web site.</p> <p>The Manager will notify investors of the following types of change as and when they occur:</p> <ul style="list-style-type: none">• material changes to the Fund's risk profile or investment strategy;• changes to key service providers, including any change in their related party status; and• any material change in the key investment management personnel responsible for managing the Fund's assets. <p>The Manager will make the following information available to investors on an annual basis:</p> <ul style="list-style-type: none">• asset allocation to each asset type;• liquidity profile (estimated time required to sell an asset at the value it has been given in the most recent net asset value calculation) of the Fund's assets at the end of the year;• maturity profile of the Fund's liabilities at the end of the year;• the Fund's leverage ratio as at the end of the year;• changes to key service providers, including any change in their related party status; and• the annual investment returns of the Fund.

Disclosure Principles	Description
1: Investment strategy	The Manager actively looks for high quality, smaller companies with share prices significantly below what it considers to be the true underlying value of the assets. The Manager selects individual securities with an emphasis on achieving growth in the value of the Fund whilst also aiming to earn some income.
2: Investment manager	The investment manager and responsible entity of the Fund is Smallco Investment Manager Limited, which was formed in April 2000. The Manager was formed for the purpose of managing this fund. The investment manager is staffed by Rob Hopkins, Bill Ryan, Andrew Hokin, Paul Graham, Adam Simpson, Craig Miller and Han Xu who between them have over 150 years of experience in Australian investment markets.
3: Fund structure	Monies from all investors in the Fund are added together to form a pool of capital. The capital is invested under the direction of the Manager in a range of investments authorised by the Fund's constitution, which establishes and largely governs the Fund.
4: Valuation location and custody of assets	The assets are securities listed on the ASX and cash. JP Morgan Chase Bank, N.A. is the custodian of the Fund.
5: Liquidity	The Fund's assets are listed equities which can readily be sold either to meet investor redemptions or enable the Manager to change the Fund's investments.
6: Leverage	To enable it to take better advantage of share market opportunities, the Fund may from time to time be geared. Under normal circumstances the Fund is expected to be between 80% and 130% invested i.e. between 20% in cash and 30% geared. At 30% geared, this would provide an exposure of approximately \$1.30 for every \$1.00 invested.
7: Derivatives	The Fund only seeks to generate returns from the positions it holds in listed Australian equities. The Fund's investment strategy does not seek to make investments in derivative instruments to generate a return for investors.
8: Short selling	Subject to law, the Fund sometimes effectively short sells shares to take advantage of securities which the Manager considers are overvalued. Typically, the Fund will be less than 25% short, but at no time will the value of short positions be more than 50% of the value of the Fund.
9: Withdrawals	You may redeem part or all of your investment by notifying the Manager by 4pm Sydney time on any Business Day. The minimum amount you can withdraw is \$5,000 and the minimum balance remaining will generally need to be \$40,000.

Disclosure Principle 1: Investment strategy

Smallco invests the Fund's assets mostly in smaller Australian listed companies, but may invest up to 20% of the Fund's assets in larger Australian listed companies and may also hold some cash. Smallco classifies a smaller Australian listed company as one outside the top 100 ASX listed companies by market capitalisation at the time the Fund makes its initial investment. Smallco focuses particularly on companies with \$100 million to \$500 million market capitalisation. All of the Fund's investments are denominated in Australian dollars.

Historically Smallco has limited the number of investors in the Fund when necessary to protect capacity and limit liquidity issues. It will continue to manage capacity and limit inflows using its power under the Fund's constitution to reject applications at its discretion.

Smallco will continue limiting inflows into the Fund to a level it considers will keep the Fund nimble by reducing the risk of liquidity issues and reducing the time needed to establish or exit a given stock position.

Smallco actively looks for high quality, smaller companies with share prices significantly below what it considers to be the true underlying value of the shares. Smallco selects individual securities with an emphasis on achieving growth in the value of the Fund whilst also aiming to achieve some income.

Some characteristics of quality, smaller companies that Smallco seeks to identify include:

- **Strong competitive position.** The company should have a business that has a strong or dominant market position in its particular industry or sector. Barriers to entry for new competitors, for example, could create such a market position.
- **Attractive and predictable earnings outlook.** It is essential for the longer term success of an investment that the company has the ability to grow its profits significantly over an extended period of time. Implicit in this is the ability to at least maintain its profit margins, which usually relates to good pricing power for the products or services it offers.
- **High return on funds employed and cash generation ability.** For a company to be an attractive investment, its business should be capable of generating good returns on the cash invested in the business. Typically this will show up as a high historical return on funds employed and strong cash generation.
- **A strong board and good management team.** Not only is it important that the management team is competent, but also that the management team's interests are aligned with the interests of the shareholders. The most common way for this to occur is for the management team to have shares in the company so they think more like shareholders.

Shares are valued using a combination of measures and estimates including price to cash flow, price earnings, dividend yield and EBITDA⁴ ratios. These assist Smallco to determine whether the share is trading significantly below its intrinsic value and may be worth investing in.

Where Smallco thinks it appropriate, it will meet with management and competitors of a company to assist in the evaluation process.

In selecting shares to invest in, Smallco typically focuses on a three year horizon, after which time it believes earnings forecasts become of considerably less value.

Smallco's philosophy is that it is better to have a small number of good investments rather than a large number of mediocre investments. Accordingly, the Fund will usually be relatively concentrated - generally invested in between 25 and 35 securities.

⁴ EBITDA ratio – A valuation tool similar to price earnings ratio but based on Earnings Before Interest, Tax, Depreciation and Amortisation

To make sure the Fund is not too concentrated, the Fund maintains holdings across at least four of the ASX's 10 Global Industry Classification Standard ("GICS") industry sectors.⁵ Additionally the Fund's exposure to any one security is limited to 20% of the total assets of the Fund. If a security were suddenly to increase in value and breach this limit (as a result of a takeover bid, for example), Smallco would reduce the Fund's holding in a timely manner which also recognises the financial interests of the Fund.

Investments can (and do) fall in value as well as rise. Generally speaking, the value which the market attributes to an investment will be a function of (amongst other things) the growth in the underlying earnings of that company. However, Smallco believes that, in the short term, market values are often more representative of investor sentiment towards a company, rather than the true underlying value of the company's business.

Smallco does not explicitly take into account labour standards or environmental, social or other ethical considerations (apart from those outlined below) when selecting, realising or retaining investments for the Fund, as its research processes do not endeavour to screen or rank securities based on these considerations. However, Smallco has adopted an ethical investment policy that the Fund will not gain from investments that benefit from addictions or armaments and consequently will not invest in companies which have publicly reported that their principal business activity is in alcohol, tobacco products, gambling equipment or facilities or armaments. This policy also applies to the Fund's short selling positions. If an existing holding of the Fund acquires or commences a principal business activity that is excluded by Smallco's ethical investment policy, it will exit this position in a timely manner that also recognises the financial interests of the Fund.

Investors should look to invest for a period of at least five years.

The Manager uses leverage, securities lending and short selling in pursuing the Fund's investment objective. This is discussed under the other relevant Disclosure Principle headings below.

Section 6 refers to the risks associated with the Fund's investment strategy and other matters. Risks that are associated with the investment strategy include market risk, interest rate risk, gearing risk, concentration risk, risks from taking short positions and securities borrowing.

If there were to be a change in investment strategy, the Manager would provide advance notice to investors.

⁵ GICS classifies companies around the world according to the type of business operation they perform. GICS consists of 10 industry sectors aggregated from approximately 24 industry groups, 68 industries, and 154 sub-industries currently covering over 27,000 companies globally.

Disclosure Principle 2: Investment manager

The Manager and responsible entity of the Fund is Smallco Investment Manager Limited, which was formed in April 2000 for the purpose of managing the Fund.

The members of the Smallco investment management team collectively have over 150 years of experience in Australian investment markets.

Rob Hopkins – Managing Director (34 years investment experience) - Rob founded Smallco in 2000 with Bill Ryan. Prior to founding Smallco, Rob had been specialising in smaller company research since 1994 and was the head of small company research at Macquarie Equities, BT Alex Brown, ANZ Securities and Macintosh. Rob began his career in the Australian investment industry in 1985 and was a Senior Industrial Analyst at Potts West Trumbull & Co, the General Manager for Australian Equities with Chase Corporation and an analyst with Potter Partners. Rob commenced his working life as a civil engineer and also has a Masters of Business Administration.

Bill Ryan – Executive Director (24 years investment experience) – Prior to establishing Smallco with Rob in 2000, Bill commenced his investment career working with Rob at ANZ Securities in 1996. Bill's working life began in the 1980s owning, developing and managing agricultural enterprises. This background has ingrained in Bill a strong focus on risk management and the uncontrollable risks faced by certain industries. It has proven to be an invaluable background for Smallco.

Andrew Hokin – Portfolio Manager (25 years investment experience) – Andrew joined Smallco in July 2007 from Macquarie Securities, where he was a Division Director and led the banking sector research team. During more than eight years with Macquarie, Andrew gained broad market experience, through his coverage of small companies, diversified financials and developers/contractors prior to moving into the banking sector. During this time Andrew built a professional relationship with Rob and Bill, including working with Rob in Macquarie's smaller companies team in 1999. Andrew's investment career began at Adelaide stockbroker Day Cutten in 1994, where he gained exposure to a range of businesses, in particular utilities and property trusts.

Paul Graham – Portfolio Manager (25 years investment experience) – Paul joined Smallco in June 2014. Paul has 25 years of experience as an equity analyst in Australia and the UK with the majority of this time covering Australian small cap companies, including working with Rob and Bill in the late 1990s. Paul has worked at a number of international investment banks including Citi, Credit Suisse, Nomura and HSBC (UK). Paul has Bachelor of Commerce (Hons) and Bachelor of Law degrees from the University of Queensland.

Adam Simpson – Portfolio Manager (17 years investment experience) – Adam joined Smallco in July 2017 from Macquarie Group, where he had been a Division Director and Head of Emerging Leaders Research. During his 15 years at Macquarie, Adam was a highly rated analyst responsible for all aspects of equities research in the emerging leaders sector. Adam has an MBA (Distinction) from London's Cass Business School and a Bachelor of Veterinary Science (First Class Honours) from University of Queensland. Prior to Macquarie Adam practised as a Veterinarian for seven years in Australia and the UK.

Craig Miller – Portfolio Manager (14 years investment experience) – Craig is a portfolio manager at Smallco and spends part of his time overseeing the management of the business with Smallco's Financial Controller. Prior to joining Smallco in 2005 Craig was head of the tax division for GE Commercial Australia and New Zealand for three years. Craig is a Chartered Accountant and spent seven years with Ernst & Young prior to working at GE.

Han Xu – Portfolio Manager (12 years investment experience) – Han joined Smallco in November 2018. Before joining Smallco Han spent over 3 years at Ellerston Capital as the senior analyst in the emerging companies fund investing in Australian and New Zealand small cap companies. Prior to Ellerston Capital Han worked in equities research at UBS Australia as a top rated analyst and covered various sectors including infrastructure & utilities and emerging companies, as well as worked on a number of capital market transactions.

Smallco does not promise that investors will earn any return on their investment or that their investment will gain or retain its value.

Disclosure Principle 3: Fund structure

In a unit trust, such as the Fund, monies from all investors are added together to form a pool of capital. The capital is invested under the direction of the Manager in a range of investments authorised by the Fund's constitution which establishes and governs the Fund.

Investors in a unit trust are allocated a number of units. The price of units reflects the value of the trust assets and will change as asset values change.

As investment administrator, Link Fund Solutions Pty Ltd (Link Fund Solutions) is responsible for the day to day administration of the Fund. Link Fund Solutions as investment administrator and JP Morgan Chase Bank, N.A. as custodian have no supervisory role in relation to the operation of the Fund and have no liability or responsibility to you for any act done or omission made in accordance with their respective agreements with Smallco, which have been entered into on commercial arm's length terms.

Link Fund Solutions and JP Morgan Chase Bank, N.A. were not involved in preparing, nor do they take any responsibility for, this PDS and they give no guarantee as to the success of the Fund, nor the repayment of capital or any particular rate of capital or income return. Link Fund Solutions and JP Morgan Chase Bank, N.A. have given, and have not withdrawn before the preparation date of this PDS, their written consent to be named in this PDS as the investment administrator or custodian for the Fund respectively.

Smallco has an Australian Master Securities Lending Agreement ("**AMSLA**") with Macquarie Bank Limited which allows the Fund to borrow stock and cash which is transferred and held in custody at JP Morgan Chase Bank, N.A. In exchange for this, collateral in the form of cash or stock is transferred to Macquarie Bank Limited. The collateral provided includes a buffer of 5-15%. Under the AMSLA, if an event of default occurs, an account shall be taken of what is due from each party to the other and the sums due to one party shall be offset against the sums due from the other and only the balance of the account shall be payable.

The relationships above are reviewed regularly to ensure that service agreement obligations are being met. Smallco ensures that its key service providers comply with their service level obligations via annual review. This involves reviewing independent internal control audits performed on the Fund's custodian, JP Morgan Chase Bank, N.A., and administrator, Link Fund Solutions.

No related parties of Smallco are involved in the operation of the Fund.

The Fund's financial auditor is Crowe Horwath Sydney, which conduct a financial audit at the end of every calendar and financial year, i.e. twice a year.

All of the Fund's activities are conducted within Australia, including those which are outsourced to third party service providers.

Section 6 refers to the risks associated with the Fund's structure and other matters. See particularly "Counterparty risk".

Disclosure Principle 4: Valuation, location and custody of assets

The Fund holds cash and ASX listed securities. The Fund may hold short positions in listed securities and may borrow securities from Macquarie Bank Limited under the AMSLA.

The Manager determines the market value of the Fund's assets daily, based on the most recently available information.

All of the Fund's assets are issued in Australia.

JP Morgan Chase Bank, N.A. has been appointed as the custodian to hold the Fund's assets. Please see Disclosure Principle 3 above for further information about JP Morgan Chase Bank, N.A.

Disclosure Principle 5: Liquidity

The Manager invests the Fund's assets in companies listed in Australia and cash.

The Manager focuses on smaller listed companies, including those with a market capitalisation of between \$100 million and \$500 million. Generally speaking, it is expected that there will be a smaller volume of trade in these types of companies than in larger companies with a higher market capitalisation. The Manager anticipates that there may be occasions when it could take some time (which may be more than 10 days) to enter or exit a position at a price which reflects the Manager's estimate of the value of the shares (which, where the Fund holds those shares, will be the value that is used to calculate the Fund's net asset value).

The Manager seeks to manage the Fund's liquidity by allocating some of the assets to cash and, when appropriate, using its discretion under the Fund's constitution to reject applications in order to limit the size of the Fund and the number of investors coming in.

Withdrawal requests are generally processed on each Business Day.

Where you have made a withdrawal request, the Manager can delay access to your money in some circumstances (although as at the date of the PDS this has never happened), such as:

- when the Fund is illiquid;
- when something impacts on the ability to calculate net asset value (for example, if markets are closed or disrupted) ~ then the Manager can delay payment for so long as this goes on; or
- when a quantity of withdrawal requests representing more than 10% of the Fund's value is received ~ then the Manager can stagger withdrawal payments.

Please refer to "Disclosure Principle 9: Withdrawals" for further information about how the Manager deals with withdrawal requests.

Liquidity risk is discussed in section 6.

Disclosure Principle 6: Leverage

The Fund may from time to time be geared. Gearing means borrowing to invest. Gearing magnifies both positive and negative returns from the investments purchased, relative to the returns of a comparable ungeared investment portfolio. The Fund (not the individual investor) may borrow money to increase the Fund's investments. The Fund's gearing will never be more than 50% of the net asset value of the Fund. Under normal circumstances the Fund is expected to be between 80% and 130% invested i.e. between 20% in cash and 30% geared. At 30% geared, the Fund would have an exposure of approximately \$1.30 for every \$1.00 invested.

The Fund may borrow securities from Macquarie Bank Limited under the AMSLA and, where it does so, will use the cash that it receives from selling the borrowed securities to invest. If the Fund borrows securities, the Manager will be required to provide cash collateral to Macquarie Bank Limited, which represents the value of the securities borrowed plus a margin.

If the Fund was 50% geared, for example, and the assets in which the Fund was invested increased in value by 5%, the value of your investment would increase by 7.5%, all things being equal. Conversely if the value of the securities the Fund was invested in fell by 5%, your investment would decrease by 7.5%, all things being equal.

Disclosure Principle 7: Derivatives

The Fund only seeks to generate returns from the positions it holds in listed Australian equities. The Fund's investment strategy does not seek to make investments in derivative instruments to generate a return for investors.

Disclosure Principle 8: Short selling

Subject to law, the Fund sometimes effectively short sells securities which the Manager considers are overvalued. Short selling is where the Fund agrees to sell securities it does not own with an expectation that it will purchase them back at a lower value at a later date, thus generating a profit. The Fund has effectively been short selling securities since inception and this has been a profitable strategy. Typically the Fund will be less than 25% short, but at no time will the value of short positions be more than 50% of the value of the Fund. For the Fund to short sell a security, it may need to borrow the shares. As securities become smaller (in terms of market capitalisation) it tends to be more difficult to borrow them. It has been the Manager's experience that securities in the top 200 ASX listed companies by market capitalisation are mostly able to be borrowed while it is often difficult to borrow securities outside the top 200 ASX listed companies by market capitalisation.

Please refer to section 6 for an explanation of the risks associated with the Fund's short selling activities.

Disclosure Principle 9: Withdrawals

You may make a request to withdraw part or all of your investment by notifying the Manager in writing by 4pm Sydney time on any Business Day. Unless the Manager has agreed other arrangements with an investor, the request must be an original and signed by the signatories on the account. The minimum amount you can withdraw is \$5,000 and the minimum balance remaining will generally need to be \$40,000. The Manager reserves the right to require an investor to fully redeem a holding of less than \$40,000. Where the Manager determines that your units can be redeemed without detriment or disadvantage to the other investors, it will accept your withdrawal request and your units will be redeemed.

The Manager determines the market value of the Fund daily based on the most recently available information. The unit price is calculated as follows: the value of the Fund's liabilities are deducted from the value of its assets and that figure is divided by the number of units on issue. An adjustment is made for transaction costs (the buy and sell spread).

Units will be redeemed at the redemption unit price. The effective date of your withdrawal request is the date on which your correctly completed request is received. Valid withdrawal requests received by the Manager by 4pm Sydney time on a Business Day will, if accepted, be processed at the redemption unit price at the close of business on that day. Valid withdrawal requests received after 4pm Sydney time on a Business Day will, if accepted, be processed at the redemption unit price at the close of business on the following Business Day.

It usually takes five Business Days to process a withdrawal request, although the Fund's constitution allows the Manager 30 days. The funds are then paid directly to your nominated account. We can withhold from amounts we pay you any amount you owe to us or that we owe someone else with respect to your investment (for example, the Australian Taxation Office).

We generally pay withdrawal proceeds in cash but the constitution allows us to meet withdrawal requests by making an in-specie transfer of assets.

Liquidity risk is discussed in section 6.

3. Fund overview

The Fund invests mostly in smaller ASX listed companies and cash, but may invest up to 20% of its total assets in larger Australian listed companies. Smallco classifies a smaller Australian listed company as a company outside the top 100 ASX listed companies by market capitalisation at the time the Fund makes its initial investment in the company.

Subject to law, the Fund sometimes effectively short sells and uses gearing. For more information on short selling and gearing, please refer to section 2 'Disclosure Principles', see 'Disclosure Principle 8: Short selling'.

Smallco expects that a typical investor in the Fund would be seeking some income but mostly capital growth and understands and accepts that the value of their investment can rise and fall. The Fund is not a short-term investment and Smallco suggests that investors adopt a minimum five year time horizon for investment in the Fund.

Smallco recommends that you get professional advice before investing in the Fund.

4. Help

If you need help about investing generally, speak to a licensed financial adviser. The Australian Securities and Investments Commission ("**ASIC**") can help you check if a financial adviser is licensed. If you don't have an adviser, contact us and we can put you in touch with someone who can help.

If you have questions about investing, speak to your adviser. If you have questions about the Fund in particular, speak to your adviser or call Smallco for more information.

5. The benefits

Investors in the Fund stand to benefit from the Manager's specialised expertise and experience in managing the Fund's portfolio of assets.

The main benefit the Manager aims to achieve is high compound returns by investing in the securities market, although returns are not guaranteed.

It is the aim of the Manager that high compound returns will come mostly from capital appreciation, which will be reflected in the unit price, but net realised profits, if they occur, will be distributed annually shortly after 30 June of each year. These distributions may carry imputation tax credits. The Fund is generally not taxed itself, but investors will usually be taxed on the realised gains they make from the Fund. See section 14 'Tax' for more details. It is important that investors seek their own professional advice, including advice regarding tax.

Under normal circumstances you can redeem all or part of your investment daily subject to a minimum withdrawal amount of \$5,000 and a minimum holding balance of \$40,000. Further details are included in section 2 'Disclosure Principles' – see 'Disclosure Principle 9: Withdrawals'.

6. Significant risks

About risk and return

All investments are subject to risks. Different asset classes perform differently at different times and have different risk characteristics and volatility. These are some of the reasons why investors might consider diversifying their investments. The Fund offers limited diversification across asset classes as it invests only in a particular type of Australian companies and sometimes New Zealand companies whose shares are listed on the ASX.

As with most investing, it is not guaranteed that investors will make money from their investment. The value of the investment can go up and down.

What about the risks of the Fund?

Although Smallco seeks to manage the risks for the Fund, there is always the possibility that it may not succeed in choosing investments that perform well or in selecting the optimum asset mix for the Fund.

Smallco considers the significant risks for the Fund to be:

- **Individual investment risk:** Individual investments made by the Fund can (and do) rise and fall in value for many reasons such as changes in the entity's internal operations or management, or in its business environment.

Smallco aims to reduce these risks with careful analysis of a company which usually includes publicly available information, broker research and talking to the people who run the company and those who are responsible for changes which impact on the Fund's investments.

- **Market risk:** Economic, technological, political or legal conditions, national and international natural disasters and other unforeseen events and even market sentiment, can (and do) change, and this can mean that changes in the value of investment markets can affect the value of the Fund's investments.

Smallco uses research and analysis to form a view on these matters as best it can and then re-balance the investment mix of the Fund to reduce any negative impact.

- **Interest rate risk:** Changes in interest rates can have a positive or negative impact directly or indirectly on investment value or returns. For example, the cost of the Fund's or of a company's borrowing can increase or decrease.

- **Currency risk:** The Fund can invest in companies listed in Australia which have operations in foreign countries. When that country's currency changes in value relative to the Australian dollar, the value of the investment changes. Smallco does not manage this relative exchange rate exposure.

- **Fund risk:** Risks particular to the Fund include that the Fund could terminate, Smallco could be replaced as responsible entity and manager and Smallco's investment professionals could change. There is also a risk that investing via the Fund may give different results as opposed to investing directly in the same portfolio of assets because of income or capital gains accrued in the Fund and the consequences of investment and withdrawal by other investors.

Smallco aims to keep this risk to a minimum by monitoring the development of the Fund and acting always in investors' best interests.

- **Gearing risk:** As gearing amplifies both potential positive and negative returns, the level of risk increases when the Fund is geared. The more the Fund borrows to invest, the greater the potential for investors to lose their capital.

Smallco monitors the gearing of the Fund daily and makes adjustments upwards or downwards as required (and at its discretion) so that the Fund remains conservatively geared. Gearing will never exceed 50% of the net asset value of the Fund.

- **Counterparty or default risk:** Counterparty or default risk refers to the risk that a party which has entered into a contractual obligation in relation to the Fund fails to perform its obligations. This may result in a loss of capital for the Fund. Counterparties may include stockbrokers, banks and other parties to shares and options transactions.

Smallco seeks to control this risk by dealing only with reputable stockbrokers and regulated market participants.

- **Concentration risk:** The Fund will generally hold shares in 25 to 35 companies but it is not restricted to this sized portfolio. Investing in a small number of companies reduces diversification benefits and increases risk as does holding stocks only within a particular industry sector or a limited number of sectors.

Smallco seeks to manage this risk by ensuring that the investments are spread across a diversified range of industries and companies.

- **Liquidity risk:** If the Fund has insufficient cash, or has problems selling its listed investments and does not wish to take on debt, access to your money could be delayed. Similarly, if there is an interruption of regular trading on the ASX or for a particular asset of the Fund, there may be delays in processing withdrawal requests due to difficulties in selling investments.

Smallco closely monitors cash levels in the Fund to manage this risk and aims to ensure there is adequate liquidity to meet the needs of investors. See also section 2 'Disclosure Principles' – see 'Disclosure Principle 9: Withdrawals'.

Units in the Fund are not quoted on any stock exchange and therefore cannot be sold through a stockbroker.

- **Risk from taking short positions:** Subject to any restrictions the law might impose, the Fund can effectively take short positions in individual investments. Individual investments sold can (and do) rise in value for many reasons as discussed above and because of takeovers. If the Fund has a short position in a share which rises in value, then this can cause a substantial decrease in the value of the Fund. The size of the loss will increase as the share price increases. As there is no upper limit on the share price there is no limit on the potential loss from a short position.

Smallco aims to keep this risk to a minimum by carefully selecting the investments in which it takes short positions and closely monitoring the value of those securities.

- **Securities borrowing risk:** Subject to any restrictions the law might impose, the Fund can borrow securities to establish short positions. There is a risk that such securities may be recalled by the lender at short notice and the Fund will have to buy the securities on the market at an unfavourable price, resulting in losses.
- **Cyber risk:** There is a risk of fraud, data loss, business disruption or damage to the information of the Fund or to investors' personal information as a result of a threat or failure to protect the information or personal data stored within the IT systems and networks of Smallco and its service providers.

The consequences of some or all of these risks occurring are that distributions may be lower than expected (or there may be none), the value of an investment in the Fund could fall or there could be delays for investors in accessing their money.

7. Fees and other costs

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns. For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100 000 to \$80 000). You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment, or from the Fund's assets as a whole.

You should read all of the information about fees and costs as it is important to understand their impact on your investment. Taxes are set out in section 14 'Tax'.

Type of fee or costs	Amount ⁶	How and when paid
Fees when your money moves in or out of the Fund		
Establishment fee The fee to open your investment.	Nil	N/A
Contribution fee The fee on each amount contributed to your investment.	Nil	N/A
Withdrawal fee The fee on each amount you take out of your investment.	Nil	N/A
Exit fee This is the fee when you finally close your investment.	Nil	N/A
Management costs The fees and costs for managing your investment		
Administration costs	0.13% pa	The fees and costs for operating the Fund including accounting, administration and distribution costs. This cost as a % fluctuates – see section “Admin costs” on page 18 The administration costs are reflected in the unit price and are paid monthly from the Fund’s assets.
Investment management fee	1.40% pa	The fees and costs for investing the assets. These include fees charged by Smallco as issuer of the Fund and other expenses incurred in investing the assets (excluding administration costs). This fee is calculated and accrued daily based on the daily net asset value of the Fund and paid monthly in arrears to Smallco. The amount of this fee can be negotiated with wholesale clients. Please refer to “Additional explanation of fees and costs” for more information.on page 18.
Performance fee	18.64% of the adjusted net asset increase above the previous high water mark.	This fee is charged when the Fund's net asset value per unit (adjusted for distributions) has reached a new all time end-of-six-month high (“high water mark”). The performance fee, if payable, is accrued daily by deduction from the unit price and paid to Smallco in arrears at the end of the relevant six month period (i.e. 31 December and 30 June of each year).
Indirect costs	Nil	\$0
Service fees		
Switching fee The fee for changing investment options.	N/A	N/A

⁶ Unless otherwise stated, all fees quoted in this PDS are inclusive of GST, after allowing for an estimate for Reduced Input Tax Credits (RITC).

Example of annual fees and costs

The following table give an example of how the fees and costs charged by the Fund can affect your investment over a one year period. You should use this table to compare this product with other managed investment products. It is important to read the assumptions and notes below the table.

Balance of \$50,000 including a contribution of \$5,000 at the beginning of the year		
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
PLUS management costs of 1.53%, p.a. comprising		And, for every \$50,000 you have in the Fund, you will be charged \$765 each year, comprising:
Administration costs[^]	0.13% pa ⁷ PLUS	\$65
Investment management fee	1.40% pa ⁷ PLUS	\$700
Performance fee^{*^}	Nil	\$0
Indirect costs[^]	Nil	\$0
EQUALS Cost of Fund	1.53% pa ⁷	If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of: \$765** What it costs you will depend upon the fees you negotiate with your Fund or licensed financial adviser.

[^]This amount is an estimate. Please refer to the Manager's web site for any updates on these estimates.

* See 'Performance fee' under "Additional explanation of fees and costs" for a detailed description of how the performance fee is calculated.

** The example above assumes that your balance remains constant at \$50,000 throughout the year (i.e. no further contributions are made), the Fund's unit prices do not change, there is no performance fee payable, indirect costs are nil and fees are not individually negotiated with us or your financial adviser. Management costs actually incurred will depend on the market value of your investment and the timing of your contributions (including any reinvestment of distributions) during any 12 month period.

The Fund's performance is not guaranteed.

In the financial year ending 30 June 2019, the performance fees payable to the Manager represented 2.17% of the Fund's net asset value (which would be \$1,085 pa on a \$50,000 investment). As markets have changed significantly between the end of last financial year and the date of this PDS, this is not considered a reliable figure. The estimated performance fee is nil because the Manager does not expect the Fund's net asset value to exceed its high water mark at the end of this financial year (and therefore the Manager does not expect to earn a performance fee). The actual performance fee and therefore the total management costs will depend on the performance of the Fund and may vary from the example above.

⁷ Unless otherwise stated, all fees quoted in this PDS are inclusive of GST where applicable, after allowing for an estimate for Reduced Input Tax Credits (RITC).

Additional explanation of fees and costs

About management costs

Management costs include investment management fees, performance fees (if any) and administration costs.

The investment management fee is calculated and accrued daily based on the daily net asset value of the Fund and paid monthly in arrears to Smallco. Administration costs are accrued in the unit price (normally calculated daily) and paid monthly in arrears from the assets of the Fund. The performance fee is calculated and accrued daily and will be payable to Smallco (if eligible) at the end of each six month period.

Indirect costs form part of management costs and include fees and expenses arising from any investment which qualifies as an interposed vehicle (eg any underlying fund that the Fund may invest in) and certain OTC derivative costs. The Fund's indirect costs are based on the financial year ended 30 June 2019 and are estimated to be nil, which assumes that the Fund does not have any investments that are interposed vehicles and does not invest in OTC derivatives which have a similar result as making an interposed vehicle investment. Actual indirect costs for future years may differ.

Administration costs

The Fund's constitution allows all costs, charges and expenses reasonably and properly incurred by Smallco in the proper performance of its duties in connection with the Fund or in performing its obligations under the constitution to be reimbursed out of the Fund's assets.

The administration costs include all fees, costs, charges, taxes (such as GST, imposts or duties), expenses and outgoings which are incurred in connection with the Fund (including, without limitation, the cost of audit, fund administration, custodial, compliance, taxation advice, annual financial statements, investor reporting, product disclosure statements and distribution - including wrap service providers, marketing and other allowable miscellaneous expenses).

The 0.13% administration costs is the cost to investors during the financial year ending 30 June 2019. It is not capped and may increase if expenses reasonably and properly incurred by Smallco in connection with the Fund increase above historic levels or if the assets of the Fund fall significantly.

For a worked dollar example, please see "Example of annual fees and costs" on page 19.

Investment management fee

The constitution allows Smallco to receive an annual management fee of 1.40% pa of the total net asset value of the Fund, calculated daily and payable monthly in arrears. This amount is inclusive of GST, after allowing for an estimate for reduced input tax credits.

Smallco cannot increase the maximum fee in the constitution without the approval of investors.

Performance fee

The "Management costs" part of the fee table includes the performance fee. So that Smallco's interests are aligned with investors, Smallco is entitled to a performance fee if the net asset value per unit (adjusted for distributions) of the Fund has reached a new all time end-of-six-month high (a high water mark).

Smallco is entitled to 18.64% of the difference between the net asset value of the Fund (before any distributions) at the end of a six-month period ("B") and the value at the beginning of the period, where a performance fee was paid in the immediately preceding period the beginning of the period will be the last day of that period, otherwise the beginning of the period will be the last day of a six month period when the net asset value per unit (adjusted for distributions) became greater than it had been on the last day of any prior six month period (A).

Any increase because of new money into the Fund ("I") or any decrease because investors have withdrawn money ("O") is cancelled out.

The formula used is therefore $18.64\% \times (B-A-I+O)$.

Smallco cannot increase this fee without changing the constitution of the Fund, which would require the approval of investors.

Transactional and operational costs

Transactional and operational costs include brokerage, settlement costs and borrowing, clearing and stamp duty costs. These costs are paid by the Fund.

When you invest in the Fund, investments may be purchased and these costs may be incurred. Similarly when you make a withdrawal, investments of the Fund may be sold to obtain the cash to meet your withdrawal request. Such costs are also incurred in connection with day to day trading within the Fund. Some of these costs are recovered through the buy spread and the sell spread, which are adjustments to the unit price reflecting the transaction costs that we estimate may be incurred in connection with the purchase or sale of assets in connection with issuing new units or meeting withdrawal requests, respectively.

The current buy spread is 0.45% of the unit price.

The current sell spread is 0.45% of the unit price.

So, for example, if you invested \$50,000 in the Fund and the net asset value per unit was \$1, you would pay \$1.0045 per unit and the buy spread amount you paid would be \$225. If you later withdrew \$50,000 and the net asset value per unit was \$1, you would receive \$0.9955 per unit and the sell spread paid would be \$225.

The buy-sell spread aims to ensure that other investors do not pay the transaction costs associated with an investor entering or exiting the Fund. The buy and sell costs are not fees paid to Smallco – they are retained in the Fund to cover those transaction costs.

The buy-sell spread will impact on the return on your investment. As it is reflected in the unit price, you will not see it on any account statement that we send to you.

Reinvested distributions do not incur the buy spread.

Transactional and operational costs for the financial year ended 30 June 2019	Recovery through buy-sell spread	Net transactional and operational costs
0.16%	0.03%	0.13%

Our estimate of the total transactional and operational costs for the Fund during the year ended 30 June 2019 was calculated using the Fund's actual transactions during the last financial year. We expect this amount to vary as it will be affected by the Fund's volume of trading, brokerage arrangements and other factors. The amount recovered through the buy-sell spread was calculated using actual applications and withdrawals during the last financial year. We expect this amount to vary from year to year as it will be affected by the volume of applications and withdrawals and any changes in the buy-sell spread for the Fund. The net transactional and operational costs is the difference between these two amounts. All of these amounts are expressed as a percentage of the Fund's average net asset value for the year. Based on an average account balance of \$50,000 over a one year period, the net transactional and operational costs represent approximately \$65.

Borrowing costs

If the Fund borrows securities under the AMSLA, Smallco will be required to provide cash collateral to the lender Macquarie Bank Limited, which represents the value of the securities borrowed plus a margin.

As at the date of this PDS, the Fund is not holding any borrowed stocks.

Adviser remuneration

If you use a financial adviser, you may need to pay them additional fees, which will be set out in the Statement of Advice they provide to you. Smallco does not pay commissions to financial advisers in respect of retail client investors but may do so in respect of wholesale client investors.

Differential fees

We may individually negotiate our fees with wholesale client investors as defined in the *Corporations Act 2001* (Cth) ("**Corporations Act**") and otherwise in accordance with ASIC policy. The size of the investment and other relevant factors may be taken into account. If you qualify as a wholesale client the terms of these individual arrangements will be at our discretion.

We do not negotiate fees with retail investors. If you qualify as a wholesale client, contact Smallco on 02 8256 1000 for more information on how you can negotiate fees.

Government changes and taxation

Unless otherwise stated, all fees quoted in this PDS are inclusive of GST where applicable, after allowing for an estimate of reduced input tax credits.

Government charges such as GST are applied to your account as appropriate. In addition to the fees and costs described in this section, standard government fees, duties and bank charges may also apply.

Greater detail on tax is set out in section 14 "Tax".

Can the fees change?

It is possible for the fees and costs to change (although in the 19 year history of the fund this has not occurred). We would give you 30 days' written notice of any increase to fees.

We cannot charge more than the Fund's constitution allows. To change the constitution in this regard we require investor approval. Any increase in the Investment management fee or performance fee would require a change to the constitution, which would require investor approval.

8. Fund performance

The Fund was formed on 31 October 2000. Its size at 31 March 2020 was approximately \$233 million.

Up to date information about the Fund's performance can be found on the Manager's web site. The Manager makes available a Quarterly Update Sheet which has current performance and other relevant information. The Quarterly Update Sheet is available on the Manager's web site or on request from your adviser or the Manager.

Past returns are no guarantee of future performance and are not a reliable guide to future performance. Returns are volatile and may go up and down significantly and sometimes quickly.

The Manager does not guarantee any potential rate of return.

9. Investing details

Generally, the minimum investment amount is \$40,000 unless you are investing indirectly through a master trust or wrap account. If investing directly, you should apply using the application form at the back of this PDS. See section 22 'Guide to the application form'. If investing indirectly, please see section 17 'Investing through a master trust or wrap account'.

The Manager generally issues units every Business Day. You will be notified regarding the acceptance of your application. The Manager may reject an application without giving any reason, and if your application is rejected, your application monies will be returned to you without interest. Any interest earned will be credited to the benefit of the Fund.

Where valid application forms and application monies are received by the Manager by 4pm Sydney time on a Business Day, if the application is accepted then units will be issued at the entry price calculated at the close of business on that day. Where valid application forms and monies are received after 4pm Sydney time on a Business Day, if the application is accepted then units will be issued at the entry price at the close of business on the following Business Day.

To make a further investment, simply use another application form from the most recent PDS, including your account number. Any subsequent investment generally needs to be at least \$5,000. Further investment is made on the basis of the then current PDS.

If you are investing through a master trust or wrap account, do not complete our application forms. Instead, complete the forms the master trust or wrap account operator requires and if you have enquiries, that operator can help you. In this case, minimum investment and withdrawal procedures and other procedural matters are governed by the arrangements offered by the master trust or wrap account.

10. Cooling-off period

If you decide within a specified cooling off period that you don't want the units issued to you, the Manager must repay your money, provided you do not exercise any rights or powers attached to the units (such as voting on units held at a meeting of investors).

If you change your mind, you have 14 days to contact the Manager and advise that you have changed your mind.

The 14 day cooling-off period commences on the earlier of:

- when the Manager sends you confirmation that you are invested; or
- the end of the 5th day after the day on which you are issued the units.

The Manager is allowed to (and generally will) make adjustments for market movements up or down, as well as any tax and reasonable transaction and administration costs. The amount returned may be less than your original investment.

No cooling off rights apply to units acquired through the reinvestment of distributions.

11. Enquiries

An electronic version of this PDS and other historical information on the Fund and Smallco can be obtained from the Smallco web site www.smallco.com.au.

Investors with questions on how to complete the application form or who require printed copies of this PDS should contact their financial adviser or Smallco on 02 8256 1000 or 1300 888 583 (for the cost of a local call) or by email to smallco@smallco.com.au.

If you are investing through a master trust or wrap account then any enquiries should be directed to the operator of that service, not to Smallco.

Copies of documents outlining the Fund's unit pricing methodology and practices (including information about the circumstances in which Smallco may exercise discretion in determining a unit price and the value of Fund assets and how Smallco has exercised its discretion in certain circumstances, including any exercise of discretions which are outside the scope of, or inconsistent with, the Fund's unit pricing methodology and practices) are available on request at no charge by contacting Smallco.

12. Distributions

Any income available for distribution will be deposited to your nominated account as soon as practicable after the end of June each year.

Distributions of income can vary and there is no guarantee that a distribution will be paid for any given financial year.

You may elect to reinvest automatically any income distributions in additional units. Use the application form or contact us. Any distributions reinvested will be reinvested at the unit price relevant at the end of the relevant distribution period. The price of such additional units will not be subject to a contribution fee, buy spread or GST.

If you do not provide us with any instructions on your application form, your distributions will be automatically reinvested.

13. Keeping investors informed

The Manager will:

- confirm every transaction investors make (which includes applications, withdrawals and any variation of terms while you hold units) ;
- report to investors annually including their opening and closing balances, a summary of all transactions, the Fund's net asset value, updated performance, unit price, asset allocation, liquidity profile, gearing and maturity levels of liabilities and any change in key service providers;⁸
- send a distribution tax statement as soon as is practicable after June 30;
- notify you when the annual financial report of the Fund is available each year (around September); and
- notify you of any material changes to this PDS and any other significant event as required by law.

Investors investing through a master trust or wrap account will receive reports on their investment from the operator of that service, not from the Manager.

The Manager intends to satisfy its continuous disclosure obligations for any relevant matters as required under the Corporations Act by posting continuous disclosure notices on its website at <http://smallco.com.au>. As the Fund has more than 100 investors and is therefore a disclosing entity, you have the right to obtain a copy of the Fund's annual financial report most recently lodged with ASIC, any half year financial report lodged with ASIC and any continuous disclosure notices lodged after the annual financial report and before the date of this PDS and any notices moving forward. The Manager will provide you with copies of these documents for free, if you ask.

14. Tax

The Fund is not a tax paying entity under the present law as Smallco distributes all of the income of the Fund in each financial year. Your tax liability, however, ultimately depends on your circumstances. So it's important that you seek professional advice before you invest or deal with your investment.

Smallco will send you a tax statement as soon as is practicable after June 30 each year. It will contain all the information you need to complete your tax return.

Will I be liable for tax on money I receive from the Fund?

Probably yes.

The tax impact for you depends on what makes up the distributions. Distributions could comprise:

- income (like dividends and interest);
- net capital gains (from the sale of Fund investments ~ the gains can be both discounted and non-discounted depending on the type of investor you are); and
- tax credits (like franking credits attached to dividend income).

⁸ We will provide the report as soon as practicable after 30 June

Will I be liable for tax when I withdraw money from the Fund?

Probably yes.

Australian residents are generally subject to capital gains tax on gains when they withdraw any money or transfer units to someone else.

If you are an individual and have held your units for more than a year, you will normally be entitled to a capital gains concession which will reduce the liability by up to one half. If you are a complying superannuation fund and you have held your units for more than a year, the capital gains concession will reduce the liability by up to one-third. The capital gains concession is not applicable to company investors.

Do I need to provide my tax file number ("TFN") or Australian business number ("ABN")?

It's not compulsory, but we recommend it. Use the application form.

If you choose not to give us your TFN or ABN and don't have an exemption, we must deduct tax at the highest personal rate, plus the Medicare levy, before passing on any distribution to you. The law is very strict on how we can use these details.

Other information

We have elected to operate the Fund under the attribution managed investment trust ("AMIT") regime. As an AMIT the Fund can attribute amounts of income and tax offsets to investors on a fair and reasonable basis. There is also an ability to adjust the cost base of an investor's interest in the Fund upwards or downwards.

15. The Manager's responsibilities to investors

The constitution, the PDS and the law govern our relationship with investors. The constitution limits our need to compensate investors if things go wrong. Generally, if we comply with our duties, then we do not need to compensate you unless the law so requires.

The constitution also governs what happens if the Fund is terminated and describes the rights, obligations and liability of the Manager.

We are required by law to obtain investors' approval to make any changes to the constitution which might adversely affect investors' rights.

16. Complaints

If you have a complaint about us or about your investment in the Fund, please contact us on (02) 8256 1000 or 1300 888 583 (for the cost of a local call) or by email to smallco@smallco.com.au. Our mailing address is on the back cover of this PDS.

We will always acknowledge any complaint, in writing where applicable, and respond within 45 days of receipt of the complaint.

If you remain unhappy you can contact the independent Australian Financial Complaints Authority (AFCA). Contact AFCA on:

Telephone	1800 931 678 (free call)	Web	www.afca.org.au
Mail	Australian Financial Complaints Authority GPO Box 3 Melbourne VIC 3001	Email	info@afca.org.au

AFCA is an independent body and is approved by ASIC to consider complaints. AFCA's operations are financed by its members, including us. AFCA is free to consumers. For information on the AFCA Rules governing its jurisdiction and processes, please refer to www.afca.org.au.

If you are investing through a master trust or wrap account, you are able to access our complaints procedures with respect to the Fund. However, if you have an enquiry or complaint about the operator of the master trust or wrap account service, it should be directed to the operator of that service, not to us. See section 17 below for further information about investing through a master trust or wrap account.

17. Investing through a master trust or wrap account

In the case of investments through a master trust or wrap account, the operator of that service (not the individual) is the investor in the Fund. It follows that the operator has the rights of an investor and can exercise, or decline to exercise, those rights in accordance with that operator's arrangements with the individual investor. So if you have invested through a master trust or wrap account, you generally cannot vote on units held in the Fund.

Smallco is not responsible for the operation of any master trust or wrap account service through which individual investors invest. However, investors can still rely on the information in this PDS. In addition to reading this PDS, investors investing via a master trust or wrap account should read the disclosure document from the operator of that service which explains the master trust or wrap service.

Indirect investors do not receive income or reports directly from Smallco, nor do they directly participate in investor meetings or winding up of the Fund.

Redemption times depend on the redemption times of the operator of the relevant master trust or wrap service. Indirect investors should also take into account the fees and charges associated with investing via a master trust or wrap account, which will be in addition to the fees paid in connection with an investment in the Fund.

It is uncertain whether the master trust or wrap account operator has the cooling off right. Investors should refer to the agreement with the operator for their policy on cooling off.

You should consult your adviser if you have any questions on investing in the Fund through a master trust or wrap account, nominee or custody service.

Indirect investors should not complete the application form from this PDS.

18. Privacy

The Manager uses personal information about investors to process their applications, administer their investments, conduct research and comply with relevant laws. If you do not provide your contact details and other information then your application may not be processed. The Manager will not give anyone any information it has about an investor unless:

- the law requires it to (including under anti-money laundering and counter-terrorism financing legislation);
- the information is needed to provide your personal information confidentially to external service providers including custodians, auditors, taxation and legal advisers and information technology consultants;
- it considers that the investor's adviser needs the information; or
- it needs the information to send promotional material to the investor. Investors who do not wish to receive promotional material can notify Smallco.

If you fail to provide the required information or if you provide incomplete or inaccurate information, the Manager may not be able to provide you with the products or services you are seeking.

If you think the Manager's records are wrong or out of date, particularly your address, e-mail address or adviser details, it is important that you contact the Manager and it will correct them.

Individuals who wish to access the personal information the Manager holds about them should contact the Manager on 02 8256 1000.

The Manager has a Privacy Policy which can be obtained by contacting the Manager.

19. About this PDS

Paper copies of this PDS (with attached application form) are available free on request from Smallco. Alternatively, the operator of your master trust or wrap account service will be able to provide you with paper copies free of charge. Electronic copies can be obtained from the Smallco web site www.smallco.com.au. Any person receiving this PDS electronically should note that applications can only be accepted if Smallco receives a completed, current application form which accompanied the electronic or paper copy of this PDS.

This PDS is dated 20 April 2020 and has been prepared by Smallco. This PDS has not been lodged with ASIC and is not required by the Corporations Act to be lodged with ASIC. ASIC takes no responsibility for the contents of this PDS.

Smallco may make available updated information relating to this PDS. Investors may access this information at www.smallco.com.au, or alternatively may request a paper copy of this information free of charge from their financial adviser or by contacting Smallco. The information that Smallco will make available by way of these updates is subject to change from time to time and will not be information that is materially adverse to investors.

This PDS is not an offer or invitation in relation to units in the Fund in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation.

It is impossible in a document of this type to take into account the investment objectives, financial situation and particular needs of each reader. Accordingly, nothing in this PDS should be construed as a recommendation by Smallco, or any associate of Smallco or any other person concerning an investment in the Fund. Readers should not rely on this PDS as the sole or principal basis of a decision to invest in the Fund and should seek independent financial, legal and taxation advice before making a decision to invest. No person is authorised by Smallco to give any information or to make any representation not contained in this PDS. Any information or representation not

contained in this PDS must not be relied upon as having been authorised by or on behalf of Smallco. Nothing in this PDS is, or may be relied upon as, a representation as to the future performance of the Fund.

20. Anti-money laundering

Smallco is bound by laws about the prevention of money laundering and the financing of terrorism, including the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) ("**AML/CTF Act**") and to this end has an Anti-Money Laundering and Counter-Terrorism Policy. By subscribing to invest in the Fund, you warrant that:

- You are not aware and have no reason to suspect that the monies used to fund your investment have been derived from or are related to any money laundering, terrorism financing or similar activities that would be illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement. You also warrant that any proceeds from your investment in the Fund will not be used to finance any illegal activities.
- You will provide us with all additional information and assistance that may be requested in order to comply with our obligations under AML/CTF Act now and in the future. Please refer to the required documentation below in section 23 'Required documentation under AML/CTF Act'.

By subscribing to invest in the Fund, you also acknowledge that Smallco:

- Will not accept or process your application until all of the required documentation under AML/CTF Act has been received and it is satisfied that all client identification procedures that it considers necessary to satisfy its obligations under those laws have been completed.
- Reserves the right not to accept an application with or without reason and that any money not accepted will be returned to you without interest.
- May delay or refuse any request or transaction in the future including suspending the issue or redemption of units in the Fund if Smallco is concerned that it might breach its obligations, or cause it to commit an offence, under the AML/CTF Act, and that it will incur no liability to you for any resulting loss if it does so.
- Will take any further action it considers necessary in order to comply with our AML/CTF Act obligations with regards to your application for investment in the Fund.

21. No offer to foreign investors

The offer of units in the Fund is not available to foreign investors.

For this purpose, **foreign investors** include:

- a non-Australian citizen, resident or tax resident
- a partnership domiciled outside of Australia
- a corporation incorporated or domiciled outside of Australia; or controlled or owned by a foreign individual or entity
- a trust of which any trustee or beneficiary is non-Australian
- an estate of which any executor or administrator is non-Australian

For information on what documentation is required to be sent in along with your application form please see section 23 'Required documentation under AML/CTF Act'. If you are unsure of anything or have any questions regarding the AML/CTF Act requirements, please contact us on (02) 8256 1000.

22. Guide to the application form

Application checklist

If you wish to invest in the Fund please:

- Complete the application form in BLOCK LETTERS.
- Read the required documentation under section 23 'Required documentation under AML/CTF Act' below and supply either an original or certified copy of the documents required. If you have any questions regarding what you are required to provide or are unsure of anything regarding your application please give us a call on (02) 8256 1000.
- Make cheques payable to "Smallco Investment Fund" and cross "not negotiable" (if you wish to transfer funds electronically please contact Smallco on (02) 8256 1000).

Applications are generally processed daily. Applications reaching Smallco by 4pm Sydney time on a Business Day will have the calculated unit price for that day applied.

Send the completed application form and your cheque to:

Smallco Investment Manager Limited
GPO Box 4564
Sydney NSW 2001

Instructions on completing the application form (new investors)

1. Applications must be in the name(s) of natural person(s), companies or other legal entities acceptable to the Manager, up to a maximum of 3 names per application.
2. Examples of correct names and account designations to use on your forms are:

Type of investor	Correct name	Incorrect name	Signature(s) required
Individual/joint holdings			
Use full name of each applicant, not initials	Peter Ross Dunn Amelia May Dunn	Peter R Dunn Milly Dunn	Signature of each applicant
Company			
Use full company title	ABC Pty Ltd	ABC Inc ABC Co. ABC P/L	1) under common seal; or 2) by two directors or 3) by a director and a secretary; or 4) if there is only a single director, by that director; or 5) by a duly authorised officer or attorney
Trusts/Minors/SMSFs			
Use trustee(s) / Individual(s) name(s)	Mark Eric Smith ATF <Smith Family Trust>	Mark Smith Family Trust	Signature of each trustee/individual. If trustee is a company see above

3. All communications to you from the Manager (e.g. distribution statements) will be mailed or emailed to the person(s) and address shown under contact details.
4. You should notify the Manager promptly of any change of address or other contact details.
5. For joint applications (i.e. more than one applicant), only one contact address is required.
6. Please provide telephone numbers (including the person responsible in the case of an application by a company) so that the Manager can contact you quickly if there is an irregularity in your application form.
7. The minimum value of units which may be applied for is \$40,000 initially and \$5,000 subsequently.
8. If your application form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be treated as valid. The Manager's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.
9. Before signing the application form, the applicant(s) should read the PDS to which this application relates.
10. Read the required documents under the AML/CTF Act section below and ensure you have included all documents that are required.

Instructions on completing the application form (existing investors)

1. Please complete items 1 and 7 only.
2. Ensure that the relevant signatories sign.

Please note: If you are making an additional investment with us under an existing account, you do not need to supply the AML/CTF documentation discussed below.

23. Required documentation under AML/CTF Act

To comply with our obligations under the AML/CTF Act we are required to collect and confirm certain information about new clients. The type of documentation that we require from you will depend upon the type of investor you are.

Please note: If you are making an additional investment with us under an existing account, you do not need to supply this documentation.

Under the AML/CTF Act we are required to either sight an original of the documents or receive a certified copy. A certified copy means a copy of a document that has been certified as a true copy of an original document. In order for a copy of a document to be certified the following paragraph should be included on the copy, accompanied by the certifier's signature and date:

"I, [full name], [category of persons listed below], certify that this [name of document] is a true and correct copy of the original"

Some of the people who are able to certify a document are listed below. If you are unable to get someone from this list to certify your document please contact us on (02) 8256 1000 for more options.

- **the post office:** a permanent employee of the Australian Postal Corporation with two or more years of continuous service who is employed in an office supplying postal services to the public
- **an accountant** who is a member of the Institute of Chartered Accountants Australia and New Zealand, CPA Australia or the Institute of Public Accountants, with two or more years of continuous membership
- **a lawyer** who is enrolled on the roll of the Supreme Court of a state or territory or the High Court of Australia, as a legal practitioner
- **an officer of a financial institution** with two or more years of continuous service with one or more financial institutions (for the purposes of the *Statutory Declarations Regulations 2008* (Cth))
- **a judge**
- **a magistrate**
- **a Justice of the Peace**
- **a police officer**

The following is a list of documentation you will need to provide us with upon your initial investment with us. It has been broken up into categories depending on the type of investor you are.

A. Individual Investor/Joint Investors/Sole Trader/Individual or Joint Trustees/Agent of an Investor

Please provide either an original or certified copy of ONE of the following documents for each Investor/Trustee:

- ◆ a current Australian drivers licence containing your photograph and date of birth.
- ◆ an Australian passport containing your photograph and date of birth (current or that has expired within the past two years).

If you are unable to provide any of these document types for identification please contact Smallco on 02 8256 1000 for further options.

B. Australian Company/Australian Corporate Trustee

Please provide:

- ♦ An ABN or ACN of the company
- ♦ Certified copy of current Australian drivers licence or Australian passport of each director and beneficial owner of the company

C. Self-managed superannuation fund

Important: When applying as a self-managed superannuation fund you must also supply the relevant documents for the trustee/s. Please refer to above section A for individual trustees or section B for a corporate trustee.

Please provide the ABN of the superannuation fund. Smallco will obtain the required documentation.

D. Trust other than self-managed superannuation fund

Important: When applying as a trust you must also supply the relevant documents for the trustee/s. Please refer to above section A for individual trustees or section B for a corporate trustee.

- ♦ Certified copy of the trust deed
- ♦ Certified copy of current Australian drivers licence or Australian passport of the beneficiaries
- ♦ Certified copy of current Australian drivers licence or Australian passport of the settlor of the trust if the material asset contribution to the trust by the settlor at the time of the trust is established is less than \$10,000

E. Partnership

Please note: If applying as a partnership you must also supply the documentation required for an individual for ONE of the partners.

Please provide either an original or certified copy of ONE of the following two documents:

- ♦ a copy of the partnership agreement
- ♦ a notice issued by the Australian Taxation Office within the last 12 months (eg notice of assessment)

AND

- ♦ if the partnership is regulated by a professional association: a copy of the current membership certificate
- ♦ if the partnership is NOT regulated by a professional association: the name and address of all partners.

If you are unsure what type of investor you are, have a question about the documentation you are required to submit with your application form or have any other questions relating to your application and the AML/CTF requirements, please contact your financial advisor or telephone Smallco on (02) 8256 1000 or 1300 888 583 (for the cost of a local call).

Smallco Investment Fund

ARSN 103 148 107

Application Form

There is a PDS with information about investing in the Fund. It is advisable to read the PDS before applying. A person who gives another person access to the application form must at the same time and by the same means give the other person access to the PDS and any supplementary PDS. If you have obtained this PDS electronically, we will send a paper copy, any supplementary PDS and the application form, on request without charge.

Issued by Smallco Investment Manager Limited ABN 89 092 626 090

Australian Financial Services Licence No. 224 108

for the Smallco Investment Fund - Product Disclosure Statement dated 20 April 2020

1. Additional Investments to Existing Accounts

If you do not already hold units in Smallco Investment Fund (SIF) go to Section 2.

Account name

SIF account number

Go to Section 7.

2. New Investor Details

Individual Investor/Trustee 1 *Please mark 'x' in one box*

Mr Ms Mrs Miss Other

Given Names*

Surname*

TFN/Exemption

Date of Birth*

Residential Address (to match AML/CTF documentation)*

Post Code

Are you a foreign investor? No Yes^
(defined in Section 21 of the PDS)

Individual Investor/Trustee 2 *Please mark 'x' in one box*

Mr Ms Mrs Miss Other

Given Names*

Surname*

TFN/Exemption

Date of Birth*

Residential Address (to match AML/CTF documentation)*

Post Code

Are you a foreign investor? No Yes^
(defined in Section 21 of the PDS)

Company/corporate trustee *If applicable (Trusts including SMSF need to include trustee details here or above)*

Company/corporate trustee name*

Company type (eg listed, regulated, private/proprietary, foreign)*

ABN/ACN*

TFN/Exemption*

Registered Address*

Post Code

Are you a foreign investor? (defined in Section 21 of the PDS) No Yes^

* Required information for AML/CTF purposes

^ The offer of units in the Fund is not available to foreign investors (as defined in Section 21 of the PDS)

2. New Investor Details (continued)

Trusts *If applicable (Trusts including SMSF need to include trust details here and trustee details above)*

Trust name*

Trust Type (eg SMSF, registered managed investment scheme, other)*

ABN*

TFN/Exemption*

<input type="text"/>	<input type="text"/>	<input type="text"/>
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Registered Address*

<input type="text"/>	Post Code	<input type="text"/>
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Are you a foreign investor? (defined in Section 21 of the PDS)

No

Yes^

*** Required information for AML/CTF purposes**

^ The offer of units in the Fund is not available to foreign investors (defined in Section 21 of the PDS)

3. Contact Details

Contact Person

Postal Address

<input type="text"/>	Post Code	<input type="text"/>
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Phone (include area code)

Business

Home

Fax

Mobile number

Email

4. Income Distributions

How would you like to receive your income distributions? Please tick one of the following boxes:

Reinvested in additional units in the Fund

Credited to my bank, building society or credit union account

please provide account details in Section 5

If you do not tick one of the boxes, your income distributions will be automatically reinvested in additional units in the Fund.

5. Investor Nominated Bank Account Details

Investor nominated bank account name

Institution

Branch

BSB number

Bank account number

6. AML/CTF Documents (please provide any additional information here)

Please cross this box to indicate you have included the documentation required to be submitted with this application form under AML/CTF Act.

Please refer to section 23 of the PDS for required documentation or contact Smallco on (02) 8256 1000 or 1300 888 583 (cost of a local call)

7. Investment Details

Investment amount (minimum \$40,000 initial investment and \$5,000 for subsequent investments)

\$

8. Adviser Use Only

Adviser name

Adviser's Stamp

9. Foreign Account Tax Compliance Act (FATCA), Common Reporting Standard (CRS) Self-Certification Declaration

The Australian Government (through the ATO) has agreements with many other countries in relation to exchanging taxation information. If you would like to know more, please visit the ATO's website. We are therefore required to seek certain taxation information from you. The laws are complex and can be hard to understand. We have tried to make this form as easy as possible to complete. If you are unsure of any answers, please ask your accountant, lawyer or financial adviser. Nothing in this form is advice (and any 'help' is general guidance only) - seek professional advice to be sure of your answers.

9.1 Where to?

<input type="checkbox"/> Superannuation funds (including SMSFs), deceased estates (unless they exist for an indefinite period and carry on the activity of investing, reinvesting or trading financial assets) and charities (unless a significant portion of their income is derived from investments)	Complete Section 9.2
<input type="checkbox"/> Individual investor?	Complete Section 9.3
<input type="checkbox"/> Company investor?	Complete Section 9.4
<input type="checkbox"/> Trust investor?	Complete Section 9.4

9.2 Superannuation Trusts, Deceased Estates and Charities?

Q1. Is the entity a special type of Trustee?

- Yes. I am the trustee of a regulated super fund or
- Yes. I am the trustee of a testamentary trust or
- Yes. I am the trustee of a registered charity.

Where to now?

I didn't check any box - continue to section 9.4

I checked a box - continue to the declaration page to sign this form and you are finished.

HELP:

Regulated Super Fund: means self-managed superannuation funds, APRA regulated superannuation funds, Australian Government or Semi-Government Superannuation funds and pooled superannuation trusts

Testamentary Trust: this is a trustee of a trust set up in a deceased's will. The trust must not exist for an indefinite period and carry on the activity of investing, reinvesting or trading financial assets. If the latter applies, go to section 9.4.

Registered Charity and Not-For-Profits: The charity must not derive a significant portion of its income from investments. If it does, go to section 9.4.

9.3 Individuals (Don't complete this Section if you are a trustee or company. Please complete Section 9.2 instead)

Q2. Australia?

Are you a tax resident of **Australia** for tax purposes?

No – Unfortunately, the fund does not accept foreign investors.

Yes - Please tell us your Tax File Number or any Australian Business Number, and continue to Q3.

TFN or ABN

Or if you have an exemption, please tell us:

HELP: tell me about tax residence?

You can be a resident of more than one country for tax purposes. Whether you are tax resident of a particular country for tax purposes is often based on the amount of time you spend in a country and the location of your residence and/or place of work. If you pay tax or have a tax liability somewhere, you are probably a tax resident there. Dual citizenship often brings dual tax residency. It depends on the country. For the US, tax residency can be as a result of citizenship or residency for tax purposes.

If you're unsure, ask someone who knows, usually your accountant.

Q3. USA?

Are you a U.S. citizen or U.S. resident for tax purposes?

This includes:

- Anyone born in the U.S. (who has not renounced their citizenship)
- Anyone living in the US
- A Green Card holder
- A U.S. passport holder

No - continue to Q4

Yes - Unfortunately, the fund does not accept foreign investors.

Q4. Other Countries?

Are you a tax resident of **any other country** for tax purposes?

No – proceed to the declaration page to sign this form and you are finished.

Yes - Unfortunately, the fund does not accept foreign investors.

9.4 Companies and trusts not covered in section 9.2

Q5. Australia?

Is the entity a resident of **Australia** for tax purposes?

No - Unfortunately, the fund does not accept foreign investors. **Yes** - Please tell us the entity's Tax File Number, and continue to Q6.

TFN

Or if you have an exemption, please tell us:

HELP: which entity?

If the investor is a trust, the entity is the trust, not the trustee.

Q6. Other Countries?

Is the entity a tax resident of **any other country** (other than the USA) for tax purposes?

No - Continue to Q7.

Yes - Unfortunately, the fund does not accept foreign investors.

Q7. USA?

Is the entity a tax resident of the **United States of America**?

No - continue to Q8

Yes - Unfortunately, the fund does not accept foreign investors.

Q8. Are you a 'Financial Institution'?

Is the entity a Financial Institution? Be careful as this is broadly defined – see help box.

No - continue to Q9

Yes - Please tell us the entity's GIIN (it's 19 digits long) and continue to Q9.

I checked yes but didn't have a GIIN. Tell us below why you didn't write a GIIN, then proceed to Q9:

GIIN

This stands for 'Global Intermediary Identification Number'. GIINs are 19 digits long, issued by US tax authorities (the IRS) to non US financial institutions and sponsoring entities for purposes of identifying their registration with the IRS under US tax laws (called FATCA).

HELP: No GIIN? Reasons we accept are:

- #1 Exempted
- #2 Deemed compliant
- #3 Non-participating
- #4 Non-reporting
- #5 Sponsored financial institution: please include their GIIN above
- #6 Other

Financial Institution includes:

#1 an investment entity: this includes any entity that conducts certain activities or operations for or on behalf of a customer, including:

- 'trading in money market instruments' and other relevant instruments,
- 'individual and collective portfolio management', and
- 'investing, administering, or managing funds or money on behalf of other persons'.

However, any trading, investing, administering or managing of financial assets on behalf of other persons must be done as a business. Note that financial assets does not include direct interests in real property.

An entity is also an Investment Entity if it is managed by another entity that is an Investment Entity.

Investment Entity is generally only capable of including a trust if the trust's gross income is primarily attributable to investing, reinvesting, or trading in financial assets and the trust is managed by an entity that is a Financial Institution in its own right or otherwise is primarily conducting a business of trading, investing, managing or administering financial assets on behalf of other persons.

So, as general rules: managed investment schemes are investment entities. It is less likely that a superannuation trust would be an Investment Entity. Trusts with professional corporate trustees (and often professional corporate investment managers) are often Investment Entities, such as unregistered (wholesale) managed investment schemes. Discretionary family trusts are not usually Investment Entities, even if they have someone managing the trust's assets for them.

The ATO gives some help on this, and it's worth checking out and seeking advice if you are unsure:

<https://www.ato.gov.au/General/International-tax-agreements/In-detail/International-arrangements/FATCA-detailed-guidance/>

#2 a depository institution: you accept deposits in the ordinary course of a banking or similar business e.g. a bank, credit union

#3 a custodial institution: a substantial portion of your business (20%+ of gross income) is held in financial assets for the account of others e.g. a custodian

#4 certain prescribed entities: e.g. types of insurance companies that have cash value products or annuities.

Q9. Is the entity a public company listed on a stock exchange?

No - continue to Q10

Yes – proceed to the declaration page to sign this form and you are finished.

Q10. Is the entity 'passive'?

No – The entity is not passive. Proceed to the declaration page to sign this form and you are finished.

Yes – The entity is passive. Continue to Q11.

HELP: what is passive?

- 'passive'? investment assets such as equities and debt securities that produce investment income such as dividends, interests, royalties and annuities are generally passive
- **Passive because our income and assets are mostly passive:** during the previous financial year, 50% or more of our gross income was passive income and 50% or more of our assets during that financial year were assets that produced or were held for the production of passive income.

- **Passive because we are not really a business:** we are established and operated exclusively for: religious, charitable, scientific, artistic, cultural, athletic, or educational purposes; as a professional organisation, business league, chamber of commerce, labour organisation, agricultural or horticultural organisation, civic league; or as an organisation operated exclusively for the promotion of social welfare.
- **Passive because we are exempt from Australian income tax.**
- **Other categories:** they exist but are fairly obscure. Get advice if you are unsure.

Q11. Tell us the "Controlling Persons"

Does the entity have any 'Controlling Persons' who are resident of any other country for tax purposes?

Yes – the entity has such Controlling Persons. Unfortunately, the fund does not accept foreign investors

No – the entity does not have such Controlling Persons. Proceed to the declaration page to sign this form and you are finished.

HELP: Controlling Person?

- 'Controlling persons' are the people – real humans - who:
 - have a tax residence other than, or in addition, to Australia, and
 - exercise practical control over you.
- When thinking about control, start by thinking about the people who have ownership interests:
 - if you're a company, think first about shareholders,
 - if you're a discretionary trust, list the beneficiaries who were paid a distribution this financial year,
 - if you're a trustee of a deceased estate, the executor is usually the person in control,
 - if you're another type of trust (perhaps a unitised investment trust), think first about the unit holders or beneficiaries, and also consider the role of any 'settlor'.
- For companies, use 25% as a touchstone – if a person holds 25% or more of the issued capital or voting rights, best to list them
- For trusts (other than discretionary trusts), law requires that you list all beneficiaries, and also requires that you drill down through the chain of control or ownership to find the humans that ultimately control the trust
- where no natural persons exercise control through ownership, consider who might exercise control through other means – eg: directors and perhaps senior managing officials.

Declaration and Statements - PDS

I/we request Smallco to issue the units applied for and authorise Smallco to register the applicant(s) as the holder(s) of the units and declare that the execution of this application form by me/us constitutes a representation by me/us that:

- ◆ this application was detached from a PDS for the Smallco Investment Fund dated 20 April 2020;
- ◆ the PDS and application form were provided to me/us at the same time;
- ◆ I/we have read and understood the PDS and application form;
- ◆ I/we understand that neither the repayment of capital nor the performance of the Smallco Investment Fund is guaranteed;
- ◆ I/we agree to be bound by the terms of the PDS and the Constitution of the Smallco Investment Fund, as amended from time to time, and understand that a copy of the Constitution is available to me/us for free if I/we wish;
- ◆ the details given in this application are true and correct;
- ◆ I am/we are over 18 years of age and I am/we are eligible to invest in the Fund;
- ◆ I/we have all requisite power and authority to execute and perform the obligations under the PDS and this application form;
- ◆ If this Application Form is signed under Power of Attorney: each Attorney declares that I/we have not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this application form);
- ◆ I/we declare that I am/we are not commonly known by any other names different from those disclosed in this application form;
- ◆ I/we declare any documents or information whatsoever used for verification purposes in support of my/our application are complete and correct and I/we agree to promptly notify Smallco in writing of any changes to information I/we have previously provided;
- ◆ I/we acknowledge that any personal information I/we provide to Smallco will be handled in accordance with the PDS and Smallco's privacy policy and I/we consent to my/our personal information being collected and handled in accordance with those documents;
- ◆ If I/we have provided an email address, I/we consent to receive ongoing information (including PDS information, confirmation of transactions and additional information as applicable) by email;
- ◆ I/we acknowledge that this application form, once signed by me/us, holds me/us to a number of representations and warranties, among other things, relating to matters which Smallco must seek confirmation of in order to comply with the provisions of the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth);
- ◆ I/we agree to give further information about me/us and my/our investment to Smallco if it reasonably believes that they are required to meet its obligations under anti-money laundering, counter-terrorism or taxation legislation and acknowledge that Smallco may be required to pass such information on to the relevant regulatory authority;
- ◆ I/we declare that the monies I/am we/are investing are not the proceeds of crime or money laundering or connected with the financing of terrorism or any other illegal activities and the proceeds of my/our investment in the Fund will not be used to finance any illegal activities;
- ◆ I am/we are not a "politically exposed person" or organisation for the purposes of any anti-money laundering or counter-terrorism financing laws;
- ◆ I/we agree that Smallco may in its absolute discretion determine not to issue units to me/us, may cancel any units which have been issued to me/us or may redeem any such units if it believes such action to be necessary or desirable in light of its obligations under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth);
- ◆ I/we will not transfer the units to anyone who does not agree to these things;
- ◆ none of the units being applied for will breach or result in a breach of any exchange control, fiscal or other laws or regulations for the time being applicable;
- ◆ I/we agree to indemnify Smallco and any of its related bodies corporate against any loss, liability, damage, claim, cost or expense incurred as a result, directly or indirectly, of any of these declarations proving to be untrue or incorrect;
- ◆ the details of my/our investment can be provided to Smallco by the means and in the format that it directs; and
- ◆ in the case of joint applications, the joint applicants agree that unless otherwise expressly indicated on this application form, the units will be held as joint tenants and either investor is able to operate the account and bind the other investor for future transactions, including additional deposits and withdrawals.

Signature of the applicant(s)

Name (Please Print)

Date

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Smallco

Investment Manager

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