



# Glenmore Australian Equities Fund

## **Information Memorandum**

Issue date: 27 February 2024

## About This Information Memorandum

This Information Memorandum is dated 27 February 2024 and relates to the offer to subscribe for Ordinary Units or Platform Units (each class referred to as “Units”) in the Glenmore Australian Equities Fund (“the Fund”) and has been prepared and issued by Glenmore Asset Management Pty Ltd ACN 608 172 014 (referred to in this Information Memorandum as “Glenmore” or “we”) in its capacity as trustee of the Fund.

This Information Memorandum is intended solely for the person to whom it has been delivered (“Recipient”) for the purpose of evaluating a possible investment in the Fund. It is not to be reproduced or distributed to any other person (other than professional advisers of the Recipient).

Glenmore has been issued an Australian Financial Services Licence by the Australian Securities and Investments Commission (“ASIC”), which authorises it to operate the Fund. The Fund, at the date of this Information Memorandum, is not required to be, and is not, registered as a managed investment scheme pursuant to section 601ED of the Corporations Act 2001 (Cth) (“Corporations Act”). Glenmore may apply for the Fund to be registered with ASIC in its discretion or if the circumstances of the Fund change and it is required under the Corporations Act.

Unless otherwise determined by Glenmore at its sole and unfettered discretion, an application for Units in the Fund is limited to investors that are wholesale clients as set out in section 761G(7) of the Corporations Act. By lodging an application form in respect of the offer of Units contained in this Information Memorandum an investor declares and warrants to Glenmore that it is a wholesale client. By applying for Ordinary Units in the Fund, the investor will become a unitholder in the Fund. Indirect Investors applying for Platform Units in the Fund through an IDPS may not have the same rights in relation to applications and redemptions, voting and distributions as investors who invest directly in the Fund. The rights of Indirect Investors are set out in the relevant IDPS guide or other similar type of document. Indirect Investors should direct all questions relating to the Fund to their relevant IDPS operator.

This Information Memorandum does not constitute and should not be construed as an offer, invitation or recommendation by Glenmore to investors to apply for Units in the Fund in any state, country or jurisdiction (other than Australia) where such offer, invitation or recommendation may not be lawfully made.

This Information Memorandum is not a product disclosure statement for the purposes of Part 7.9 of the Corporations Act. The level of disclosure in this Information Memorandum is less than that of a product disclosure statement, prospectus or similar disclosure document. A copy of this Information Memorandum does not need to be, and has not been, lodged with ASIC.

In providing this Information Memorandum, Glenmore has not taken into account the Recipient’s objectives, financial situation or needs and accordingly the provision of this Information Memorandum is not personal advice for the purposes of Section 766B(3) of the Corporations Act. None of Glenmore, or its members, directors, employees, consultants, advisers or agents warrants that an investment in the Fund is a suitable investment for the Recipient.

None of Glenmore, or its members, directors, employees, consultants, advisers or agents have carried out an independent audit or independently verified any of the information contained in this Information Memorandum, nor do they give any warranty as to the

accuracy, reliability, currency or completeness of the information or assumptions contained in this Information Memorandum, nor do any of them, to the maximum extent permitted by law, accept any liability however caused to any person relating in any way to reliance on information contained in this Information Memorandum or any other communication or the issue of Units in the Fund.

Glenmore strongly recommends that potential investors read this Information Memorandum in its entirety and seek independent professional advice as to the financial, taxation and other implications of investing in the Fund and the material contained in this Information Memorandum.

None of Glenmore, its members, directors, employees, consultants, advisers or agents, guarantee the repayment of capital invested in the Fund, the payment of income from the Fund or the performance of the Fund or an investment in the Fund generally. As with any investment there are inherent risks in investing in the Fund, including the risk that the investment in the Fund is speculative, that the investment may result in a reduction in, or total loss of, the capital value of the investment, loss of income and returns that are less than expected or delays in repayment of capital.

Glenmore may from time to time vary the investment strategy and process of the Fund to achieve the Fund's objectives, subject to appropriate risk management controls and guidelines.

The information in this Information Memorandum is up to date at the time of preparation. Glenmore may amend or withdraw this Information Memorandum at any time and may issue a new or amended Information Memorandum from time to time. If you are unsure about anything contained in this Information Memorandum or have any questions, please contact Glenmore.

The Glenmore Australian Equities Fund is an unregistered managed investment scheme. This offer is limited to wholesale clients as defined by the Corporations Act 2001 (Cth). This offer is only open to investors who receive this Information Memorandum in Australia and does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

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## Fund Directory

### **Trustee & Investment Manager**

Glenmore Asset Management Pty Ltd  
ACN: 608 172 014  
AFSL: 485 588  
Level 2, 161 Collins Street, Melbourne  
VIC 3000  
Phone: +61 3 8375 9377  
Email: [info@glenmoream.com.au](mailto:info@glenmoream.com.au)

### **Auditor**

Pitcher Partners  
Level 16, Tower 2,  
Darling Park  
201 Sussex Street  
Sydney NSW 2000  
Phone: +61 2 9221 2099  
Fax: +61 2 9223 1762

### **Fund Administration & Unit Registry**

Apex Fund Services (Australia) Pty Ltd  
Level 13, 459 Little Collins Street,  
Melbourne, VIC 3000  
Mailing address: PO Box 189 Flinders  
Lane, VIC 8009  
Phone: +61 3 9020 3000  
Fax: +61 3 8648 6885  
Email: [glenmore@apexfunds.com.au](mailto:glenmore@apexfunds.com.au)

### **Custodian**

Certane CT Pty Ltd  
Level 19, 60 Castlereagh Street, Sydney,  
NSW 2000  
Mailing Address: Locked Bag 3015  
Australia Square NSW 1215 Australia  
Phone: 02 9053 2201  
Email: [contact@Certane.com](mailto:contact@Certane.com)

## Fund Overview

Fund	Glenmore Australian Equities Fund (“Fund”), an Australian domiciled unregistered managed investment scheme
APIR code	GNM0167AU
Investment Manager & Trustee	Glenmore Asset Management Pty Ltd
Fund Administrator	Apex Fund Services Ltd
Custodian	Certane CT Pty Ltd
Investment Strategy	Long equities, focussed on Australian listed equities
Investment Objective	To deliver strong absolute returns and outperform the S&P/ASX All Ordinaries Accumulation Index over the long-term
Benchmark	S&P/ASX All Ordinaries Accumulation Index
Investment Horizon	At least 3 years
Investor Eligibility	Wholesale Clients, as defined in the Corporations Act
Minimum Investment	\$200,000*
Minimum Additional Investment	\$20,000*
Minimum Redemption Amount	\$20,000*
Management Fee	1.2% of the Net Asset Value of the Fund, plus GST
Performance Fee	20% of Outperformance over the Benchmark plus GST (after deduction of management fees). No performance fee is payable until any previous periods of underperformance have been made up. A positive Fund return is required for a performance fee to accrue.
Buy/Sell Spread	+0.3%/-0.3%
Entry/Exit Fee	Nil
Applications	For Ordinary Units, monthly. Applications to be received by the Administrator by 5pm 3 Business Days before the end of the month. For Platform Units, monthly. Applications should be made through the IDPS operator in the form and timing determined by the IDPS operator. The IDPS operator needs to submit its application to Apex by 5pm 3 Business Days before the end of the month.
Redemptions	For Ordinary Units, monthly. Redemption requests to be received by the Administrator by 5pm at least 3 Business Days prior to the end of the month. For the Platform Units, monthly. Redemption requests should be made through the IDPS operator in the form and timing determined by the IDPS operator. The IDPS operator needs to submit its redemption requests to the Administrator by 5pm 3 Business Days before the end of the month.
Valuations	For Ordinary Units and Platform Units, monthly
Distributions	Annually

\* Glenmore Asset Management reserves the right to accept lower amounts from wholesale clients

## Investment Manager

Glenmore Asset Management Pty Ltd (ABN 87 608 172 014) ("Glenmore" or "we" or "Investment Manager") is the Trustee and investment manager for the Fund. Glenmore is an investment management company founded in 2017 and based in Melbourne, Australia. Glenmore holds an Australian financial services licence (AFS Licence number 485588). Glenmore was founded by Robert Gregory, who has over 20 years of experience in the Australian equities markets. Robert is a substantial investor in the Fund.

### **Robert Gregory** **Principal and Portfolio Manager**

Robert has over 20 years of experience in the Australian equities industry working in both funds management and equity research. Robert was previously Portfolio Manager of the CBG Australian Equities Fund. CBG Asset Management is a leading boutique fund manager based in Sydney, Australia. In this role, Robert had responsibility for both stock research and overall portfolio construction.

During Robert's tenure at CBG Asset Management, the CBG Australian Equities Fund was consistently ranked in the top quartile of investment returns (Australian equities category) of the Mercer Investment Survey. In addition, the Fund was awarded the Best Boutique Australian Equities Manager in 2013 at the Australian Fund Manager Awards.

Robert oversaw the company's funds obtaining ratings from major investment consultants such as Lonsec, Van Eyk and Independent Investment Research, which were used by numerous financial planning dealer groups.

Prior to joining CBG Asset Management in 2007, Robert worked at Linwar Securities and Morningstar Equities Research in equity analyst roles covering a range of industrial stocks.

Robert has a Bachelor of Commerce (Honours) from the University of Melbourne and has a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia.

### **Service Providers**

Glenmore has engaged leading independent service providers to manage the custody, fund administration, unit registry, risk reporting, accounting, legal and audit requirements of the business. This ensures that best practice principles are followed in all aspects of the investment and operational management of the Fund.

## Investment Objective and Process

### **INVESTMENT OBJECTIVE**

The Fund aims to generate strong absolute returns in excess of the Benchmark with low correlation to the Australian equities market over the medium to long term.

To fulfil this objective, the Fund will focus on long investments in listed equities in Australia. The Fund may from time to time have exposure to New Zealand listed equities, listed futures and derivatives.

### **INVESTMENT PHILOSOPHY**

Glenmore's investment philosophy is based on the notion that stocks can become periodically mis-priced (both under and overvalued) due to a range of factors, such as:

- Market underestimates company's earnings potential
- Excessive focus on short-term earnings outlook
- Market underestimates ability for management to increase value of business through accretive reinvestment of excess cashflows
- Market underestimates risk of structural change on an industry
- Market underestimates degree of cyclicity of company or sector's earnings

Glenmore does not believe in "value" or "growth" classifications for stocks. Growth is simply a subset of value and investment candidates can be found from many different areas. Glenmore believes stocks can be undervalued based both (a) on being cheap on conventional valuation metrics and also (b) due to earnings growth being under appreciated.

### **INVESTMENT PROCESS**

Glenmore will use a fundamental, research driven investment process. Through fundamental research Glenmore will aim to identify shares that it believes are undervalued and are likely to rise in price.

The main driver of identifying potential investments will be bottom up analysis, however macro-economic conditions will be considered as part of the investment thesis for each stock.

#### **Idea generation**

- New stock ideas can come from a wide range of sources, such as reading annual reports, company announcements, conference calls, industry reports, media articles, attending investor conferences, analysis of other stocks and broker research.
- An extensive travel program is expected to provide opportunities to observe operations of a range of businesses firsthand, which can often generate investment ideas. Glenmore believes regular meetings with company representatives is a superior way of gaining insight compared with group presentations or conference calls.
- Quantitative screens will also be used as a tool to potentially identify stocks trading at cheap valuations.

### **Fundamental stock analysis**

- Once a stock has been identified for further analysis, detailed fundamental analysis is undertaken, with the key question being “What is the intrinsic value of the stock?”
- Stocks will be valued using a combination of measures including discounted cash flow analysis, price/free cash flow, price/earnings, Enterprise Value/EBITDA, and dividend yield.
- Other key factors include:
  - Glenmore’s view on the likelihood of the company having scope for positive earnings revisions, as this is a key driver of the direction of stock prices.
  - The level of free cash flow generation of the company
  - The ability of the company to reinvest cash flows at attractive rates of return
  - In addition to identifying stocks from a “bottom up perspective”, Glenmore will also seek to identify any macro factors and trends affecting a company.

### **Portfolio construction**

- Stocks that are candidates for inclusion in the portfolio are ranked in order of forecast total return. This quantitative ranking is then used as the key generator of potential stocks for the fund, however qualitative factors are also considered where relevant.
- Stocks with the strongest combination of valuation upside and qualitative factors will be used as the basis for portfolio construction.
- The process is fluid and as valuations of stocks and general economic conditions change, stock weights will be adjusted accordingly.
- It is envisaged the Fund will be relatively concentrated to ensure the Fund benefits from the highest conviction stock ideas, while maintaining appropriate risk controls.

### **Key attributes of stocks held by the fund**

- Outstanding companies with sustainable business models
- Businesses that generate above average returns on invested capital
- Businesses with recurring revenue, low capital spending needs, and strong Free Cash Flow generation
- Businesses with scope for positive earnings revisions relative to consensus forecasts
- Driven senior management teams who are skilled in capital allocation

### **Risk Management**

- Disciplined risk management is a key part of the investment process. Glenmore will aim to monitor and minimise risk to decrease return volatility. Key features of the risk management process will include:
  - Maintaining a diversified portfolio, in terms of both stock and sector weightings
  - Avoiding companies that have unacceptably high risk business models and/or volatile earnings streams
  - Being willing to acknowledge investment errors
  - Constant questioning of potential risks to the investment thesis for stocks in the Fund
  - Monitoring of key risk factors with Apex Fund Services (Fund

- Administrator) being automatically notified of any breaches
- Monthly reporting of Fund returns to investors

### **Fund Instruments**

- Along with Australian listed equities, the Fund may from time to time have exposure to the following financial products:
  - Australian dual listed equities, New Zealand listed equities and American Depositary Receipts (ADR's)
  - Listed futures (predominantly on listed equities, trusts, funds and indices)
- The Fund may invest in unlisted securities that are expected to list within the next 12 months.

### **Distribution**

The Fund will distribute income, if any, at the end of June, or more regularly at the Investment Manager's discretion in proportion to unit holders.

Unitholders may elect to have their distributions re-invested in the Fund or paid to them as cash. Units issued for reinvestment of distributions will be issued at the unit price applicable on the Subscription Day after the distribution entitlement arises. No buy/sell spread is applied in respect of such units. Distributions may comprise both income and capital.

Distributions are calculated on the basis of an investor's per unit share of distributable income (including realised capital gains) of the Fund for the entire distribution period and not just for the period that Units were held.

Unit prices fall after the end of the distribution period to reflect the distribution entitlements. If you invest just prior to the end of a distribution period, you may find that you get an immediate return of some of your investment capital as income and this may, depending on your circumstances, give rise to a tax liability.

Therefore, you should carefully consider the timing of your investment in the Fund. In addition, if you redeem your investment before the last day of the distribution period, you will receive your share of accrued income as capital. Further, realised capital gains during the financial year to June are distributed to unitholders in July. Investors in the Fund will receive their share of realised capital gains regardless of the time they purchased the Units in the Fund. This may result in a tax liability. We recommend you contact a financial adviser or tax adviser to determine your own situation.

A distribution statement will be dispatched to all unitholders estimating the taxable income and available credit as soon as possible after the financial year-end. It is anticipated that the statement will be available by 31 August of each year.

**Underwriting and Sub-Underwriting**

Glenmore may identify investment opportunities that involve sub-underwriting arrangements. Glenmore may make such investments not for the purposes of providing underwriting but rather for investing in accordance with the investment strategy of the Fund.

## Risks of Investing in the Fund

When making any investment, the potential risks, and how they can affect the investor, need to be considered carefully. All investments are influenced by many factors that can affect both its value and the income it produces and the investment can fall as well as increase in value.

While Glenmore has established risk management and investment processes that aim

Liquidity risk is the risk that an investment may not be easily converted into cash to mitigate the risks associated with the Fund, an investment in the Fund carries certain risks. There is no guarantee that the Fund will achieve its investment objective and investors should fully understand and be capable of assuming the risks of investing in the Fund. In deciding whether to invest in the Fund, you should consider that you may lose some or all of your investment, the value of your investment may decline, you could receive little or no income and there may be delays in payment. The key risks discussed below do not claim to be a complete explanation of all the risks associated with investing in the Fund.

### **Market Risk**

Markets are subject to a range of factors, including economic conditions, market sentiment, government regulations, political events and environmental and technological issues. Market risk may have different impacts on each investment and investment style.

Any investment made in a specific group of assets is exposed to the universal risks of that asset market. However, there can be no guarantee that losses equivalent to or greater than the overall market will not be incurred as a result of investing in such assets.

### **Individual Investment Risk**

The value of the Fund's portfolio may be affected by unexpected changes in the value of the investments in the portfolio. Such changes may be due to unexpected company specific issues that impact the market value of the individual investments.

### **Management Risk**

The Fund's future performance is dependent on the expertise and decisions of the investment personnel of the Manager. Management risk is the risk that the Investment Manager's investment strategy could fail to achieve the Fund's investment objective and could result in a decline in the value of an investment in the Fund. The Fund is subject to management risk because it is actively managed. In making investment decisions for the Fund, the Investment Manager will apply the Fund's investment strategy, but there is no guarantee that the Investment Manager's decisions will produce the intended result.

### **Liquidity Risk**

with little or no loss of capital and minimum delay. Under certain conditions, liquidity of a particular market or security may be restricted, thus affecting the performance of the Fund. Liquidity risk can arise when investments are made in securities which are traded on an infrequent basis, or in securities which are not traded regularly on any financial market. Should the

Fund hold illiquid securities then it may not be able to sell them at a fair price at the time it may wish to do so.

### **Foreign Currency Risk**

The Fund may have exposure to foreign securities or securities with foreign currency earnings. These securities and earnings may be subject to currency fluctuations between the Australian dollar and the foreign currency in which the investment is denominated, which may cause the value of an investment in the Fund to decline. It may not be possible or practicable to hedge successfully against currency exposure in all circumstances. The cost of hedging is an expense that is borne by the Fund.

### **Cyber Risk**

There is risk of fraud, data loss, business disruption or damage to information of the Fund or to an investor's personal information as a result of a threat or failure to protect the information or personal data stored with the IT systems and networks of Glenmore or other service providers.

### **Personnel Risk**

Key personnel of the Investment Manager, who are significant to the management of the Fund and its underlying portfolios, may become unable or unavailable to perform their role.

### **Derivatives Risk**

Derivatives are used to adjust security and portfolio risk/reward profiles and, therefore have various risks attached to them. Risks of using derivatives may include: the value of the derivative failing to move in line with the underlying asset; potential lack of liquidity of the derivative; the possibility that the derivative position is difficult or expensive to reverse; the derivative not performing as expected; counterparty risk; or risk of capital loss.

### **Counterparty Risk**

Counterparty risk is the risk that the counterparty to a transaction or contract (such as a broker or other agent of Glenmore) may default on their obligations and that the Fund may, as a result, experience an adverse investment outcome or liability.

### **Fund Risk**

Fund risks are risks associated with most managed funds, including the risk that: the fees and expenses could change; the Fund may be terminated or the Trustee, or the investment professionals, could change. The Trustee has discretion to compulsorily redeem units. In addition, the results of investing in the Fund may lead to different results compared with investing directly in stocks because of income or capital gains accrued in the Fund and the consequences of other investors investing in, or withdrawing from, the Fund. As the Fund has no operating history, there is no basis on which to predict the future performance of the Fund or its underlying portfolios.

**Legal, Regulatory & Tax Risk**

Legal, regulatory and tax changes could occur during the term of the Fund, which may negatively affect the Fund and its underlying investments. The value or tax treatment of an investment, or the effectiveness of the Fund's trading or investment strategy may be negatively affected by changes in government (including taxation) policies, regulations and laws, or changes in generally accepted accounting policies or valuation methods.

**Withdrawal Risk**

If market events reduce the liquidity of a security or a security or asset class, the generally applicable timeframe for meeting withdrawal requests may not be met. It may take longer to sell these types of investments at an acceptable price. In addition, if an investor or a group of investors seek to make large withdrawals, then selling assets to meet those withdrawals may result in a negative impact on the price received by the Fund for those assets. In certain circumstances it may be necessary to suspend withdrawals to allow enough time for liquidation of assets to meet withdrawals.

## Fees and Expenses

Glenmore, as Trustee and Investment Manager, is entitled to receive fees as listed below. These fees are applicable as at the date of this Information Memorandum.

### **Management Fee**

A management fee of 1.2% per annum (excluding GST) of the net asset value (NAV) of the Ordinary Units accrues and is payable by the Fund to Glenmore monthly in arrears (generally within 7 days of the end of each calendar month).

A management fee of 1.2% per annum (excluding GST) of the net asset value (NAV) of the Platform Units accrues on a monthly basis and is payable by the Fund to Glenmore monthly in arrears (generally within 7 days of the end of each calendar month).

The NAV of a Class is the value of all of the assets of the Fund referable to the Class of Units minus all liabilities referable to the Class of Units.

### **Performance Fee**

In addition to the management fee, Glenmore is entitled to a performance fee of 20% plus GST of the amount that the Fund outperforms the Benchmark (S&P/ASX All Ordinaries Accumulation Index) during a Performance Period (after deduction of management fees and expenses).

The Performance Period is each three-month period (or part period where relevant) ending on 31 March, 30 June, 30 September and 31 December respectively.

For the Ordinary Units, the performance fee is calculated and accrued monthly and will only be paid if the relevant Unit series, at the end of the Performance Period, meets the following three conditions:

- it outperforms the Benchmark in the Performance Period;
- it makes up any underperformance from prior Performance Period(s); and
- the return is positive.

For the Platform Units, the performance fee is calculated and accrued monthly and will only be paid if the Platform Class of Units at the end of the Performance Period meets the following three conditions:

- it outperforms the Benchmark in the Performance Period;
- it makes up any underperformance from prior Performance Period(s); and
- the return is positive.

As a high-level example, if the All Ordinaries Accumulation Index returned 5% in the Performance Period and the Fund returned (after deduction of management fees and expenses but before performance fees) 10% and the NAV of the Fund as at the commencement of the Performance Period was \$200,000 and there was no prior underperformance, then the performance fee for that Performance Period would be \$2,000 (calculated as \$200,000 x [10% - 5%] x 20%) plus GST.

Performance fees (for both Ordinary Units and Platform Units) are paid quarterly in arrears

from the Fund (within 15 days of each Calendar Quarter).

The Trustee may at its discretion issue a class of Units to individuals and entities associated with the Responsible Entity not subject to the management and performance fees described above.

#### Accounting methodology

In order to ensure that Unitholders holding Ordinary Units bear the performance fee according to the actual performance of their units, having regard to the different dates and prices at which such units were acquired, a new series of units will be issued in respect of each Subscription Day.

As soon as practicable after the last Valuation Day in each Performance Period, all Ordinary Units in all Series which have borne a performance fee in respect of the relevant Performance Period will normally be consolidated into a single Series, being the oldest Series of such Class to have borne a performance fee in respect of the relevant Performance Period.

If a performance fee is not payable for a particular Series at the end of the Performance Period, the Series will not be consolidated.

Unitholders holding Platform Units bear the performance fee according to the performance of the Platform Class as a whole and no separate series of Units will be issued in the Platform Class.

#### **Other Fees**

##### **Buy/Sell Spread**

Apart from the initial application for units prior to commencement of the operation of the Fund, a buy/sell spread of 0.3% is charged on all applications and redemptions for the costs of acquiring and selling assets of the Fund to issue and redeem units in the Fund. So that existing Unitholders do not continually bear the transaction costs resulting from new investments or redemptions that are made (for example, brokerage), each unit holder pays a spread of 0.3% when they transact Units in the Fund. This is paid into the Fund for the benefit of Unitholders and is not a fee to the Investment Manager.

##### **Application and Exit Fees**

There will be no application fee for applications for units in the Fund or exit fee for redemptions of units in the Fund for the life of this information Memorandum.

##### **Other Fees and Expenses**

Glenmore is entitled to be reimbursed from the Fund in respect of a range of costs and expenses which include, but are not limited to: accounting, registry, legal, banking, audit, government duties and taxes, costs associated with the Trust Deed (including amendments), preparation of marketing material and disclosure documents, custodial fees, unitholder meetings, administrative, brokerage, paid independent research and consultancies relating to the Fund.

These represent the operating expenses and outgoings in connection with the start-up costs and day-to-day operation of the Fund. Extraordinary expenses, such as the costs of convening Unitholder meetings or defending a third party legal claim against the Fund, will also be paid by the Fund.

**Fees Waiver, Deferral or Reduction**

Glenmore retains the sole discretion to elect to waive, defer, or reduce any fees from time to time. Glenmore retains the absolute discretion to rebate, waive, defer or reduce all or any part of any fees applicable to units for certain Unitholders and/or pay all or part of such fees to third parties for services related to the placement of units.

## Investing in the Fund

### Who can invest?

The Fund is a wholesale fund. Unless otherwise determined by Glenmore at its sole discretion, only wholesale clients within the meaning of section 761G(7) or 761GA of the Corporations Act may invest in the Fund. Accordingly, Glenmore will only accept investments in the Fund from, and transfers of units to, investors who satisfy the criteria set out below.

Under the Corporations Act, an investor is a wholesale client if the investor satisfies one of the following criteria:

- The investor invests an initial amount of \$500,000 or more
- The investor has net assets or at least \$2,500,000 (the investor must provide the Investment Manager with a copy of a qualified accountant's certificate dated within the preceding two (2) years that certifies that required net assets)
- The investor has earned at least \$250,000 per annum (gross income) for each of the last two (2) financial years (the investor must provide the Investment Manager with a copy of a qualified accountant's certificate dated within the preceding two (2) years that certifies that required level of income)
- The investor qualifies as "professional investor" within the meaning of the Corporations Act, which includes:
  - A financial services licensee
  - A body regulated by APRA
  - A body registered under the Financial Corporations Act
  - A trustee of superannuation fund, approved deposit fund, pooled superannuation trust or public sector superannuation scheme which has net assets of at least \$10m
  - A person who has or controls gross assets of at least \$10m (including any assets held by an associate or under a trust that the person manages)
  - A listed entity or related body corporate of a listed entity
  - An exempt public authority
  - A body corporate or unincorporated body that carries on the business of investment in financial products, interest in land or other investments and invests funds received following an invitation or offer to the public under section 82 of the Corporations Act
  - A foreign entity that, if established or incorporated in Australia, would be covered by one of the above
  - Glenmore will accept investments in the Fund from investors who qualify as wholesale clients pursuant to any amendments to the Corporations Act and Corporations Regulations 2001 (Cth) from time to time.

## **Applications**

### **Minimum Initial Investment**

Applications, which must be for a minimum investment of \$200,000, may be made only by written application using the accompanying Application Form. Glenmore has absolute discretion to accept or reject any application. A confirmation advice of the Unit holding will be issued as soon as practicable following the determination of the applicable unit price. Glenmore may waive the minimum amount requirement in respect of certain investors.

### **Minimum Additional Investment**

Additional investments, which must be for a minimum investment of \$20,000 may be made by completing an Additional Application Form. Glenmore may waive the minimum amount requirement in respect of certain investors.

### **Application Acceptances**

In respect of each initial and additional investment, an investor must qualify as Wholesale client, as defined under the Corporations Act. Applications are accepted at the absolute discretion of Glenmore. Rejected, invalid or incomplete applications will be returned to applicants as soon as possible. Interest is not payable on rejected application monies.

### **Application Process & Cut-off Times**

Applications can be made by completing the attached Application Form, or the Additional Application Form for subsequent additional investments, and forwarding it to the Administrator. Earlier or later cut-off times may be determined at the absolute discretion of Glenmore.

#### *Ordinary Units*

Applications for Ordinary Units will generally be processed on the first Business Day of each month ("Subscription Day"). The Issue Price will be based on the NAV of the Ordinary Class of units at the immediately preceding Valuation Day (being the last day of each calendar month on which the NAV of the Ordinary Class is calculated). Cleared funds must be electronically transferred into the Glenmore Australian Equities Fund's Application Account no later than 5pm AEST at least three (3) Business Days prior to the end of the month or such earlier or later time as Glenmore may determine. The Fund will retain any interest earned on any application monies.

The relevant Application Form or Additional Application Form for Ordinary Units must be received by the Administrator no later than 5pm AEST at least three (3) Business Days prior to the end of the month or such earlier or later time as Glenmore may determine. Initial Application Forms and relevant identification documentation must be sent as originals to the Administrator. The Administrator will not process any new applications until it has received a properly completed and signed original Application Form and originals or original certified copies or applicable identification documentation required under Anti-Money Laundering and Counter Terrorism Financing Legislation.

#### *Platform Units*

Applications for Platform Units by Indirect Investors via an IDPS should be made through the IDPS operator in the form and timing required by such IDPS operator. The Issue Price

will be based on the NAV of the Platform Class of Units [on that Business Day (ie the Valuation Day)]. The application by the IDPS operator and the cleared funds must be electronically transferred into the Glenmore Australian Equities Fund's Application Account no later than 3 Business Days before the end of the month or such earlier or later time as Glenmore may determine. The Fund will retain any interest earned on any application monies. Any application and/or cleared funds received after this time will be generally be treated as received on the following Business Day. Indirect Investors should contact their IDPS operator for their applicable cut-off times.

The relevant Application Form or Additional Application Form or Redemption Form for Platform Units must be received by the Administrator no later than 3 Business Days before the end of the month or such earlier or later time as Glenmore may determine. Initial Application Forms and relevant identification documentation must be sent as originals to the Administrator. The Administrator will not process any new applications until it has received a properly completed and signed original Application Form and originals or original certified copies or applicable identification documentation required under Anti-Money Laundering and Counter Terrorism Financing Legislation.

#### *Additional Applications*

For Additional Applications, a copy of the completed Additional Application Form must be sent, faxed or emailed to the Administrator (see Fund Administrator details in the Fund Directory). If Unitholders choose to send Additional Application Form by post, facsimile or email, they bear the risk of such requests not being received. Neither the Administrator nor Glenmore accept any responsibility or liability for any loss caused as a result of non receipt or ineligibility of any mail, fax notice or email or for any loss caused in respect of any action taken as a consequence of such instruction believed in good faith to have originated from properly authorised persons.

#### **Glenmore Rights**

Unitholders may be admitted to the Fund upon such terms and conditions as are permitted by Glenmore, without consent of any other Unitholders, which terms and conditions may differ from those applicable to other Unitholders on matters relating to, without limitation, notice periods, fee waivers, rebates or reductions and information rights. New classes of units in the Fund may be established by Glenmore without the approval of the existing Unitholders. However, Glenmore will provide existing Unitholders with written notice of any classification or reclassification of their existing Units in the Fund.

#### **Unit pricing**

The Issue Price of a Unit in the Fund is calculated by reference to:

- The NAV of the relevant Class of Units, including the deduction of any accrued performance fees;
- Dividing the result by the number of Units on issue in the relevant Class to determine the value of each Unit; and
- Adding the buy spread per Unit.

The buy/sell spread (being an amount added to/deducted from application/redemption unit prices to account for transaction costs) will amount to +0.3%/-0.3%. The buy/sell spread will apply to the Fund for the life of this Information Memorandum to applications received after the commencement of the Fund.

The trustees have delegated to the Administrator the determination of the Net Asset Value of

the Fund, the Net Asset Value of the Classes of Units and the Net Asset Value per unit subject to the overall supervision and direction of the Trustees. In determining the Net Asset Value of the Fund, the Net Asset Value of the Classes of Units and the Net Asset Value per Unit the Administrator will follow the valuation policies and procedures adopted by the Fund and the Fund as set out above.

For the purpose of calculating the relevant Net Asset Value the Administrator/the Administrator's Agent shall, and shall be entitled to, rely on, and will not be responsible for the accuracy of, financial data furnished to it by the Broker(s) appointed by the Fund, market makers and/or independent third party pricing services. The Administrator/the Administrator's Agent may also use and rely on industry standard financial models or other financial models approved by the Directors in pricing any of the Fund's and/or the Fund's securities or other assets. If and to the extent that the Trustee or the Manager are responsible for or otherwise involved in the pricing of any of the Fund's portfolio securities or other assets, the Administrator/the Administrator's Agent may accept, use and rely on such prices in determining the relevant Net Asset Value amount and shall not be liable to the Fund and/or the Fund in so doing.

### **Distributions**

Any Fund income available for distribution, less expenses, will be distributed annually as soon as practicable after each 30 June or otherwise as determined by Glenmore. Distributions will be paid at 30 June each year and will be automatically reinvested in additional Units unless a unitholder elects otherwise (which can be done on a standing election basis). Unitholders may elect to have their distributions paid to them as cash, or change their existing distribution option, by notifying the Administrator, in writing, at least thirty (30) Business Days before 30 June. Units issued for reinvestment of distributions will be issued at the unit price application on the Subscription Day after the distribution entitlement arises. No buy/sell spread is applied in respect of such Units. Distributions may be made up of both income and capital.

Where a Unitholder redeems his/her Units, Glenmore may determine the amount of the Fund net income that is referable to those redeemed Units. Where income is referable to redeemed Units, the redemption proceeds may comprise capital and income in proportions determined by Glenmore pursuant to the Fund Constitution. Glenmore will notify the Unitholder of the composition of the redemption proceeds. For Unitholders who remain invested at a Distribution Date, Glenmore will calculate distributions referable to each Class. Distributions will be based on the Fund's income for that tax year, after taking into account any income that may have been distributed as redemption proceeds.

Glenmore may in its absolute discretion accept or reject a written direction from a Unitholder and is not required to give any reasons. Glenmore reserves the right to cancel distribution reinvestments. Unitholders will be notified if this occurs.

### **Transfer of Units**

Transfer requests should be made in writing to the Administrator. Glenmore may require transfer documentation to be completed by the transferor including the completion of an Application Form and/or other documentation. Units must not be sold or transferred without prior written consent from Glenmore, which may be granted, subject to certain terms and conditions, or withheld in its sole and absolute discretion. Units sold or transferred without such consent may be compulsorily redeemed by Glenmore. Unitholders should consider the taxation implications of any such transfer of Units.

Indirect Investors should contact their IDPS operator for the applicable process to request the IDPS operator to make such a transfer request to the Administrator in relation to the relevant Platform Units.

### **How to make an investment**

Investors interested in investing directly in the Ordinary Units of the Fund must complete the application form attached to this Information Memorandum and return it to the Administrator. By signing the application form investors agree that neither the Fund nor the Administrator shall be responsible for any mis-delivery or non-receipt of any instruction sent to the Fund or the Administrator but in respect of which no acknowledgment is received.

Payment for Units in the Fund must be made by direct deposit to the account shown on the application form. Completed application forms (together with the required Know Your Customer documents) should be sent to Apex Fund Services (Australia) Pty. Ltd: Email [glenmore@apexfunds.com.au](mailto:glenmore@apexfunds.com.au) or Fax +61 3 8648 6885;

The Administrator will acknowledge receipt of any subscription, redemption or transfer request on behalf of the Fund, and in the event no acknowledgement is received from the Administrator within 5 Business Days of submitting the request, the Unitholder should assume that the transaction request has not been received and they should contact the Administrator via telephone +61 3 9020 3000 to confirm the status of their request. Notwithstanding the method of communication, the Fund and/or the Administrator reserve the right to ask for the production of original documents or other information to authenticate the communication. In the case of mis-receipt or corruption of any message, you will be required to re-send the documents. Please note that messages sent via email must contain a duly signed document as an attachment. If your correctly completed application form (together with relevant Know Your Customer documents) is received and accepted and cleared funds are received in the Fund's subscription account prior to the commencement of a calendar month, your application will be processed for the issue of Units as of the first Business Day in that month. Applications received after this time will be carried forward and processed in the following month. No interest will be paid to investors on application amounts received. Application monies will be held in a trust account until they are invested in the Fund and any interest earned will not be paid to applicants but will be retained for the benefit of the Fund.

Investors interested in investing indirectly in the Platform Units of the Fund should contact their IDPS operator to obtain their application procedures. The application for Platform Units can be made on a monthly basis by the IDPS operator as set out above in relation the Application Process and cut-off times.

### **Additional Investments**

Additional investments will be accepted monthly for Platform Units and monthly for Ordinary Units and may be made by completing an application form attached to a current Information Memorandum (and by Indirect Investors through the IDPS operator). The minimum additional investment is \$20,000 or such lesser amount as agreed by the Trustee. Payment for additional investments must be made by direct deposit in the same manner as payment is made for an initial investment (see "Initial Investment" above).

### **Redemptions**

#### **Partial Redemption**

For a partial redemption request, instructions must specify the amount of Units or the amount to be withdrawn. If a partial withdrawal request will result in the Unitholder holding less than the minimum investment amount, Glenmore may treat the redemption request as a redemption in respect of all the Unitholder's Units. Redemption requests in relation to the Fund may only be withdrawn with Glenmore's consent. The minimum redemption amount is

\$20,000. Glenmore reserves the right to accept a lower amount in special circumstances.

### **Redemption Processes and Cut Off Times**

If a Unitholder redeems Units in the Fund, Glenmore will, to the extent necessary, liquidate securities it holds as investments in the Fund. Glenmore will use the proceeds of the redemption in the assets to Fund the Unitholder's request.

Redemption requests must be submitted and received by the Administrator:

- for Ordinary Units at least 3 Business Days prior to the end of the month; and
- for Platform Units at least 3 Business Days prior to the end of the month

Glenmore has the discretion to allow redemptions at other times and with longer or shorter notice periods. The redemption price will be the unit price as at the Valuation Day immediately preceding the Redemption Day. If the original request is received by the Administrator after the deadline for receipt of requests for any particular Redemption Day, it will be treated as a request for redemption on the next Redemption Day.

Unitholders will only be able to redeem Units in the Fund if they have correctly completed and submitted the attached Redemption Request Form, and it must be signed by the Unitholder. The Redemption Request Form should be sent, faxed or emailed to the Administrator (see Administrator details in the Fund Directory). In normal circumstances, proceeds from redemption will be available within twenty (20) Business Days after the redemption has been processed. Redemptions will occur by way of electronic funds transfer to the nominated bank account in the name of the Unitholder from which the application funds derived. Normal bank charges will apply.

If Unitholders choose to send Redemptions Forms by post, fax or email, they bear the risk of such requests not being received. Neither the Administrator nor Glenmore accept any responsibility or liability for any loss caused as a result of non receipt or ineligibility of any mail, fax notice or email or for any loss caused in respect of any action taken as a consequence of such instruction believed in good faith to have originated from properly authorised persons.

### **Suspension of redemptions**

Glenmore may suspend the redemption of Units and the payment of redemptions if it believes that it is in the best interests of Unitholders as a whole. Redemption requests received during a suspension period will be processed at the next Redemption Day after the end of suspension.

### **Unitholder Communications**

Unitholders in the Fund will receive correspondence as outlined below.

### **Unitholder Receipt**

The Unitholder receipt will set out details of the Unitholder, Subscription Day, unit price and number of Units the Unitholder holds in the Fund upon initial or subsequent application.

### **Monthly report**

A monthly newsletter will be available to all Unitholders discussing the performance of the

Fund with disclosure of fund returns during the month.

**Tax and Distribution Statements**

A taxation and distribution statement will be sent to all Unitholders at least annually.

## Tax Considerations

Investing in the Fund has tax implications which will depend on your situation. This tax summary provides an overview of the Australian tax implications, as at the date of this Information Memorandum, for Australian resident investors investing the Fund. Non-resident investors should obtain professional taxation advice regarding their local and Australian tax obligations, before investing in the Fund.

This tax summary should not be relied upon by you as it may not relate to your particular situation and tax laws may have changed since the issue of this Information Memorandum. The Trustee cannot give you tax advice and we recommend that you obtain professional advice on the tax implications of investing in the Fund.

### **Taxation of Distributions**

Your share of the taxable income of the Fund for each year ended 30 June should be included as assessable income in your tax return for each such year, even if your distribution is reinvested as additional Units in the Fund in the next year. The timing of when the Fund's income is brought to account for tax purposes may be different to when amounts are distributed to you, so that you may be required to pay tax on income that has not yet been or may not be distributed to you.

Distributions may represent realised gains on disposal of investments as well as dividend income.

The Fund will seek to pass on any benefits of franking credits in respect of distributions including franked dividends from the Fund. Investors receiving distributions including franking dividends will be required to include their share of dividend income and franking credits in their assessable income. The Trustee recommends that you seek independent professional advice with respect to your entitlement to franking credits, including the implications of the 45-day rule.

Additionally, you may be required to include in your assessable income your share of any foreign taxes paid by the Fund. You may be entitled to a tax credit for foreign taxes paid by the Fund.

Your assessable income for each year includes net capital gains. Any capital gains distributed by the Fund may benefit from the discount available for shares held on capital account for 12 months or more. This discount is currently 50% for individuals and trusts, and 33.3% for complying superannuation funds. The discount is not available to companies.

At the end of each year, you will be sent a tax statement that will indicate the composition of the income distributed. This will include details of assessable income, capital gains, dividends, foreign income, tax credits and any other relevant tax information to include in your tax return.

### **Taxation of Disposal of Units**

If you dispose of your Units in the Fund (by way of redemption or otherwise) you may be subject to tax on any gain arising. A discount may be available on the capital gain on Units held for 12 months or more by individuals, trusts or complying superannuation funds.

If you hold your Units on capital account, any taxable capital gain arising from the redemption of your Units may form part of your assessable income. You may be eligible for the discount capital gains tax concession if you are an individual, trustee or complying superannuation fund and the Units have been held for 12 months or more. You should consult your tax adviser about the capital gains tax implications of a redemption of Units in the Fund.

If you carry on a business of trading in Units or securities, you may be assessed in relation to dealings in Units as ordinary income rather than under the capital gains tax provisions. In such cases you will not be eligible for the discount capital gains tax concession.

### **Tax File Number and Australian Business Number**

It is not compulsory for you to provide your Tax File Number ("TFN"), TFN exemption or Australian Business Number (ABN). However, if you do not provide a TFN, TFN exemption or ABN, then the Trustee may be required to deduct tax from any income distribution payable to you at the maximum personal tax rate plus Medicare levy and any other applicable government charges.

### **Australian Goods and Services Tax (GST)**

The acquisition and disposal of Units in the Fund by Investors will not be subject to GST. However, GST may apply to fees charged to the Investors by the Fund, the Trustee or the Manager.

### **Foreign Account Tax Compliance Act (FATCA)**

In compliance with the U.S income tax laws commonly referred to as the Foreign Account Tax Compliance Act (FATCA) and the Intergovernmental Agreement signed with the Australian Government in relation to FATCA, the Fund will be required to provide information to the ATO in relation to – (a) Investors that are US citizens or residents; (b) entities controlled by US persons; and (c) financial institutions that do not comply with FATCA.

The Fund is intending to register for FATCA purposes and to conduct its appropriate due diligence (as required). Where Investors of the Fund do not provide appropriate information to the Fund, the Fund will also be required to report those accounts to the ATO.

By making an application to invest in the Fund, you agree to provide the Trustee with certain identification and related information in order to enable it to comply with its FATCA obligations.

If requested by Glenmore, the unitholder agrees, and it is a condition of the issue of the Units, to provide certain information required by it or the Trustee/Custodian in order to comply with any applicable law, including the United States *Foreign Account Tax Compliance Act* (FATCA) and the Common Reporting Standards under the CRS Laws.

### **Attribution Managed Investment Trust (AMIT) Regime**

On 5 May 2016, the Government introduced a new regime dealing with the income tax treatment of AMITs. The new regime can be applied by the Fund from its inception (or for any subsequent year) if the Fund qualifies as an Attribution MIT for that year of income and qualifies to make an election to apply the new regime. An election to apply the new regime is irrevocable. The Fund will consider the application of the new regime and where appropriate will examine whether it is beneficial to make an election to apply these provisions.

## Additional Information

### **Constitution of the Fund**

The Fund is governed by a constitution which binds the Trustee and the Unitholders of the Fund (“Constitution”). The Constitution sets out the conditions under which the Trustee operates and the rights, responsibilities and duties of the Trustee in respect of the Fund. In particular, the right of the Trustee to retire and the ability of the Trustee to charge fees and recover expenses are set out in the Constitution.

The Trustee may alter the Constitution in certain circumstances if the Trustee reasonably considers that the change will not adversely affect Unitholders’ rights. Otherwise, the Trustee must obtain Unitholders’ written consent, or approval by special resolution at a meeting convened for that purpose. The Fund may be terminated in certain circumstances stated in its Constitution, including by giving notice to Unitholders.

The Constitution contains provisions limiting the requirement of the Trustee to compensate Unitholders. Generally, if the Trustee complies with its duties, it will not be required to compensate a Unitholder for the loss unless required by law. The Constitution also contains provisions regarding the Trustee’s liabilities and rights for reimbursement out of the Fund.

### **Unitholders’ Rights**

The rights of a Unitholder in the Fund are outlined in the Constitution. Subject to the other terms of the Constitution and this Information Memorandum, these include the right to:

- Withdraw Units;
- Receive income and capital distributions;
- Participate in distributions including upon termination or winding up of the Fund; and
- Call, attend and vote at Unitholder meetings.

Each Unit a Unitholder holds in the Fund gives that Unitholder a beneficial interest in the Fund as a whole, but not in any particular asset of the Fund. Holding Units in the Fund does not give a Unitholder the right to participate in the management or operation of the Fund.

### **Classes of Units**

The Trustee may issue different Classes of Units and may determine the rights, obligations and restrictions which will attach to the Units within each Class. Currently, the Trust has two Classes of units, Ordinary Class and Platform Class. Units in the Ordinary Class can be issued by way of direct investment by eligible investors and Units in the Platform Class are only to be issued to IDPS operators investing in the Fund on behalf of Indirect Investors, unless otherwise determined by the Trustee,

### **Transfer of Units**

Please contact Glenmore or your IDPS operator if you would like to transfer Units. Glenmore may refuse to register any transfer of Units by a Unitholder without providing any reason.

### **Register of Unitholders**

The register of Unitholders is maintained by the Administrator.

### **Trustee's Indemnity and Liability**

The Trustee is entitled to be continually indemnified against all expenses, losses and liabilities that are incurred as a direct or indirect result of anything done or not done in the proper performance of its duties under the Constitution.

### **Limitation of Unitholders' Liability**

The Fund Constitution provides that a Unitholder's liability to the Trustee is limited to their investment in the Fund. However, investors should note that the courts have not finally determined the extent of liability of Unitholders in unit trusts.

### **Amending the Constitution**

The Trustee may amend or replace the Constitution in accordance with the Constitution.

### **Further Information**

Please contact Glenmore if you would like a copy of the Constitution.

### **Anti-money laundering and counter-terrorism financing laws**

The *Anti Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) ("**AML Law**") regulates financial services and transaction in a way that is designed to detect and prevent money laundering and terrorism financing. The AML law is administered by the Australian Transaction Reports and Analysis Centre ("**AUSTRAC**").

Under the AML Law, the Trustee is required to:

- Verify a Unitholder's identity and a beneficial owner's identity before providing services and to re-identify a Unitholder if they consider it necessary to do so: and
- Keep a record of any documentation Unitholders supply relating to the verification of their identity for 7 years.

The Trustee has implemented a number of measures and controls to ensure it complies with its obligations under the AML Law, including carefully identifying and monitoring Unitholders. As a result of the implementation of these measures and controls:

- Transactions may be delayed, blocked, frozen or refused where Glenmore has reasonable grounds to believe that the transaction breaches the law or sanctions of Australia or any other country. Applications cannot be processed unless all the necessary information is provided;
- Where transactions are delayed, blocked, frozen or refused, Glenmore is not liable for any loss Unitholders suffer (including consequential loss) as a result of its compliance with the AML Law as it applies to Glenmore; and
- Glenmore may at times require additional information from you to assist it in this process.

Glenmore has certain reporting obligations under the AML Law and in some circumstances is prevented from informing Unitholders that any such reporting has taken place. Where required by law, Glenmore and/or the Administrator may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC.

### **Common reporting standards (CRS)**

The Common Reporting Standard ("CRS") is the single global standard for the collection, reporting and exchange of financial account information on foreign tax residents. Australia has signed the OECD Multilateral Competent Authority Agreement on Automatic Exchange of Account Information. This agreement enables CRS information to be exchanged between jurisdictions' tax authorities where relevant legislation has been adopted. The Australian CRS legislation came into effect from 1 July 2017. From that date, the Investment Manager is required to collect certain information about foreign tax residents to provide it to the Australian Taxation Office ("ATO"). The ATO may pass this information onto tax authorities in other jurisdictions who have adopted the CRS. The first reports were due to the ATO by 31 July 2018 containing information for the period from 1 July 2017 to 31 December 2017 and each calendar year thereafter. The requirements are similar to those which exist under FATCA, however, there are a greater number of countries in respect of which the ATO may provide information to the respective tax authorities.

### **Conflicts of Interest**

The Trustee has established internal policies and procedures to ensure that any conflicts of interest arising in relation to the Fund are adequately identified and appropriately managed. Where the Trustee considers that a particular conflict of interest is likely to have a materially adverse effect on Unitholders, it will seek to implement adequate arrangements to mitigate, prevent and/or minimise (where practicable) adverse effects on Unitholders.

### **Privacy Policy**

Privacy laws apply to the handling of personal information by the Trustee. The Trustee may collect personal information about a Unitholder from their Application Form to establish and support the ongoing administration of their investment in the Fund, comply with Australian taxation laws, the Corporations Act, AML Law and other laws and regulations. It will also be used to advise Unitholders of new developments relevant to their investment in the Fund. For legal and practical reasons, the Trustee will not be able to process an application or administer an investment without certain prescribed information. By providing the Application Form to us, you consent to the use and disclosure of your personal information by us in the ways described in this Information Memorandum.

The Trustee may disclose a Unitholder's personal information to external parties who provide services to the Trustee in relation to the Fund.

Any personal information you provide to the Administrator will be collected and handled in accordance with Apex Fund Services' privacy policy, a copy of which can be found at [www.apexfundservices.com](http://www.apexfundservices.com) or posted/emailed to you if you contact Apex Fund Services on +61 3 9020 3000 or [glenmore@apexfunds.com.au](mailto:glenmore@apexfunds.com.au). By submitting paperwork relating to your investment you consent to your personal information being collected and handled by the unit registry in accordance with that policy.

You may be entitled to gain access to your personal information held by the Trustee. Unitholders have the right to ask the Trustee to correct information about them which is inaccurate, incomplete or out of date.

Unitholders who would like access to their personal information or who have questions should contact Glenmore at the contact details specified in the Fund Directory.

Certane CT Pty Ltd (**Certane**) may collect your personal information for primarily purpose of providing custodial services to Glenmore and for ancillary purposes detailed in the Privacy Policy. Certane may disclose your personal information, such as, your name and contact details, along with your account information to its related bodies corporate, the trustee, manager, professional advisers, the land titles office and/or as otherwise instructed by the manager. We are also permitted to collect and disclose your personal information when required or authorised to do so by law. Certane is not likely to disclose your personal information to overseas recipients. Your personal information will be used in accordance with Certane's Privacy Policy. The Privacy Policy contains information about how you may access or correct your personal information held by Certane and how you may complain about a breach of the Australian Privacy Principles. You may obtain a copy of Certane's Privacy Policy at [Certane - Privacy Policy.pdf](#).

## **Authorised Representatives**

### **Appointment of authorised representative to operate account**

You may elect to appoint an authorised representative to operate your account. The relevant sections on the Application Form need to be completed, including the name and signature of the authorised representative, the signature of the Unitholder and the date. Only Unitholders can appoint authorised representatives.

By completing and lodging the relevant sections on authorised representatives on the Application Form you release, discharge and agree to indemnify the Trustee from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from the Trustee acting on the instructions of your authorised representative. You also agree that any instructions of your authorised representative to the Trustee, which are followed by the Trustee, shall be a complete satisfaction of the obligations of the Trustee, notwithstanding any fact or circumstance, including that the instructions were made without your knowledge or authority. You agree that if an authorised representative's instructions are followed by the Trustee, you and any person claiming through or under you shall have no claim against the Trustee in relation to the instructions.

### **Powers of an authorised representative**

An authorised representative can, amongst other things:

- Apply for additional Units;
- Withdraw all or part of your investment; and
- Enquire as to the status of your investment and obtain copies of any statements to which they are entitled.

Withdrawal payments will not be made to third parties. If a company is appointed as an authorised representative, the powers will extend to any director and authorised officer of the company. If a partnership is appointed as an authorised representative, the power will extend to all partners.

## **Complaints**

If you have any queries or complaints, please contact Glenmore or the Administrator in writing.

Please refer to the contact details on page 5 of the Fund Directory. Glenmore will acknowledge your query/complaint in writing within ten (10) business days. We will then give consideration to the complaint and advise you of the outcome as soon as possible.

## **Service Providers**

### **Administration**

The Trustee has delegated some administrative functions by appointing Apex Fund Services Ltd (“Apex”) to provide fund administration and unit registry services. Apex is one of the world’s largest specialist fund administration and middle office solutions providers. Apex has 33 offices globally, is ISAE 3402/SSAE16 audited and has over US\$45 billion under administration.

Apex will provide administrative services including:

- Fund accounting services including trade confirmation and reconciliation
- Regulatory and administrative services
- Compliance, performance and analytical services
- Unit pricing and registry services

As administrator, Apex is contactable for all application and redemption forms. Their contact details are listed in the Fund Directory.

Apex Fund Services Ltd (also referred to as ‘Administrator’ in this Information Memorandum) has been appointed as the administrator of the Fund. The Administrator has not been involved in the preparation of this Information Memorandum and takes no responsibility for its contents.

The Administrator and its affiliates are responsible for the general administration of the Fund that includes keeping the register of unitholders, arranging for the issue and redemption of Units and calculation of asset valuations and fees.

The Administrator and its affiliates are entitled to be indemnified by the Fund against all liabilities, obligations, losses, damages, penalties, actions, judgments, suits, costs, expenses or disbursements of any kind or nature whatsoever (other than those resulting from the fraud, gross negligence or wilful default on the part of the Administrator) which may be imposed on, incurred by or asserted against the Administrator in performing its obligations or duties.

The Administrator and its affiliates are a service provider to the Fund and have no responsibility or authority to make investment decisions, or render investment advice, with respect to the assets of the Fund. The Administrator is not responsible for, and accepts no responsibility or liability for any losses suffered by the Fund as a result of any investment decision.

None of the Administrator, any of its affiliates or any of its related bodies corporate, guarantees in any way the performance of the Fund, repayment of capital from the Fund, any particular return from, or any increase in, the value of the Fund.

The Administrator and its affiliates are not responsible for any failure by the Fund or the Investment

Manager to adhere to the investment objective, policy, investment restrictions or operating guidelines. The Administrator will not participate in transactions or activities or make any payments denominated in U.S. dollars, which, if carried out by a U.S. person, would be subject to OFAC sanctions.

The Administrator has delegated certain functions and duties to its affiliates in Australia – Apex Fund Services (Australia) Pty Ltd and may use other affiliates in other countries to

perform obligations in connection with the Fund in the future. However, the principal register will be maintained by the Apex Fund Services (Australia) Pty Ltd.

### **Audit & Tax**

The Trustee has appointed Pitcher Partners to provide tax and audit services for the Fund.

These services include:

- Annual audit of financial statements
- Review of income tax return
- Review of net income calculations for distributions

These services will be provided after the end of each Financial Year.

### **Custody**

Glenmore has appointed an independent custodian to hold the assets of the Fund. Certane CT Pty Ltd (**Certane Corporate Trust**) is a respected and leading provider of corporate trustee solutions to the financial services industry, having emerged from a business which has been providing custody and trustee services for over 130 years. Certane Corporate Trust is a member of the Certane Capital Pty Ltd (**Certane**) Group, a financial and technology infrastructure company. Certane Group has over \$40 billion of assets under management with over 100 employees across 2 offices in Australia and offer a range of leading and technology-enabled trustee, custodian and supervision solutions.

Glenmore, as trustee of the Fund, has appointed Certane Corporate Trust under a Custodian Agreement. The Custodian's role is to hold the assets in its name and act on the direction of Glenmore to effect cash and investment transactions.

Certane Corporate Trust has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to a unit holder for any act done or omission made in accordance with the Custodian Agreement.

Certane Corporate Trust's role as Custodian is limited to holding the assets of the Fund.

### **Disclaimer**

Certane Corporate Trust has not withdrawn its consent to be named in this IM as custodian of the Fund in the form and context in which it is named. Certane Corporate Trust does not make, or purport to make, any statement that is included in this IM and there is no statement in this IM which is based on any statement by Certane Corporate Trust. To the maximum extent permitted by law, Certane Corporate Trust expressly disclaims and takes no responsibility for any part of this IM other than the references to its name. Certane Corporate Trust does not guarantee the repayment of capital or any particular rate of capital or income return.

## Glossary

<b>Administrator</b>	The administrator appointed by the Trustee which is Apex Fund Services (Australia) Pty Ltd as at the date of this Information Memorandum, responsible for providing fund administration and unit registry services.
<b>AFSL</b>	Australian Financial Services Licence
<b>Application Form</b>	The application form included in or accompanying this Information Memorandum relating to the purchase of Units
<b>Benchmark</b>	S&P/ASX All Ordinaries Accumulation Index
<b>Business Day</b>	A day other than a Saturday or Sunday on which Australian Banks are open for general banking business in Melbourne, Australia
<b>Class</b>	Refers to a class of Units in the Fund
<b>Constitution</b>	The constitution governing the Fund, as amended from time to time
<b>Corporations Act</b>	The Corporations Act 2001 (Cth) as amended from time to time
<b>Distribution Date</b>	The day on which distributions from the Fund are paid and/or reinvested
<b>Financial Year</b>	The year ending 30 June
<b>Fund / Glenmore Fund</b>	Glenmore Australian Equities Fund
<b>Hedging</b>	Transactions entered into (usually opposite transactions within the same asset class or market) that protect against adverse price movements and limit the exposure to a specific risk
<b>IDPS</b>	Means Investor Directed Portfolio Services
<b>Indirect Investors</b>	Investors who invest in the Fund through an IDPS
<b>Investment Manager</b>	Glenmore Asset Management Pty Ltd. ABN 87 608 172 014 AFSL 485588
<b>Issue Price</b>	The price at which new Units are issued
<b>Management fee</b>	A management fee of 1.2% per annum (excluding GST) of the net asset value (NAV) of the Fund accrues and is payable by the Fund to Glenmore monthly in arrears.

<b>NAV</b>	The NAV of the Fund is the value of all its assets less all its liabilities.
<b>NAV per Class</b>	The NAV of a particular Class of Units determined as the value of all assets referable to that Class less all liabilities referable to that Class.
<b>NAV per Unit</b>	Means the NAV of the Fund divided by the number of Units on issue.
<b>Ordinary Class and Ordinary Units</b>	A Class of Units where valuations are calculated on a monthly basis and for which applications and redemptions can be made on a monthly basis, issued to investors directly investing in the Fund, unless otherwise determined by the Trustee.
<b>Outperformance</b>	Outperformance is calculated as the amount by which the NAV per Unit of the relevant Series exceeds the Benchmark in a Performance Period.
<b>Performance Period</b>	A period in which a performance fee has accrued.
<b>Platform Class and Platform Units</b>	A Class of Units where valuations are calculated on a monthly basis and for which applications and redemptions can be made on a monthly basis, issued to IDPS operators investing in the Fund on behalf of Indirect Investors, unless otherwise determined by the Trustee.
<b>Redemption Day</b>	Has the meaning give to this term in the section " <i>Redemption Processes and Cut Off Times</i> ".
<b>Redemption Price</b>	The NAV per Unit on the last Valuation Day before or on the Redemption Day, adjusted for the buy/sell spread as calculated under the Constitution.
<b>Series</b>	The Unit valuation of the Ordinary Units based on different series of Ordinary Units referring to different Subscription Days.
<b>Subscription Day</b>	The Valuation Day on which Units are first priced and application monies accepted into the Fund.
<b>Trustee</b>	Glenmore Asset Management Pty Ltd. ABN 87 608 172 014 AFSL 485588
<b>Unit or Units</b>	A Unit or Units in the Fund offered under this information Memorandum.
<b>Unitholder/s</b>	Persons who are indicated on the register of holders as the holder of a Unit or Units in the Fund.
<b>Valuation Day</b>	In relation to the Ordinary Units and Platform Units, the last day of each calendar month on which the NAV of the Ordinary Class is calculated.
<b>Wholesale Client</b>	Has the meaning provided in the Corporations Act