

# **Emit Capital Climate Finance Equity Fund**

## **Information Memorandum**

ISSUE DATE 20 MAY 2022





# Important Information

## ISSUER

This Information Memorandum is issued by One Fund Services Ltd ACN 615 523 003 AFS Licence No. 493421 (the Trustee) as trustee of the Emit Capital Climate Finance Equity Fund (the Fund). Units in the Fund will be issued by the Trustee in its capacity as trustee for the Fund. The Trustee has appointed Emit Capital Asset Management Pty Ltd (ACN 652 326 237, CAR 00129 6827) as the investment manager (Emit Capital or the Manager). Emit Capital is a corporate authorised representative of One Wholesale Fund Services Ltd ACN 159 624 585 AFS Licence No. 426503.

## NO DISCLOSURE REQUIRED

This Information Memorandum is intended to provide potential Investors with information only and does not constitute a product disclosure statement, prospectus or other disclosure document required by the Act. This Information Memorandum has not been lodged with the Australian Securities and Investments Commission (ASIC) or any other government body.

The Offer made under this Information Memorandum is only available to persons who qualify as wholesale clients (as defined in section 761G(7) of the Act) (collectively, Wholesale Clients). The Trustee will not issue Units to a person unless it is satisfied that the person is a Wholesale Client.

## CONFIDENTIALITY AND DISTRIBUTION OF THIS DOCUMENT

This Information Memorandum and any other information provided in connection with this Information Memorandum are provided to you on a confidential basis for the purpose of evaluating an investment in the Fund and may not be reproduced in whole or in part, without the express written permission of the Trustee.

## GENERAL INFORMATION ONLY

This Information Memorandum does not take into account your personal needs and individual objectives or financial situation. Prospective Unit holders should consider consulting a financial and taxation adviser before making any investment decision to determine whether or not this product is appropriate to their objectives, financial situation and needs.

Emit Capital is not authorised to provide personal financial product advice in relation to the offer of Units in the Fund, nor has it authorised any person to provide personal financial product advice on its behalf.

## FORECASTS OR FORWARD-LOOKING STATEMENTS

This Information Memorandum includes forecasts and forward-looking statements that may contain the words "believe", "intend", "estimate", "expect" and words of similar meaning. All statements other than statements of historical facts included in this Information Memorandum, including, without limitation, those regarding the Fund's financial position and business or investment strategy, plans and objectives are forward-looking statements. Forecasts and forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance, or achievements of the Fund to be materially different from future results, performance or achievements expressed or implied by any forecasts or such forward-looking statements.

Any forecasts and forward-looking statements are based on numerous assumptions regarding the Fund's operations and present and future business and investment strategies and the markets in which the Fund will operate in the future. These forecasts and forward-looking statements are made on the date of this Information Memorandum. Accordingly, there can be no assurance that such statements, estimates or projections will be realised.



# Important Information (Cont.)

## NO REPRESENTATION OTHER THAN IN THIS INFORMATION MEMORANDUM

The Trustee and the Manager are not responsible for any advice or information given, or not given, to prospective applicants by any party and, to the maximum extent permitted by law, accept no liability whatsoever for any loss or damage arising from prospective applicants relying on any information that is not in this Information Memorandum.

Prospective investors should rely only on information in this Information Memorandum. No person is authorised to provide any information or to make any representation in connection with the Offer that is not contained in this Information Memorandum. Any information or representation not contained in this Information Memorandum may not be relied upon as having been authorised by the Trustee.

## TRUSTEE LIMITATION OF LIABILITY

Except in certain circumstances (including fraud, negligence, or default by the Trustee), the Trustee enters into transactions for the Fund in its capacity as trustee of the Fund only, not in its own capacity, and its liability in relation to those transactions is limited to the assets of the Fund.

## NO RESPONSIBILITY FOR THE CONTENTS OF THE DOCUMENT

To the maximum extent permitted by law, neither the Trustee nor the Manager, nor any of their associates, related parties, directors, officers, employees, advisors (including financial, accounting, and legal advisors) or representatives make any recommendation in relation to the Fund, or make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained in this Information Memorandum.

This Information Memorandum does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in the Fund. This Information Memorandum must be read in conjunction with the Fund's Constitution, a copy of which is available (free of charge) by contacting the Trustee on (02) 8277 000 or [emit@oneinvestment.com.au](mailto:emit@oneinvestment.com.au). To the extent there are any inconsistencies between the Constitution and this Information Memorandum, the Constitution will prevail.

## UPDATED INFORMATION

The Trustee may amend this Information Memorandum from time to time but will give Unit holders a minimum of 30 days' notice of any changes we consider are materially adverse from the perspective of the Unit holders as a whole. Such further information may be made available at [www.oneinvestment.com.au/emit](http://www.oneinvestment.com.au/emit).

## FOREIGN JURISDICTION

This Information Memorandum does not constitute, and may not be used for the purpose of, an offer or solicitation in any jurisdiction other than Australia or in circumstances in which such offer or solicitation is not authorised. No recipient of this Information Memorandum in any jurisdiction other than Australia may treat it as constituting an offer to acquire Units.

## GLOSSARY

Capitalised terms and expressions used in this Information Memorandum have defined meanings which are explained in the 'Glossary' section of this Information Memorandum.



# Summary Of Fund

<b>Fund</b>	Emit Capital Climate Finance Equity Fund, a wholesale unit trust
<b>Investment Objectives</b>	The objective of the Fund is to generate consistent and sustainable long-term returns (after fees and expenses) in excess of the Benchmark
<b>Benchmark</b>	MSCI All Country World Index Net (AUD)
<b>Investment Strategy</b>	The Fund will invest in global listed equities where the business activities of those companies are assessed to contribute to a meaningful reduction in climate change.
<b>Investor Eligibility</b>	Investors who qualify as Wholesale Clients only
<b>Stock Holdings</b>	20-50
<b>Global Equities</b>	90-100%
<b>Cash</b>	0-10%
<b>Trustee</b>	One Fund Services Ltd ACN 615 523 003
<b>Investment Manager</b>	Emit Capital Asset Management Pty Ltd ACN 652 326 237
<b>Registrar</b>	One Registry Services Pty Limited ABN 69 141 757 360
<b>Minimum Investment</b>	\$100,000 The Trustee may exercise its discretion to accept a lower amount
<b>Minimum Additional Investment</b>	\$50,000 The Trustee may exercise its discretion to accept a lower amount
<b>Minimum Redemption Amount</b>	\$25,000 The Trustee may exercise its discretion to accept a lower amount
<b>Applications</b>	Applications are processed using the application price per Unit on the last Business Day of each calendar month.
<b>Redemptions</b>	Redemptions are processed using the redemption price per Unit on the last Business Day of each calendar month.
<b>Buy/Sell Spread</b>	+/-0.25%
<b>Management Fee</b>	1.25% per annum of the Net Asset Value of the Fund (plus GST)
<b>Performance Fee</b>	20% of the Fund's outperformance over the Benchmark after Management Fees and expenses per annum (plus GST)
<b>Distributions</b>	Annually as at 30 June, unless otherwise determined by the Trustee

# The Trustee

The Trustee has extensive experience as a professional trustee.

The Trustee is a member of the One Investment Group (OIG). OIG is an independent Australian funds management business that focuses on providing responsible entity, trustee and other services associated with funds management. OIG operates a number of entities that, pursuant to the Act, are licensed to conduct financial services businesses and to act as responsible entities for registered schemes and as trustees for unregistered schemes.

OIG is responsible for in excess of 300 funds and \$35 billion across a wide range of underlying asset classes, including fixed income, infrastructure, real estate, equities, private equity, and fund of funds. OIG's clients include global and Australian listed companies, sovereign wealth funds, banks, insurance companies, pension funds, private equity firms and boutique managers.





# Business Overview

## ABOUT EMIT CAPITAL ASSET MANAGEMENT

Emit Capital Asset Management is a boutique Australian fund manager owned and managed by its staff. An experienced investment manager, Emit Capital was founded in 2005 to participate in investment opportunities in the emerging global carbon markets. Since then, Emit Capital has been at the forefront of climate finance markets across multiple assets and jurisdictions.

Emit Capital's focus is on investment opportunities linked to the mitigation of climate change. Its long-term commitment to the market for climate finance demonstrates a core objective to generate solid investment returns from the transition to a low carbon economy.

*Signatory of:*



## INVESTMENT TEAM

The investment team at Emit Capital are highly experienced across funds management, climate finance, energy markets and investment opportunities for low emission technologies and projects.

- The personnel at Emit Capital have been at the forefront of the market for climate finance for the last 15 years;
- The investment team has extensive funds management and investment industry experience; and
- The investment team has a network of contacts and relationships across a broad range of industries.

## Directors & Executives



**Managing Director & CIO**  
Matt Dever

### Managing Director **Matt Dever (B.Ec, F Finsia)**

Matt is the founder of Emit Capital and has over 25 years investment management experience. Matt has been involved in climate finance for the last 20 years working with global investors and projects in the areas of renewable energy and energy efficiency.

A passionate advocate for sustainability and the transition to net-zero emissions across the global economy, Matt founded Emit Capital to provide investors the opportunity to participate in this transition. Under Matt's leadership, Emit Capital has been at the forefront of the emerging clean energy industry including the global emission trading market, M&A activity in the renewable energy sector and identification of clean tech and low emission technology for clients.

Matt is an experienced non-executive director with experience gained as a director of the Carbon Market Institute and director of Cycling Australia.

## Directors &amp; Executives (Cont.)



**Portfolio Manager**  
Roger McIntosh

**Portfolio Manager & Head of Investment Committee****Roger McIntosh (B.Sc, MAppFin)**

Roger is a funds management executive with significant experience gained across leading investment funds over the last 20 years. In particular, Roger spent 15 years with Vanguard Australia as their Head of Global Equities and Investment Strategy & Research managing portfolios totalling in excess of \$AUD 40 billion.

Roger is a highly experienced quantitative analyst and heads the Investment Committee at Emit Capital with responsibility for managing the portfolio construction and ongoing risk management of the Fund assets.

An industry leader, Roger is also involved in enhancing market practitioner and wider community quantitative knowledge of financial and investment challenges, as a member of the Melbourne sub-committee for the Institute of Quantitative Research in Finance, Q-Group Australia. Roger is also a guest lecturer at RMIT and La Trobe University providing real-world insight into current portfolio management topics.



**Head of Research**  
Suhas Kundapoor

**Head of Research****Suhas Kundapoor**

Suhas has over 25 years' experience in portfolio management and private equity. He is currently the Managing Director at Greenwich Advisors, LLC based in Greenwich, Connecticut.

With an extensive background in Private Equity, mergers & acquisitions, deal structuring and strategic planning for public and private clients globally, Suhas has structured over \$3Billion in private equity and project finance raises (both debt and equity) globally.

Previously, Suhas worked with Verizon where he helped manage Verizon's ESG \$400 million Capital Investments Program.

Suhas has extensive buy-side research experience having managed large equity research teams and is responsible for providing the key research capability for Emit Capital.



**Chief Operating Officer**  
Craig Jackett

**Chief Operating Officer****Craig Jackett**

Craig is a highly experienced business executive and is responsible for the overall operations of Emit Capital. In addition, Craig uses his 25+ years of experience in marketing & communications to effectively promote Emit Capital and the underlying investment themes.

As an experienced Company Director accustomed to environmentally driven change, Craig believes in the power of ethical investment and is a firm believer in the promotion of its robust future.

Craig is a member of the Design Business Council, Design Yak, and currently acts in an advisory role on the boards of several local community organisations.



# Investment Focus

Unlike other investment managers, Emit Capital's sole focus is on the market for climate finance. Utilising its broad investment and funds management experience, Emit Capital invests in companies, technologies and industries that will lead the world economy to achieve decarbonisation.

The personnel at Emit Capital are passionate about the climate finance market and in pursuing positive outcomes for the environment and long-term attractive returns for its clients.

## STRUCTURE

Emit Capital has a strong alignment of interests with its clients:

- Emit Capital's investment focus is 100% climate finance;
- The business is wholly owned by its staff; and
- Staff invest alongside Unit holders in the Fund.

## INVESTMENT APPROACH

Emit Capital employs a traditional investment approach with a thematic overlay, including:

- A climate finance thematic approach setting the basis for Emit Capital's top-down sector and industry selection; and
- A bottom-up analysis using fundamental and quantitative analysis techniques to identify companies offering the best value within the key themes.



Investment markets are driving the transition to a low carbon economy with the aim of reducing emissions and limiting the rise in global temperatures.

# Key Features Of The Fund

## OBJECTIVE

The objective of the Fund is to generate consistent and sustainable long-term returns after fees and expenses, in excess of the Benchmark. The Benchmark is the MSCI All Country World Index (AUD).

## ABOUT THE FUND

The Fund is a wholesale unregistered managed investment scheme that will pool Unit holders' money to indirectly invest in a portfolio of globally listed companies that are assessed by the Manager to contribute to a reduction in climate change and demonstrate sound ESG credentials.

The Fund is an Australian unit trust.

Money invested in the Fund will represent your holding in the Fund. Each Unit in the Fund confers an equal and proportionate beneficial interest in the net Assets of the Fund. A Unit will not give you an interest in any particular part of the Fund's Assets or investments, or an entitlement to exercise any right or power in respect of any such asset or investment, or an entitlement to participate in the management or operation of the Fund (other than through Unit holder meetings).

The working of the Fund is regulated by its Constitution and the general law of Australia. The Constitution sets out the conditions under which the Fund is to operate, the rights and liabilities of Unit holders, and the rights, powers, responsibilities, and duties of the Trustee. Unit holders are bound by the provisions of the Fund's Constitution.

The principal rights of a Unit holder in the Fund are to:

- (a) share in the Fund's distributable income;
- (b) attend and vote at Unit holder meetings; and
- (c) share in the distribution of Assets if the Fund is wound up.

The Trustee has appointed the Manager as the investment manager of the Fund pursuant to an investment management agreement between the Manager and the Trustee.

## INVESTMENT STRATEGY

At the core of Emit Capital's investment philosophy is a focus on global equities where the business activities of those companies are assessed to make a meaningful contribution to a reduction in climate change. This core theme sets the basis for the top-down sector and industry selection and focuses on the following sectors/business models:



### Energy transformation

(for example, renewable energy generation);



### Transport & related infrastructure

(for example, electric vehicles);



### Energy efficiency & storage

(for example, battery storage; and



### Water management

(for example, filtration & waste treatment).

The secondary layer of Emit Capital's thematic screening is adherence to ESG principles and the ability to achieve a sustainable 'score' for each company across the 3 key elements of environment, social and governance (see 'Emit Capital's Key ESG Principles' and 'ESG Scorecard' below for more details).

## ELIGIBLE INVESTORS

This offer to subscribe for Units in Fund is only available to Wholesale Clients. Broadly, Wholesale Client means an investor who:

- invests \$500,000 or more in the Fund; or
- if investing less than \$500,000:
  - provides a certificate from a qualified accountant (substantially in a form provided in the Application Form accompanying this Information Memorandum) that states that the investor has net assets of at least \$2.5 million or has a gross income for each of the last two financial years of at least \$250,000; or
  - is a professional investor (including the holder of an Australian financial services licence, a person who controls more than \$10 million or a person that is a listed entity or a related body corporate of a listed entity).

# Investment Approach

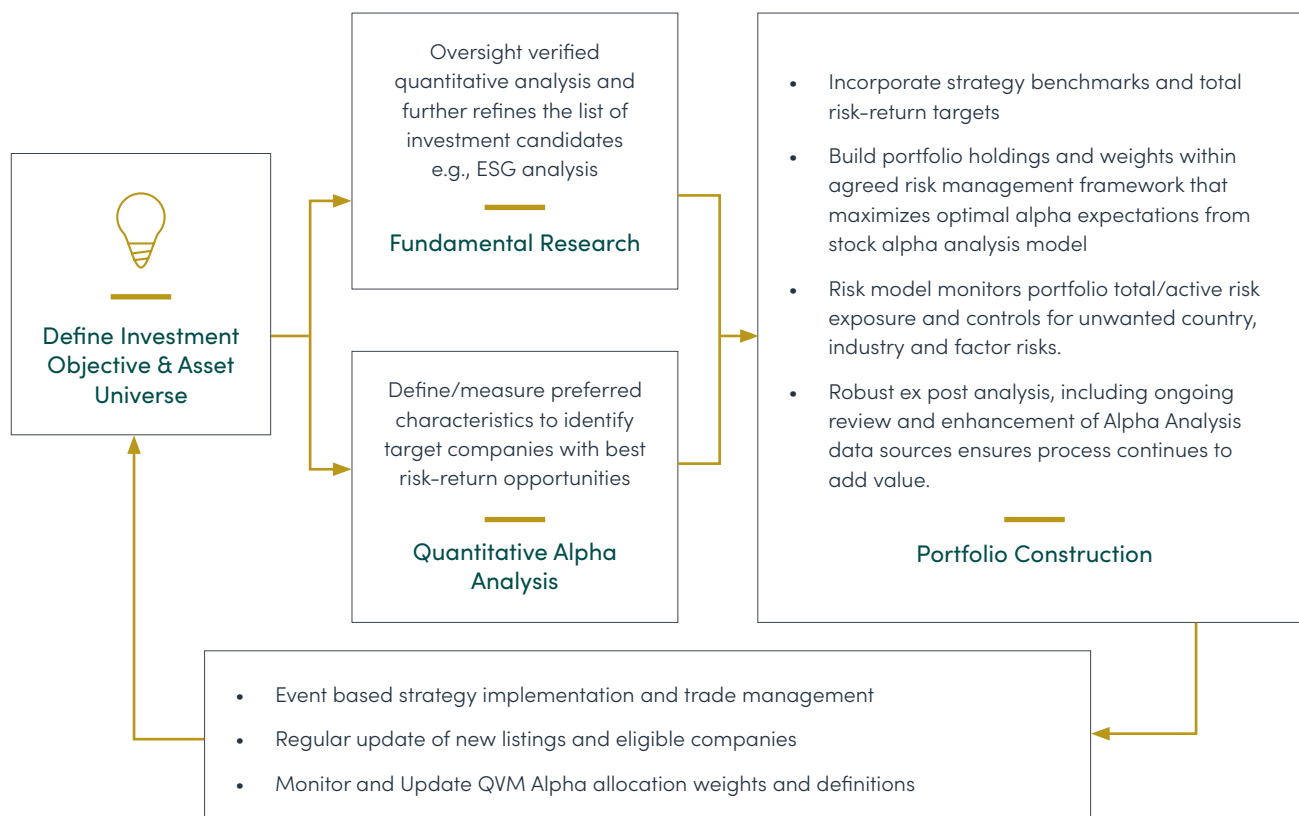
Utilising its industry and sector analysis, Emit Capital undertakes a fundamental bottom-up analysis using qualitative and quantitative analysis to identify companies assessed to offer the best value and combination of preferred equity factors.

Emit Capital focuses on the potential for earnings growth, and the ability to leverage the underlying business case in the context of its overall theme.

The following depicts our overall investment approach process:



## COMBINING QUANTITATIVE AND FUNDAMENTAL





# Investment Approach (Cont.)

## QUANTITATIVE PROCESS

### ☆☆☆ QUALITY

- Companies that can better withstand adverse developments
- Balance sheet leverage, revenue growth, volatility of earnings growth and expected return on invested capital/equity



### VALUE

- Multiple factors provide more stability over time to model
- Economic Value Added adjusted book/price, earnings yield, dividend yield, cashflow yield



### MOMENTUM

- Companies with evidence of a catalyst are better prospects
- Short and medium term volatility adjusted market performance and analyst earnings revisions

The weighting of each factor is subject to ongoing review and adjustment.



### ☆☆☆☆☆ SCORING

- The score for each of Q, V and M provides relative expected returns in normal distribution
- Top quintile of QVM ranked stocks provide a catalyst for further investigation, however a high ranking doesn't automatically result in inclusion in the portfolio.

## FUNDAMENTAL AND ESG OVERLAYS

### Fundamental

Examine Balance Sheet and utilise research partners to address key questions



#### ACCOUNTING

Are reports and accounts subject to 'creative' accounting or an accurate representation of a firm's position?



#### STRATEGY

Is the quant scoring an accurate reflection of a company's strength within its industry? What is the competitive landscape like. Is the Industry in structural decline?

### Environmental, Social & Governance (ESG)

Utilise data to identify companies with strong ESG practices or exposure to ESG risk factors



#### ENVIRONMENT

Emissions/Waste, Innovation & Resource Use



#### SOCIAL

Community, Human Rights, Product Responsibility, Workforce



#### GOVERNANCE

Corporate Social Responsibility Strategy, Management Structure and Compensation, Shareholder Rights

# Investment Approach (Cont.)

## VALUATION

Emit Capital uses a variety of valuation techniques as each company has different drivers depending on the industry it operates in. The most common methodologies utilised are enterprise value multiples, free cash flow yields, discounted cash flow, price to earnings multiples and dividend yield.

## PORTFOLIO CONSTRUCTION

The portfolio construction process evaluates target holdings and determines optimal portfolio weights based on sophisticated quantitative techniques that consider total and active market risk measures, in conjunction with a review of the potential negative returns (downside capture) arising from the prevailing market conditions. These risk characteristics are constantly monitored, and the portfolio adjusted opportunistically, to avoid unwanted industry and factor biases.

It is intended that the portfolio will hold between twenty (20) and fifty (50) listed companies with a market capitalisation over \$US 100 million traded on global exchanges. The strategy evaluation universe is regularly updated to incorporate new listings and eligible companies.

The investment strategy holding time horizon is typically five to seven years because that is where we believe that most valuation and information inefficiencies exist. The Manager monitors macro factors and trends across the broad economy as well as within the climate finance sector to measure the impact on each of the chosen companies.

The portfolio aims to be appropriately diversified by industry, geography and risk factor and asset weightings of individual names reflect:

- The valuation gap between the current market price and Emit Capital's assessed value;
- The Manager's level of conviction and views on appropriate investment timing; and
- Liquidity and market capitalisation of the company.

The portfolio aims to be fully invested in normal market conditions, while keeping a flexible allocation to cash (up to 10% of Assets of the Fund to ensure effective operation of the strategy).

## MARKET RISK MANAGEMENT

Emit Capital incorporates a hands-on risk management process to all stocks in the portfolio, including individual name risk assessment and market risk management as part of the portfolio construction process. This is designed to avoid missing upside opportunities, while also seeking to limit any downside risk.

The portfolio construction process aims to determine the appropriate securities and weights that maximises optimal alpha (expected outperformance) for total and active risk targets, incorporating an assessment and check of downside risk impacts.

These constraints aim to maximise the contribution to active risk from stock selection and minimise the contribution to active risk from common factors contributing to portfolio and benchmark performance when calculating target holding weights for preferred names.

Emit Capital's risk management process also includes ESG analysis and adherence to selection criteria for each company, exposure limits (including concentration limits), and buy and sell (exit) strategies (including stop loss management).

## DERIVATIVES

Emit Capital may use exchange traded futures to achieve a desired exposure to cash or equities. Emit Capital may also invest in exchange traded options on listed shares in companies for which the Fund holds, or is intended to hold, physical stock.

With the prior approval of the Trustee, Emit Capital may use over the counter (OTC) derivatives.

Emit Capital does not use derivatives for speculative purposes or to gear the Fund.



Investments in companies that benefit from the transition to a low carbon economy will, in our opinion, outperform over time.





# Investment Approach (Cont.)

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG)

Emit Capital's ESG screening provides the second layer of stock selection after identification of those companies meeting the climate change thematic.

### ESG SCREENING

ESG includes environment, social and governance principles and the Manager's expectation is the companies selected for the Fund's portfolio will have a minimum score across all 3 aspects. Obviously, the environmental principle is a core component through the climate change focus however other environmental benefits are also targeted.

Emit Capital's ESG screening process focuses on the following:

- Key principles it believes are important to achieving sound ESG credentials for a company;
- Specific areas of a companies practice that are avoided due to the negative impact on ESG score; and
- Developing an overall scorecard for each company based on its key ESG focus and avoided practices.

## EMIT CAPITAL'S KEY ESG PRINCIPLES

The following principles are business practices or outcomes Emit Capital supports, and which therefore form a key component of its stock selection process:

- Clean air outcomes – low greenhouse gases (GHG);
- Land health;
- Sustainable product lifecycle;
- Clean oceans;
- Company transparency;
- Sound business models with ESG components embedded;
- Ethical leadership;
- Gender & racial equality; and
- Consumer safety standards.

## ESG SCORECARD

Those companies that meet the Manager's ESG principles are then considered for inclusion in the Fund's portfolio of investments. Specifically, there needs to be an alignment of the company's principles with the Manager's own baseline requirements for ESG.



# Fund Details

## MINIMUM INVESTMENT

The Fund is open to Wholesale Clients only.

The minimum initial investment in the Fund is \$100,000. The Trustee has the discretion to accept a lower amount.

The minimum amount of any further investment is \$50,000. The Trustee has the discretion to accept a lower amount.

## APPLICATION PROCEDURE

To apply for Units in the Fund, you must complete and sign the Application Form accompanying this Information Memorandum and send to the Registrar.

Applications will usually be processed using the application price per Unit determined on the last Business Day of each month (**Application Date**). In order for an application to be approved by the Trustee, a complete Application Form (including all supporting documentation) as well as cleared funds must be received by the Registrar before 5pm (Sydney time) at least 4 Business Days prior to the end of the relevant Application Date or such other times as determined by the Trustee at its discretion (**Application Cut-off**).

An application is not considered a valid application until the Registrar has received the application money in cleared funds, a completed Application Form and all information referred to in that Application Form. Failure to provide a valid application may delay the processing of an investor's application.

An applicant is requested to provide its Tax File Number (**TFN**), Australian Business Number (**ABN**) or exemption code, and failure to quote an ABN or TFN will result in tax being withheld by the Trustee on distributions paid to the investor at the highest marginal tax rate plus Medicare levy. It is not compulsory for an applicant to quote its TFN or ABN.

Completed Application Forms received before the Application Cut-off time will be processed using the application price determined on the relevant Application Date. Completed Application Forms received after the Application Cut-off time will be taken to have been received before the Application Cut-off time of the next or following month (as applicable) at the relevant application price.

Units will be allotted or issued with effect on the first Business Day after the relevant Application Date (**Allotment Date**).

The Trustee has the sole discretion whether to accept or reject an application. If your application is rejected, wholly or in part, then the Registrar on behalf of the Trustee will notify you in writing and arrange for return of your application money to you. Interest will not be paid to applicants on application money.

If your application to invest in the Fund is accepted, then interest earned on your application money will be retained by the Fund's Trustee. If your application to invest in the Fund is not accepted, invalid or incomplete, then your application money will be returned to you (without interest). You will not be entitled to any interest on your application money.

Investors should be aware that funds received to the Fund's application account will remain in the application account until Units are issued on the Allotment Date. Investors will not receive interest on their funds while those funds are in the Fund's application account. Investors may wish to take this into account in deciding when to pay cleared funds into the Fund's application account.

By sending a completed Application Form, you are making an irrevocable offer to become a Unit holder in the Fund and you are agreeing to be legally bound by the Constitution and the terms of the Information Memorandum. A brief summary of the Constitution is on page 24 of this Information Memorandum.

## UNIT VALUE AND APPLICATION PRICE

For the purposes of applications and redemptions the Unit price is calculated monthly as at the last Business Day of the calendar month.

Pursuant to the Constitution, the application price for a Unit is the Net Asset Value on the relevant Application Date plus an adjustment for Transaction Costs (see below) divided by the number of Units on issue.

The Constitution provides for Unit prices to take account of the costs of buying and selling Assets to meet applications and redemptions requests. This is referred to as the Transaction Costs.

As at the date of this Information Memorandum, the Trustee has determined to apply Transaction Costs adjustment of +0.25% to all applications and an adjustment of -0.25% to all redemptions in order to spread these costs fairly between Unit holders. This is sometimes referred to as the buy/sell spread and may vary in the future.

# Fund Details (Cont.)

The application price and the redemption price of a Unit will include the Transaction Costs.

## REDEMPTIONS AND REDEMPTION PRICE

Unit holders wishing to redeem all or part of their Units should complete a redemption request form and provide it to the Registrar by 5pm (Sydney time) at least 4 Business Days prior to the end of the month (**Redemption Cut-off**) in order for it to be processed as at the end of that month. Redemptions will usually be processed using the redemption price per Unit on the last Business Day of each month (**Redemption Date**).

The Trustee may, but are not obliged to, give effect to a redemption request. Redemption proceeds are generally paid around the 10th Business Day of the month following acceptance of the redemption request (provided that the redemption request form is received at least [4] Business Days prior to the end of the previous month). If a redemption request is received after the Redemption Cut-off, it will be treated as a request for redemption on the next relevant Redemption Date.

We may extend this period or accept part of a redemption request in certain unusual circumstances (for example due to circumstances outside our control such as restricted or suspended trading in the market for assets of the Fund). The Constitution sets out the circumstances in which the Trustee can delay access to your monies.

The minimum redemption amount is \$25,000, but the Trustee may in its discretion accept lesser amount. The redemption price is the Net Asset Value less an adjustment for Transaction Costs (see above) divided by the number of Units on issue at the end of a calendar month. Unit holders should note that the Net Asset Value reflects the value of the investments of the Fund and is therefore subject to fluctuation.

The Constitution allows for compulsory redemption under certain circumstances.

## DISTRIBUTIONS

Income distributions from the Fund will generally be calculated annually as at 30 June each year but this may occur more regularly as the Trustee determines (each date as at which income distributions are calculated is a "Distribution Calculation Date"). A Unit holder's income entitlement for a distribution period will be determined on the basis of the Unit holder's proportionate interest in the Fund (as measured by the number of Units held) as at the relevant Distribution Calculation Date. A Unit holder will not be entitled to an income distribution for a distribution period unless Units in the Fund are held by the Unit holder on the relevant Distribution Calculation Date for that period.

Income distributions will be reinvested in the form of additional Units as at the next Business Day after the relevant Distribution Calculation Date unless the Unit holder has requested that their income distributions be paid to them. Distributions will generally be paid within 60 days after the Distribution Calculation Date (unless the Distribution Calculation Date is 30 June, any distributions will generally be paid within 90 days after 30 June). Unit holders should note that immediately after the Distribution Calculation Date, the Unit value may fall to reflect the income distribution.

## BORROWINGS

Whilst the Trustee has the right to borrow, under the Constitution, it is not intended that the Fund will borrow.







# Fees and Other Costs

## MANAGEMENT FEE

Emit Capital is entitled to a management fee of 1.25% per annum plus GST of the Net Asset Value of the Fund. The Management Fee is calculated and accrued monthly and is paid monthly in arrears from the Fund.

Emit Capital may rebate part or all of the Management Fee that it receives to one or more Unit holders at its discretion.

## PERFORMANCE FEE

In addition to the Management Fee, Emit Capital is entitled to a Performance Fee of 20% plus GST of the amount that the Fund outperforms the Benchmark (MSCI All Country World Index Net (AUD)) during a Performance Period (after Management Fees and Expenses, but disregarding as Liabilities any liability or accrued Liability relating to Performance Fees but adding any income distributions).

## EXAMPLE OF PERFORMANCE FEE CALCULATION

	Period start	Period end	Perf period return*
NAV (\$)	1.20	1.26	5.00%
Benchmark (MCSA ACWI) (AUD)			2.00%
Outperformance after fees			3.00%
Performance fee at 20% +GST		0.660%	
Performance fee		0.0083	
NAV after Performance fee		1.2517	
Fund total return (after fees)		4.307%	
Fund outperformance		2.307%	

\*Performance period return

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

The Performance Fee is calculated and accrued monthly and will only be paid at the end of a Performance Period if the Fund meets the following two conditions:

- The Fund outperforms the Benchmark in the relevant Performance Period; and
- The Fund makes up any underperformance from prior Performance Periods (**Deficit**);
- The Net Asset Value per Unit (disregarding as Liabilities any liability or accrued Liability relating to Performance Fees but adding any income distributions) exceeds the Net Asset Value per Unit (disregarding as Liabilities any liability or accrued Liability relating to Performance Fees but adding any income distributions) when the Manager was last paid a Performance Fee. We call this feature the **High Watermark**.

### Example 1:

The Benchmark returns 5% in the Performance Period and the Fund returns 10% (after deduction of Management Fees and expenses but before calculating Performance Fees). NAV of the Fund was \$50,000 and there was no Surplus or Deficit. The Performance Fee for that Performance Period would be \$375 (calculated as  $\$50,000 \times [10\% - 5\%] \times 20\%$ ) plus GST. Assuming this is the first Performance Fee and there is no High Watermark.

### Example 2:

The Benchmark returns 5% in the Performance Period and the Fund returns 10% (after deduction of Management Fees and expenses but before calculating Performance Fees). NAV of the Fund was \$50,000 and there was \$100 Deficit. The Performance Fee for that Performance Period would be \$375 (calculated as  $\$50,000 \times [10\% - 5\%] \times 20\%$ ) plus GST. The Performance Fee paid is \$275 (\$375 - \$100), while Deficit is reduced to zero. Assuming the NAV of the Fund exceeds the High Watermark.

# Fees and Other Costs (Cont.)

If a Unit holder redeems units before the end of a Performance Period, the accrued Performance Fee referable to that Performance Period will be paid to Emit Capital if a Performance Fee is payable to Emit Capital in respect of that Performance Period.

Where no Performance Fee has been payable for 2 consecutive years, any Deficit may be reset to zero at the end of the relevant Performance Period.

Emit Capital may rebate part or all of the Performance Fee that it receives to one or more Unit holders at its discretion.

Performance Fees are paid semi-annually in arrears from the Fund.

## TRUSTEE FEE

The Trustee is entitled to a fee equal to the aggregate of:

- 0.06% (plus GST) per annum of the gross value of the Assets of the Fund (including a Sub-Fund) of up to but not including \$100 million; and
- 0.03% (plus GST) per annum of the gross value of the Assets of the Fund (including a Sub-Fund) of \$100 million or more, and

subject to a minimum trustee fee of:

- \$2,000 per month (plus GST) until 23 August 2022; and
- \$3,000 per month (plus GST) on and from 23 August 2022 onwards,

where the minimum trustee fee is indexed to the higher of 3% or CPI on 1 July each year from 1 July 2022.

This fee is calculated and is payable monthly in arrears from the Assets of the Fund.

## TRUSTEE REMOVAL FEE

The Trustee is entitled to be paid a trustee removal fee if:

- it is removed as trustee of the Fund before four years of the date of issue of the first Unit under this Information Memorandum other than for gross negligence or for a breach of a fiduciary duty to Unit holders which causes them substantial loss; or
- it retires as trustee of the Fund before four years of the date of issue of the first Unit under this Information Memorandum at the request of the Investment Manager in accordance with the Investment Management Agreement.

The amount of the fee is the total amount of fees the Trustee would have received if it had remained the trustee of the Fund for four years from the date of issue of the first Unit under this Information Memorandum.

The fee payable is determined based on the gross value of the Assets of the Fund (including the gross value of the assets of any Sub Entities adjusted, if relevant, based on the proportional direct or indirect ownership of the Fund in the Sub Entities) at the time that the Trustee is removed or retires.

If the Trustee removal fee becomes payable then it will be an expense of the Fund and must be paid for out of the Assets of the Fund (or the assets of any Sub-Entities, as may be agreed between the Trustee and the Investment Manager).



# Fees and Other Costs (Cont.)

## ADMINISTRATOR AND REGISTRAR REMOVAL FEE

The Administrator and the Registrar may be entitled to be paid removal fees if their appointments are terminated within four years of the date of their appointment, in accordance with the relevant service agreements.

## EXPENSES

The Trustee is entitled to recover from the Assets of the Fund all ordinary day-to-day costs and expenses associated with the operation of the Fund which include, but are not limited to, administration fees, custodian fees, registry fees, fees to other service providers, preparation of marketing material and disclosure documents, audit fees and government duties and taxes, tax advice fees, paid independent research and consultancies relating to the Fund and other expenses properly incurred in connection with performing their duties and obligations in the day-to-day operation of the Fund (**Ordinary Expenses**).

The Ordinary Expenses of the Fund payable from the Assets of the Fund (other than the transactional and operational costs referred to below) are initially capped at 0.5% per annum plus GST of the Net Asset Value of the Fund (**Expense Cap**). Any excess Ordinary Expenses above the Expense Cap will be paid for by Emit Capital from its own resources. The Expense Cap may cease or be increased subject to providing notice to Unit holders at least 30 days prior to any such change taking effect.

The Trustee reserves the right to recover all abnormal expenses of the Fund from the Assets of the Fund which may include (without limitation) costs of litigation to protect Unit holders' rights, costs of defending claims in relation to the Fund, costs relating to Unit holder meetings and termination and wind-up costs. The Trustee also reserves the right to recover from the Assets of the Fund any Ordinary Expenses in excess of the Expense Cap if they are not paid by Emit Capital.

## TRANSACTIONAL AND OPERATIONAL COSTS

Transactional and operational costs include brokerage, settlement costs, bid-offer spreads on investments and currency transactions and clearing and stamp duty costs. When you invest in or withdraw from the Fund, Trustee may buy (and sell) investments, and incur these costs. These costs are also incurred in connection with day-to-day trading within the Fund.

Some of these costs are recovered through the buy-sell spread. A buy-sell spread is an adjustment to the unit price reflecting our estimate of the transaction costs that may be incurred as a result of the purchase/sale of assets arising from the application/redemption of units. This adjustment ensures existing Unit holders do not pay costs associated with other Unit holders applying/redeeming units from the Fund. The buy-sell spread is reflected in the application price and redemption price. Currently our buy-sell spread is estimated to be 0.25% of the unit price (that is +0.25% on the application price and -0.25% on the redemption price). There is no spread payable on the reinvestment of distributions. The buy-sell spread is not paid to the Trustee or Emit Capital. The Trustee may vary the buy-sell spread from time to time and prior notice will not normally be provided to you. Any transactional and operational costs not recovered through the buy-sell spread will be paid from the Assets of the Fund.

## CHANGES TO FEES AND COSTS

The Constitution specifies circumstances where additional fees may be charged. Fees and costs can change without your consent. Reasons might include changing economic conditions and changes in regulation. However, we will give you 30 days' notice of any increase in fees where practicable.

## WAIVER OR DEFERRAL OF FEES

The Trustee or Emit Capital may, in their discretion, accept lower fees and expenses than they are entitled to receive, or may defer or waive payment of those fees and expenses for any time. If payment is deferred, then the fee will accrue until paid or waived.







# Risks

As with all investments, an investment in the Fund carries risk. Risk can be managed but it cannot be completely eliminated. It is important to understand that:

- investment returns will vary, and future returns may be different from past returns;
- returns are not guaranteed and there is always the chance that an investor may lose some or all of the money invested; and
- laws affecting investment in trusts and managed investment schemes may change over time.

The appropriate level of risk for an investor will depend on the investor's age, investment time frame, where and how other parts of the investor's wealth are invested,

and how comfortable the investor is with the possibility of losing some of the investor's money. It is important to note that investment decisions, although taken carefully are not always successful and further that investing in the Fund may give different results compared to investing directly.

Some of the key risks associated with the Fund are set out below. This is not an exhaustive list of all significant or relevant risks in connection with the Fund. Investors should seek their own financial, legal and tax advice in relation to an investment in the Fund (including the risks) which are relevant to their personal circumstances and financial objectives.

## INVESTMENT STRATEGY

The Fund's investment strategy may not result in the desired outcome or achieve the desired exposure for Unit holders. There can be no assurance that these strategies will be successful, and a Unit holder may lose all or a substantial proportion of their investment in the Fund. The Trustee may employ additional strategies or change strategies for the Fund following an assessment of market and other conditions and investment opportunities available to the Fund.

## MARKET RISK

Investment returns from the Fund are affected by general market conditions and may decline over short or extended periods due to market sentiment, economic, technological, legal, social and/ or political factors. Factors that influence markets generally can include business confidence and government and central bank policies including the level and direction of interest rates, natural disasters, and man-made disasters beyond the control of the Trustee and the Manager.

## KEY PERSONNEL RISK

Where certain key personnel of the Investment Manager may cease to be associated with the Fund. This may have an adverse impact on the Fund as the performance of the Fund depends on the skills and experience of personnel.

## FUND RISK

Investing in a managed investment scheme carries with it the risks of that investment vehicle including:

- the fees and costs for a fund or class of units in a fund could change;
- the Fund may give different results than investing directly in the underlying securities because of tax or other consequences;
- the Trustee or Manager could be replaced; or
- the Fund could terminate.

## LIQUIDITY RISK

Unit holders may not be able to redeem their investment promptly where stocks in the portfolio are considered illiquid due to market or economic events.

## REGULATION RISK

There is a risk that regulations may change which may, for example, increase the costs to the Fund or tax laws may change.

## TAXATION RISK

Changes to taxation legislation or their interpretation may impact adversely upon your after-tax returns.

# Risks (Cont.)

<b>CONCENTRATION RISK</b>	The Fund may invest a relatively high percentage of its assets into a relatively small number of securities (typically 20–50 stocks), or into securities with a relatively high level of exposure to the same sector. This may cause the value of the Fund's investments to be more affected by any single adverse economic, political, or regulatory event than the investments of a more diversified investment portfolio.
<b>CURRENCY RISK</b>	The Fund is denominated in Australian dollars and does not currency hedge. There is a risk that currency fluctuation may adversely impact the value of international stock positions. For example, if the Australian dollar falls, the value of international investments expressed in Australian dollars can increase and has the potential to increase the value of the Fund's investments. Conversely, if the Australian dollar rises, the value of international investments expressed in Australian dollars can decrease and this has the potential to reduce the value of the Fund's investments.
<b>ECONOMIC RISK</b>	Investment returns are affected by a range of economic factors, including changes in interest rates, exchange rates, inflation, general share market conditions, government policies and the general state of the domestic and world economies.
<b>DERIVATIVES RISK</b>	<p>The Fund may use exchange-traded derivatives, primarily in the form of index futures contracts, typically to protect capital from the downside price risk of the broader market. If the index futures fall, the Fund may close the futures contract at a lower price and a profit. The profit from futures contracts may offset the loss suffered by the Fund's 'long' stock portfolio. However, the Fund will incur a loss from this strategy if the index futures price increases.</p> <p>There is a risk of loss to the Fund due to the failure of a counterparty of a derivatives contract to deliver or default on their contractual obligations.</p>
<b>LIMITED TRACK RECORD RISK</b>	The Fund is a newly established managed investment scheme and has no track record or past performance.
<b>CYBER RISK</b>	The risk that a cyber attack is attempted, or an actual incident occurs in connection with the operation of the Fund. A successful cyber attack may result in significant disruption of services or data and privacy breaches. Further, a cyber-attack may seek to recover a ransom in connection with the attack.
<b>TECHNOLOGY RISK</b>	<p>The risk that there is an operational failure or loss in connection with the operation of the Fund because of:</p> <ul style="list-style-type: none"> <li>• a technology failure, including arising from data, software, hardware, or telecommunications that could adversely impact fund operations directly or indirectly. For example, investor telecommunications, investor application and redemption processing, trade execution and counterparty transactions may be restricted or not possible for a period of time;</li> <li>• theft of technology, data, and intellectual property through a direct intrusion by private parties or foreign actors, including those affiliated with or controlled by state actors; or</li> <li>• technology infrastructure that is unreliable and has slow recoverability or insufficient capacity and where this cannot be readily addressed.</li> </ul>
<b>OTHER RISKS</b>	It is important to note that not all risks can be foreseen. It is therefore not possible for the Manager or the Trustee to protect the value of the Fund's investment from all risks. Investors should ensure they obtain appropriate professional advice regarding the suitability of an investment in the Fund having regard to their individual circumstances, including investment objectives, their level of borrowings, their financial situation, and individual needs.



# Taxation

## TAXATION OF THE FUND

We do not provide financial or tax advice, and nor does the Investment Manager. We have not obtained taxation advice specific to the Offer, and nor has the Investment Manager. As such, this Information Memorandum does not address taxation issues which may be relevant to you. You must take full and sole responsibility for your investment in the Fund, the associated taxation and stamp duty implications arising from your investment and any changes in those taxation and stamp duty implications during the course of your investment.

Before investing in the Fund, you should obtain your own independent tax and stamp duty advice, which takes into account your own circumstances and financial needs.



# Additional information

## CONSTITUTION

The Fund was established pursuant to the trust deed dated 23 February 2022 as amended from time to time (the Constitution). The Constitution governs your rights and obligations as a Unit holder in the Fund and Unit holders should read the Constitution prior to making an investment in the Fund.

By way of overview, the Constitution sets out matters relating to:

- Unit pricing which changes from time to time;
- Redemptions and redemption pricing and what you must do to redeem your investment;
- Rights, powers, and obligations of the Trustee, including borrowing and investment rights, and how these can be exercised;
- Indemnities in favour of the Trustee;
- When the Fund can terminate;
- When and how the Trustee can retire or be removed; and
- Calling Unit holder meetings.

Under the Constitution, the Trustee may issue classes of units with different rights attached. Different classes of units may attract different management fees and performance fees.

The Trustee may vary the Constitution from time to time, in its absolute discretion, unless the variation will terminate, invalidate or annul the present right of Unitholders to a share of income and capital of the Fund.

## RELATED PARTY TRANSACTIONS

The Trustee may from time-to-time face conflicts between its duties to the Fund as trustee, its duties to other funds that it manages and its own interests. The Trustee will manage any conflicts in accordance with its conflicts of interest policy, the Constitution, ASIC policy and the law.

The Investment Manager is not a related party of the Trustee. The contractual arrangements between the Trustee and the Investment Manager are negotiated at arm's length between the parties.

The Trustee may from time-to-time enter into transactions with related entities. All transactions will be affected at market rates or at no charge.

The Trustee and Investment Manager may also engage third parties to provide professional services for the Fund from qualified service providers, including related parties. The fees for these services will be charged to the Fund at reasonable market rates. By investing in the Fund, to the maximum extent permitted by law, Unit holders will be deemed to have acknowledged the existence of such actual and potential conflicts of interest and to have waived any claim with respect to the existence of any such conflict of interest.

The Trustee has appointed Unity Fund Services Pty Ltd ACN 146 747 122, an associated company, to provide administration services in relation to the Fund.

The Administrator provides a broad range of services to the Fund including:

- Investment administration, including unit pricing, BAS, statutory accounts and distributions; and
- Fund accounting.

The Trustee has appointed One Registry Services Pty Limited ACN 141 757 360, a related party, for unit registry services in respect of the Fund.

The Trustee has appointed these parties in consultation with, and with agreement from, the Investment Manager.

## REPORTING

You will be provided with the following reports:

- A monthly performance report;
- An income distribution statement after each distribution;
- An annual taxation statement; and
- A transaction statement when you make an investment or withdrawal.

# Additional information (Cont.)

## PRIVACY AND ANTI-MONEY LAUNDERING (AML)

The Privacy Act 1998 (Cth) regulates, among other things, the collection, disclosure and access to personal information.

Certain laws require us to collect, store and disclose information about you (including personal information), for example, The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (**AML/CTF Law**), the Corporations Act 2001, the Foreign Account Tax Compliance Act (**FATCA**) and the Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016 (**CRS**). We may be required under the AML/CTF Law to provide information about you (including personal information) to the Australian Transaction Reports and Analysis Centre (**AUSTRAC**), the body responsible for regulating the AML/CTF Law. In respect of investors who are ordinarily resident in a country other than Australia, both FATCA and CRS may require us to collect and disclose to the Australian Taxation Office information about you (including personal information) obtained from you.

If you do not provide the information requested in the Application Form, we will not be able to process your application (including any application for additional units) and your application may be delayed or rejected. Where applications are delayed or refused, we are not liable for any loss you suffer (including consequential loss) as a result. Alternatively, if we accept your application to the Fund when you have not provided all of the requested information, we may provide information about you to the relevant regulator.

We will be required to share information about you (including personal information) with service providers to the Trustee in respect of the Fund (including the Investment Manager) to ensure you receive the appropriate information and assistance in respect of your holding in the Fund.

By applying to invest in the Fund, you consent to your information (including your personal information) being collected, used and disclosed by the Registrar and by the Trustee for the purposes disclosed above and in their respective Privacy Policies.

You are entitled to access, correct and update all personal information we hold about you. You can contact us to find out what personal information we hold about you or if you have any concerns about the completeness or accuracy of the information we hold. If you want us to correct any personal information we hold, please contact us using the details in this Information Memorandum.

A copy of our Privacy Policy is available on our website at [www.oneinvestment.com.au](http://www.oneinvestment.com.au) and a paper copy will be sent to you free of charge on request.

## US FOREIGN ACCOUNT TAX COMPLIANCE ACT

The Foreign Account Tax Compliance Act (FATCA) is a US tax law which was enacted to improve reporting of US persons' offshore investments to the United States Internal Revenue Service (IRS) and can apply to Australian financial institutions. In order to comply with FATCA requirements, the Trustee:

- may require you to provide certain information regarding your identification (either at the time an application to invest in the Fund is made or any time after Units are issued to you);
- may undertake certain due diligence procedures to determine your status for FATCA reporting purposes;
- will report required financial information (if any) about relevant Unit Holders' investment in the Fund to the IRS via the Australian Taxation Office (ATO) on an annual basis; and
- may withhold tax on US connected payments to non-participating foreign financial institutions.

By making an application to invest in the Fund, you agree to provide the Trustee with the identification documents and related information that is required for the Trustee to comply with its FATCA obligations.



# Additional information (Cont.)

## COMMON REPORTING STANDARD

The Common Reporting Standard (CRS) is a global standard for the collection, reporting and exchange of financial account information on foreign tax residents. The requirements are similar to those which exist under FATCA, however, the CRS applies to a greater number of countries. Australia has signed the OECD Multilateral Competent Authority Agreement on Automatic Exchange of Account Information. This agreement enables CRS information to be exchanged between the tax authorities of the jurisdictions that have adopted CRS legislation. The Australian CRS legislation took effect from 1 July 2017. As a result, the Trustee is required to collect certain information about foreign tax residents and provide it to the ATO. Further, the ATO may pass this information onto tax authorities in other jurisdictions.

By making an application to invest in the Fund, you agree to provide the Trustee with the identification documents and related information that is required in order for the Trustee to comply with its CRS obligations.

## COMPLAINTS

The Trustee takes complaints seriously and aims to resolve all complaints as quickly as possible. In the first instance, if you have a complaint, then you should notify the Trustee immediately using the following contact details:

Address:

Level 16, Governor Macquarie Tower,  
1 Farrer Place, Sydney NSW 2000

Phone: 02 8277 0000

Email: [complaints@oneasset.com.au](mailto:complaints@oneasset.com.au)

Post: Complaints Officer

PO Box R1471  
Royal Exchange NSW 1225

Once the Trustee receives a complaint, the Trustee will acknowledge it as soon as practicable and investigate the complaint with a view to resolving it and responding as soon as possible.





# Glossary

Defined terms in this information memorandum have the same definitions as in the Constitution unless this document says otherwise.

**Act** means the Corporations Act 2001.

**Administrator** means Unity Fund Services Pty Ltd (ACN 146 747 122).

**Application Form** means an application form for Units issued together with this Information Memorandum.

**Assets** means all the property, rights and income of the Fund, but not application money or property in respect of which Units have not yet been issued, proceeds of redemption which have not yet been paid or any amount in the distribution account.

**Benchmark** means the MSCI All Country World Index Net (AUD) and any replacement of that benchmark.

**Business Day** means the days on which banks are open for normal banking business in Sydney, New South Wales, but do not include Saturdays, Sundays or public holidays.

**Constitution** means the trust deed establishing and governing the Fund, originally dated 23 February 2022, and as amended from time to time.

**Deficit** means the accrued amount by which the Fund underperforms the Benchmark in one or more Performance Periods.

**Distribution Calculation Date** means the last day of each Financial Year and such other days as designated by the Trustee.

**ESG** means environmental, social and governance.

**Financial Year** means the twelve (12) month period from 1st July to 30th June in the following year.

**Fund** means the Emit Capital Climate Finance Equity Fund.

**GST** means goods and services tax.

**Information Memorandum** means this information memorandum in respect of the issue of interests in the Fund.

**Investment Manager or Emit Capital** means Emit Capital

Asset Management Pty Ltd (ACN 652 326 237).

**Liabilities** means all present liabilities of the Fund including any provision which Trustee decides should be taken into account in determining the liabilities of the Fund.

**Management Fee** means a fee of 1.25% pa plus GST of the Net Asset Value of the Fund. The Management Fee is calculated and accrued monthly and is paid monthly in arrears from the Fund.

**Net Asset Value** or **NAV** means the value of the Assets of the Fund less any Liabilities.

**Offer** means the offer of Units made in accordance with this Information Memorandum.

**Performance Fee** means a fee of 20% plus GST of the amount that the Fund outperforms the Benchmark paid to the Manager at the end of each Performance Period.

**Performance Period** means each six-month period (or part period where relevant) ending on 30 June and 31 December respectively.

**Registrar** means One Registry Services Pty Limited (ACN 141 757 360).

**Sub-Entity** means a trust, company or other entity which was established by, is managed by or controlled by, the Trustee and in which the Trust has a direct or indirect interest.

**Surplus** means the accrued amount by which the Fund outperforms the Benchmark in any one Performance Period.

**Trustee** means One Fund Services Ltd (ACN 615 523 003) (AFS Licence 493421).

**Unit** means an undivided share in the beneficial interest in the Fund as provided in the Constitution.

**Unit holder** means a person that has been issued with Units in the Fund.

**Wholesale Clients** has the same meaning given in section 761G(7) of the Act.

# Directory

## Trustee

### **One Fund Services Limited**

ACN: 615 523 003

AFS Licence: 493421

Level 16

Governor Macquarie Tower

1 Farrer Place

Sydney NSW 2000

Telephone: (02) 8277 0000

Email: [emit@oneinvestment.com.au](mailto:emit@oneinvestment.com.au)

## Administrator

### **Unity Fund Service Pty Ltd**

ACN: 146 747 122

Level 16

Governor Macquarie Tower

1 Farrer Place

Sydney NSW 2000

Telephone: (02) 8277 0070

Email: [enquiries@unityfundservices.com.au](mailto:enquiries@unityfundservices.com.au)

## Investment Manager

### **Emit Capital Asset Management Pty Ltd**

ACN: 652 326 237

Authorised Representative No: 001296827

Charter House

8 Bank Place

Melbourne VIC 3000

Telephone: (03) 9593 2866

Email: [info@emitcapital.com.au](mailto:info@emitcapital.com.au)

## Registrar

### **One Registry Services Pty Limited**

ACN: 141 757 360

Level 16

Governor Macquarie Tower

1 Farrer Place

Sydney NSW 2000

Telephone: (02) 8188 1510

Email: [info@oneregistryservices.com.au](mailto:info@oneregistryservices.com.au)







**Emit Capital**  
Asset Management

**Contact Us**

+61 3 9593 2866  
[info@emitcapital.com.au](mailto:info@emitcapital.com.au)  
[www.emitcapital.com.au](http://www.emitcapital.com.au)

Charter House  
8 Bank Place  
Melbourne VIC 3000  
AUSTRALIA

**For More Information**

Matt Dever,  
Managing Director  
[mdever@emitcapital.com.au](mailto:mdever@emitcapital.com.au)