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**Wilson** Asset Management  
Founders Fund



*AA Class*

# Product Disclosure *Statement*

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ARSN 682673678  
APIR ETL2768AU  
Issue Date 3 February 2025

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## Disclaimer

This is the Product Disclosure Statement (“PDS”) for the Wilson Asset Management Founders Fund - AA Class (ARSN 682673678) (the “Fund”) and was issued on 3 February 2025. This PDS has been prepared and issued by Equity Trustees Limited (ABN 46 004 031 298 AFSL 240975) in its capacity as the Responsible Entity of the Fund (referred throughout this PDS as the “Responsible Entity”, “Equity Trustees”, “us” or “we”). The investment manager is Wilson Asset Management (International) Pty Limited (referred to throughout this PDS as the “Investment Manager” or “Wilson Asset Management”). The Administrator of the Fund is Citigroup Pty Limited (ABN 88 004 325 080 AFSL 238098) and is referred to throughout this PDS as “Citigroup Pty Limited” or “the Custodian and Administrator”.

The Responsible Entity has authorised the use of this PDS as disclosure to investors and prospective investors who invest directly in the AA Class, as well as investors and prospective investors of an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme (“IDPS”). This PDS is available for use by persons applying for units through an IDPS (“Indirect Investors”).

The operator of an IDPS is referred to in this PDS as the “IDPS Operator” and the disclosure document for an IDPS is referred to as the “IDPS Guide”. If you invest through an IDPS, your rights and liabilities will be governed by the terms and conditions of the IDPS Guide. Indirect Investors should carefully read the IDPS Guide before investing in the AA Class. Indirect Investors should note that they are directing the IDPS Operator to arrange for their money to be invested in the AA Class on their behalf. Indirect Investors do not become unitholders in the AA Class or have the rights of unitholders except in relation to access to Equity Trustee’s complaints resolution process (see Section 8). The IDPS Operator becomes the unitholder in the AA Class and acquires these rights.

The IDPS Operator can exercise or decline to exercise the rights on an Indirect Investor’s behalf according to the arrangement governing the IDPS. Indirect Investors should refer to their IDPS Guide for information relating to their rights and responsibilities as an Indirect Investor, including information on any fees and charges applicable to their investment. Information regarding how Indirect Investors can apply for units in the AA Class (including an application form where applicable) will also be contained in the IDPS Guide. Equity Trustees accepts no responsibility for IDPS Operators or any failure by an IDPS Operator to provide Indirect Investors with a current version of this PDS as provided by Equity Trustees or to withdraw the PDS from circulation if required by Equity Trustees.

Please ask your adviser if you have any questions about investing in the AA Class (either directly or indirectly through an IDPS).

This PDS is prepared for your general information only. It is not intended to be a recommendation by the Responsible Entity, Investment Manager, any associate, employee, agent or officer of the Responsible Entity, Investment Manager or any other person to invest in the Fund. This PDS does not take into account the investment objectives, financial situation or needs of any particular investor. You should not base your decision to invest in the Fund solely on the information in this PDS. You should consider whether the information in this PDS is appropriate for you, having regard to your objectives, financial situation and needs and you may want to seek professional financial advice before making an investment decision.

Equity Trustees, the Investment Manager, their employees, associates, agents or officers do not guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund. Past performance is no indication of future performance. An investment in the Fund does not represent a deposit with or a liability of Equity Trustees, the Investment Manager or any of their associates. An investment is subject to investment risk, including possible delays in repayment and loss of income or capital invested. Units in the Fund are offered and issued by the Responsible Entity on the terms and conditions described in this PDS. You should read this PDS in its entirety because you will become bound by it if you become a direct investor in the Fund. In considering whether to invest in the Fund, investors should consider the risk factors that could affect the financial performance of the Fund. Some of the risk factors affecting the Fund are summarised in Section 6.

This PDS does not constitute a direct or indirect offer of securities in the US or to any US Person as defined in Regulation S under the US Securities Act of 1933 as amended (“US Securities Act”). Equity Trustees may vary its position and offers may be accepted on merit at Equity Trustees’ discretion. The units in the Fund have not been, and will not be, registered under the US Securities Act unless otherwise determined by Equity Trustees and may not be offered or sold in the US to, or for, the account of any US Person (as defined) except in a transaction that is exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

If you received this PDS electronically, you will need to print and read this document in its entirety. We will provide a paper copy free of charge upon request during the life of this PDS. The PDS is available on [www.eqt.com.au/insto](http://www.eqt.com.au/insto) or you can request a copy free of charge by calling Wilson Asset Management on +612 9247 6755.

Certain information in this PDS is subject to change. We may update this information. You can obtain any updated information:

- by contacting Wilson Asset Management on +612 9247 6755; or
- by visiting the Wilson Asset Management website at [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au)

A paper copy of the updated information will be provided free of charge on request.

You may also contact Equity Trustees:

- by writing to GPO Box 2307 Melbourne VIC 3001; or
- by calling +613 8623 5000

Unless otherwise stated, all fees quoted in the PDS are inclusive of GST, after allowing for any entitlement to an input tax credit. All amounts are in Australian dollars unless otherwise specified. All references to legislation are to Australian law unless otherwise specified.

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T: +61 2 9247 6755

E: [info@wilsonassetmanagement.com.au](mailto:info@wilsonassetmanagement.com.au)

W: [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au)

### Custodian and Administrator

Citigroup Pty Limited  
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Level 23, 2 Park Street  
Sydney NSW 2000 Australia

T: +61 2 8225 1000

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### Responsible Entity

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### Registry

Boardroom Pty Limited  
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Level 8, 210 George Street  
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# Section 1

## Fund at a glance

Summary		For further information
<b>Name of the Fund</b>	Wilson Asset Management Founders Fund	Section 5
<b>APIR Code for AA Class</b>	ETL2768AU	Section 5
<b>ARSN</b>	682673678	Section 5
<b>Investment objective</b>	The Fund's investment objectives are to provide a combination of capital growth and income over the medium-to-long term.	Section 5
<b>Fund benchmark</b>	RBA cash rate + 4% p.a.	Section 5
<b>Investment strategy</b>	The Fund will provide investors with exposure to an actively managed investment portfolio, comprised of companies listed predominantly on the ASX. The investment portfolio will consist of companies with compelling fundamentals, demonstrable alignment between founders or management and shareholders; and an identified catalyst which can contribute to a rerating of the share price.	Section 5
<b>The type(s) of investor(s) for whom the Fund would be suitable</b>	The Fund may be suitable for investors with a medium-to-long term (at least five years) investment horizon, whose investment objectives are to achieve capital growth and income.	Section 5
<b>Recommended investment timeframe</b>	Applicants are strongly advised to regard any investment in the Fund as a medium-to-long term proposition for at least five years and to be aware that, as with any investment, substantial fluctuations in the value of their investment may occur over that period.	Section 5
<b>Minimum initial investment</b>	AUD \$100,000	Section 7
<b>Minimum additional investment</b>	AUD \$5,000	Section 7
<b>Minimum withdrawal amount</b>	AUD \$5,000	Section 7
<b>Minimum balance</b>	AUD \$100,000	Section 7
<b>Cut off time for applications and withdrawals</b>	2pm (Sydney, Australia time) on the last Business Day of the month.	Section 7
<b>Valuation frequency</b>	Monthly	Section 7
<b>Applications</b>	Accepted monthly	Section 7
<b>Withdrawals</b>	Accepted monthly	Section 7
<b>Income distribution</b>	Annually as at 30 June	Section 7
<b>Management fees and costs</b>	1.025% p.a. of the Net Asset Value ("NAV") of the Fund (inclusive of the net impact of GST and RITC).	Section 9
<b>Entry fee/exit fee</b>	Nil	Section 9
<b>Buy/Sell spread</b>	+/- 0.20% on applications into the Fund, and withdrawals out of the Fund.	Section 9
<b>Performance fee</b>	Performance Fee of 20.5% p.a. (inclusive of the net impact of GST and RITC) when there is outperformance of the Fund Benchmark, subject to recoupment of any prior underperformance.	Section 9

# Section 2

## ASIC benchmarks

The ASIC benchmarks are aimed at assisting investors to understand the risks of investing in hedge funds and assess whether such investments are suitable for them. The Fund is a ‘hedge fund’ for the purposes of ASIC Regulatory Guide 240 (“RG 240”) as it has a flexible investment mandate that allows a variety of strategies.

The following table and the tables in Sections 1 and 3 set out a summary of the disclosure ASIC requires for hedge funds, the key features of the Fund and a guide to where more detailed information can be found in this PDS. A copy of RG 240 is available from [www.asic.gov.au](http://www.asic.gov.au).

The information summarised in the relevant tables and explained in detail in the identified section reference is intended to assist investors with analysing the risks of investing in the Fund. Investors should consider this information together with the detailed explanation of various benchmarks and principles referenced throughout this PDS and the key risks of investing in the Fund highlighted in Section 6 of this PDS.

ASIC benchmark	Is the benchmark satisfied?	For further information
<b>Benchmark 2: Periodic reporting</b>		
This benchmark addresses whether the Responsible Entity of the Fund will provide periodic disclosure of certain key information specified by ASIC on an annual and monthly basis. This benchmark is aimed at ensuring that investors receive timely, basic fund investment performance information on a periodic basis to make informed investment decisions.	Yes.  The Responsible Entity will provide periodic disclosure of certain key information on an annual and monthly basis.	Section 8

## Section 3

# ASIC disclosure principles

The ASIC disclosure principles are aimed at assisting investors to understand the risks of investing in hedge funds and assess whether such investments are suitable for them.

The following table sets out the principles and a summary of information in relation to the principles. You should consider this information together with detailed explanation of the cross-referenced information set out in this PDS and the key risks of investing in the Fund highlighted in Section 6 of this PDS.

The information in this section will be updated periodically. This updated information is available on the Investment Manager's website and a paper copy will be given to you, without charge, upon request by contacting the Investment Manager.

Summary	For further information
<b>Investment strategy</b>	<p>The Fund will provide investors access to an actively managed investment portfolio, comprised of companies listed predominantly on the ASX. The investment portfolio will be comprised of companies with compelling fundamentals, demonstrable alignment between founders or management and shareholders; and an identified catalyst which can contribute to a rerating of the share price.</p> <p>Section 5.2</p>
<b>Investment Manager</b>	<p>Wilson Asset Management (International) Pty Limited has been appointed by Equity Trustees Limited (Responsible Entity of the Fund) as the Investment Manager of the Fund.</p> <p>Section 4 and 6</p> <p>See Section 4 and 6 in relation to the expertise of the Investment Manager and the Investment Management Agreement under which the Investment Manager has been appointed.</p> <p>Under the Investment Management Agreement between the Investment Manager and Equity Trustees, which is for an initial term of five years, among other circumstances Equity Trustees can terminate the Investment Manager's appointment with six months' notice after the expiry of the initial term. In the event that Equity Trustees terminates the Investment Manager following certain events, the Investment Manager's appointment would cease upon any termination date specified in the notice, and the Investment Manager would be entitled to a termination fee equal to the aggregate fees the Investment Manager is entitled to as disclosed in this PDS in respect of the 12-month period up to the date of termination.</p>

Summary	For further information
<b>Fund structure</b>	<p>The Fund is an Australian unit trust registered under the Corporations Act as a managed investment scheme.</p> <p>The responsible entity of the Fund is Equity Trustees Limited. Equity Trustees Limited may appoint service providers to assist in the ongoing operation, management and administration of the Fund.</p> <p>The key service providers to the Fund are:</p> <ul style="list-style-type: none"> <li>• Wilson Asset Management (International) Pty Limited, the Investment Manager of the Fund;</li> <li>• Citigroup Pty Limited, the Custodian and Administrator of the assets of the Fund; and</li> <li>• Boardroom Pty Limited, the Registry service provider.</li> </ul> <p>See Section 5.3 for further information on other key service providers, Equity Trustees' role in monitoring the performance of service providers and a diagram of the flow of funds through the Fund.</p> <p>Section 5.3</p>
<b>Valuation, location and custody of assets</b>	<p>Citigroup Pty Limited is the Custodian and Administrator of the Fund and provides custodial, administrative and accounting services. The Administrator is responsible for calculating the Fund's NAV.</p> <p>Boardroom Pty Limited will provide unit registry and transfer agency services.</p> <p>See section 5.4 for further information on the custodial arrangements and the geographical location of the Fund's assets.</p> <p>Section 5.4</p>
<b>Liquidity</b>	<p>The Fund invests predominantly in liquid assets and is expected to be liquid for the purposes of the Corporations Act.</p> <p>Section 5.5</p>
<b>Applications</b>	<p>Accepted monthly.</p> <p>Application requests must be received by 2pm (Sydney, Australia time) on the last Business Day of the month to receive that month's unit price.</p> <p>Section 7</p>
<b>Withdrawals</b>	<p>Accepted monthly.</p> <p>Withdrawal requests must be received by 2pm (Sydney, Australia time) on the last Business Day of the month to receive that month's unit price.</p> <p>Section 7</p>

## Section 4

# Who is managing the Fund?

### 4.1. The Investment Manager

#### Wilson Asset Management (International) Pty Limited

Wilson Asset Management was established in 1997 by Geoff Wilson. It is an independently owned investment manager based in Sydney, Australia. The Investment Manager holds an Australian Financial Services Licence (AFSL 247333).

Wilson Asset Management is proud to be the Investment Manager for a diversified portfolio of eight listed investment companies investing in Australian large-cap equities, Australian small-to-mid-cap equities, global equities, Australian micro-cap equities, discounted asset opportunities and alternative assets. These companies include WAM Capital Limited (ASX:WAM), WAM Leaders Limited (ASX: WLE), WAM Global Limited (ASX: WGB), WAM Microcap Limited (ASX: WMI), WAM Alternative Assets Limited (ASX: WMA), WAM Strategic Value Limited (ASX: WAR), WAM Research Limited (ASX: WAX) and WAM Active Limited (ASX: WAA). There are two unlisted funds. Wilson Asset Management Equity Fund was established in 1998 and Wilson Asset Management Leaders Fund was established in 2023. Wilson Asset Management is also the founder and lead supporter of Future Generation Australia Limited (ASX: FGX) and Future Generation Global Limited (ASX: FGG), Australia's first listed investment companies to provide both investment and social returns. Future Generation Women is the first all-female managed fund in Australia, delivering investment returns and advancing economic equality and opportunities for women and their children in Australia.

The Wilson Asset Management investment team consists of 20 investment professionals with a combined 200 years' experience in financial markets. The investment team is supported by Finance, Marketing and Communications, Operations, Investor Relations, People and Culture, and Investment Specialists teams in managing over \$5 billion of funds on behalf of over 130,000 retail investors. It is Wilson Asset Management's responsibility to report to and engage with investors on a regular basis.

The team have a variety of ways to keep investors informed including:

- email and video updates from the Portfolio Managers with investor education materials, market insights and monthly investment updates;
- regular in-person events including shareholder presentations across the country, young investor events and women's events; and
- annual and interim results announcements and webinars.

#### Making a difference

Wilson Asset Management is passionate about making a difference for shareholders and the community.

Wilson Asset Management founded and is the lead supporter of Future Generation Australia Limited (ASX: FGX) and Future Generation Global Limited (ASX: FGG), Australia's first companies to deliver both investment and social returns. The companies seek to deliver a stream of fully franked dividends and capital growth to investors by giving them unprecedented access to prominent Australian and global fund managers. These managers generously waive their performance and management fees, which enables the Future Generation companies to invest 1.0% of net tangible assets each year in Australian not-for-profit organisations. To date, the companies have donated more than \$87 million to organisations that support children and youth at risk and preventing youth mental ill-health. In 2024, the Future Generation Women Fund was launched, directing 1.0% of its assets annually to not-for-profit organisations that advance economic equality and opportunities for women and their children in Australia.

Wilson Asset Management is a signatory to Pledge 1% – a global philanthropy movement that commits to donating 1% of product, 1% of equity, or 1% of employee time to improve communities around the world. Wilson Asset Management is also a significant funder of many Australian charities, runs a program that allows staff to spend one day each month working in the not-for-profit sector and provides all team members with \$10,000 each year to donate to charities of their choice. All philanthropic investments are made by the Investment Manager.





Wilson Asset Management also supports organisations across a range of initiatives and is honoured to provide continued support to Olympic athletes through managing investments on behalf of the Australian Olympic Committee (AOC) on a pro bono basis. All fees are foregone by the Investment Manager.

Wilson Asset Management remains committed to education initiatives which advocate for change and progress in corporate Australia. Wilson Asset Management supports the University of New South Wales' School of Mathematics and Statistics' Do The Maths program, which aims to inspire girls in high school to consider careers in mathematics and statistics.

Wilson Asset Management's advocacy work on behalf of retail investors in the Australian equity market continues to be a priority. Wilson Asset Management firmly believes all investors, both retail and wholesale, should be treated fairly and equitably when investing in the Australian equity market. We have argued that the dividend imputation system should not be removed or adjusted, and that retail investors should have the opportunity to access capital raisings on an equal footing with wholesale investors.

**Geoff Wilson AO – Chairman and Chief Investment Officer**  
BSc GMQ FFINSIA FAICD

Geoff Wilson has more than 44 years' direct experience in investment markets having held a variety of senior investment roles in Australia, the UK and the US. Geoff founded Wilson Asset Management in 1997, which today, comprises of 19 investment professionals who offer a combined investment experience of more than 200 years. Wilson Asset Management manages over \$5 billion on behalf of more than 130,000 investors as the investment manager for eight listed investment companies and the Wilson Asset Management Leaders Trust. Geoff is currently Chairman of WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Research Limited, WAM Active Limited and WAM Strategic Value Limited. He is the founder and Director of Future Generation Australia Limited and Future Generation Global Limited, and Director of WAM Alternative Assets Limited. In 2014 Geoff created Australia's first listed philanthropic wealth creation vehicles, Future Generation Australia, and subsequently Future Generation Global in 2015. In 2024 Geoff launched Future Generation Women as the first all-female managed fund in Australia, delivering investment returns and advancing economic equality and opportunities for women and their children in Australia. To date, the Future Generation companies have donated more than \$87 million to Australian not-for-profits. Geoff holds a Bachelor of Science, a Graduate Management Qualification and is a Fellow of the Financial Services Institute of Australia and the Australian Institute of Company Directors (AICD). In addition to Geoff's Directorships with the Wilson Asset Management Group and the Future Generation companies, he also holds Directorships with Global Value Fund (since 2014), Hearts and Minds Investments Limited (since 2018), Sporting Chance Cancer Foundation (since 1997) and the Australia Rugby Foundation (2024).

**Oscar Oberg – Lead Portfolio Manager**

LLB BBus CFA

Oscar has more than 17 years' experience in the investment industry. Before joining Wilson Asset Management in 2016, Oscar worked as a sell-side analyst at CLSA for six years covering a variety of sectors within the small cap sector. Prior to CLSA, Oscar worked for three years at Grant Thornton working in the transaction advisory team. Oscar is the Lead Portfolio Manager responsible for WAM Capital, WAM Microcap, WAM Research and WAM Active.

**Tobias Yao – Portfolio Manager**

BCom CFA

Tobias joined Wilson Asset Management in 2014 and is the Portfolio Manager for WAM Capital, WAM Microcap, WAM Research and WAM Active. Tobias has over 16 years' experience in the investment industry. Prior to this he spent five years as an investment analyst at Pengana Capital and previously worked in Ernst & Young's transaction advisory services division.

## 4.2. The Responsible Entity

### Equity Trustees Limited

Equity Trustees Limited ABN 46 004 031 298 AFSL 240975, a subsidiary of EQT Holdings Limited ABN 22 607 797 615, which is a public company listed on the Australian Securities Exchange (ASX: EQT), is the Fund's Responsible Entity and issuer of this PDS. Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, today Equity Trustees is a dynamic financial services institution which continues to grow the breadth and quality of products and services on offer.

Equity Trustees' responsibilities and obligations as the Fund's responsible entity are governed by the Fund's constitution ("Constitution"), the Corporations Act and general trust law. Equity Trustees has appointed Wilson Asset Management (International) Pty Limited as the investment manager of the Fund. Equity Trustees has appointed a custodian to hold the assets of the Fund. The custodian has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests.

## 4.3. The Custodian and Administrator

### Citigroup Pty Limited

The Responsible Entity has appointed Citigroup Pty Limited to act as the Custodian and Administrator for the Fund. In this capacity, the Administrator performs all general administrative tasks for the Fund, including keeping financial books and records and calculating the Net Asset Value of the Fund.

The Responsible Entity has entered into an administration agreement with the Administrator, which governs the services that will be provided by the Administrator.

The Investment Manager may at any time, in consultation with the Responsible Entity, select any other administrator to serve as administrator to the Fund.

## Section 5

# How the Fund invests

### 5.1. Investment objective

The Fund's investment objectives are to provide a combination of capital growth and income over the medium-to-long term.

### 5.2. Investment strategy

The Fund will invest in companies that have alignment between founders, management or board and shareholders. This will be a key part of the investment process and the Fund will make an assessment of a company founder or management team's effective ownership as well as their ability to execute on their business strategy before it becomes part of the investment portfolio. The Fund will provide investors with exposure to an actively managed investment portfolio, comprised of companies listed predominantly on the ASX with compelling fundamentals and an identified catalyst which can contribute to a rerating of the share price.

The Fund will be managed in accordance with these broad principles:

- a. Focus on ASX listed companies:** The Fund's investment portfolio will be comprised of companies listed on the ASX. While the Fund will focus on ASX listed companies, it may invest in any Australian or international securities, hold cash and invest in other permitted investments;
- b. Preference for undervalued companies:**  
The preference is to invest in entities where the securities are trading below the Investment Manager's valuation and are the subject of a catalyst that, in the Investment Manager's view, has not yet been factored into the value of the entity and is likely to change the market's valuation of that entity over time;

- c. Portfolio based and index unaware investing:**

The Fund's priority will be to undertake investments on a portfolio basis. The Investment Manager will be index and benchmark unaware when selecting investments. While all investments will be considered on a case-by-case basis, the Fund will usually refrain from taking a majority position in investee entities. This will assist the Fund to diversify its investments and so reduce its exposure to abnormal falls in the market price of any single investment. The Fund will seek to manage investment risk by spreading investments over a range of companies and industry sectors;

- d. Capital preservation:** Capital preservation is a key investment objective. The Company will hold cash unless it can identify appropriate investment opportunities. This could lead to the Fund holding high levels of cash in the portfolio from time-to-time. To ensure capital preservation, the Fund may also hold bills of exchange or negotiable instruments from time-to-time.
-

Investment process

To implement the Investment Strategy the Investment Manager will employ Wilson Asset Management’s investment process. This process is detailed in the chart below:



## Section 5

### How the Fund invests (cont.)

Wilson Asset Management's fundamental research process involves diligent and deep analysis in order to identify longer-term core holdings within the investment portfolio. The investment process is also centred on meeting with company founders, key board members and senior executives of the potential investee companies. Each potential investee company is carefully analysed with respect to industry position, quality of management, alignment between founders or management and shareholders, earnings growth potential and valuation.

Wilson Asset Management will only invest in a security identified by its investment process if it can identify a catalyst that, in the Investment Manager's view, has not yet been factored into the value of that security and is likely to change the market's valuation of that security (**Catalyst**). A Catalyst can be information or news about the equity investment that the Investment Manager believes will have an impact on the valuation of the investment.

The Investment Manager will assess the potential effect and likelihood of a Catalyst impacting an entity, including whether the Catalyst could drive that entity's share price up or down. Potential Catalysts include:

- a. events, for example, earnings surprises, changes of management, acquisitions or strategy briefings; and
- b. liquidity events, for example, as a result of a share issue or sell down by an existing holder.

An example of an investment opportunity is an investment in a company experiencing increased demand for its goods or services in circumstances where the Investment Manager has identified shortages in supply across the market as a Catalyst that it considers has the potential to create a large growth opportunity for the company.

In this example, the investment process could generate returns if, after taking a stake in the company, the Catalyst identified by the Investment Manager (i.e. the shortages in supply across the market) does in fact result in the company experiencing continued growth, multiple profit upgrades (which in turn increases its capacity to meet increased demand), driving the company's share price up.

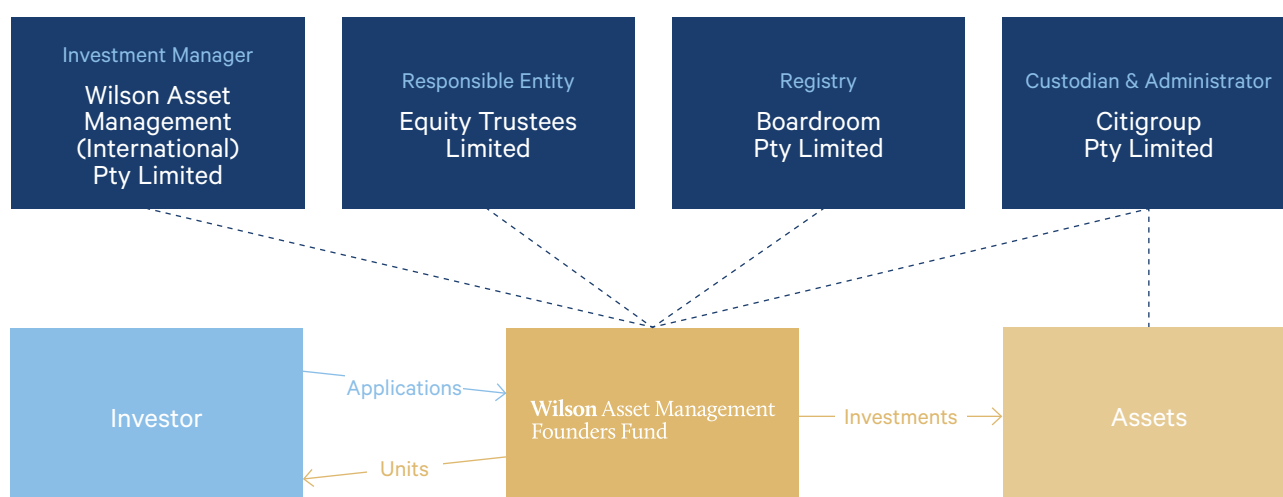
This investment process could result in a loss if the Catalyst does not drive the share price up as the Investment Manager had expected. For example, the example company's share price could drop due to regulatory change that causes a material increase to its cost of production, resulting in a profit downgrade.

Wilson Asset Management will make an assessment of the key stakeholders (founders, board and key executives) within a particular company and will focus on companies with a strong alignment of interest. Wilson Asset Management will make an assessment as to whether the company is a suitable holding within the portfolio.

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### 5.3. Fund structure

The Fund is structured as an unlisted registered managed investment scheme and as at the date of this PDS consists of a class of Units referred to as the AA Class. Other classes of Units may be issued in the future.



### Service providers

As at the date of this PDS, the service providers to the Fund are:

- **Investment Manager:** Wilson Asset Management (International) Pty Limited is responsible for managing the investments of the Fund. For further details on Wilson Asset Management's role please refer to Section 4.
- **Custodian and Administrator:** Citigroup Pty Limited holds the assets of the Fund on behalf of the Responsible Entity and has been appointed as the Fund's administrator to perform certain administrative and accounting services for the Fund.
- **Registry:** Boardroom Pty Limited provides Unit Registry services for the Fund.

### 5.4. Valuation, location and custody of assets

The Fund is domiciled in Australia and the value of the portfolio investment will be calculated monthly using a framework for the valuation of financial instruments that is consistent with current industry practice and regulatory requirements. The assets of the Fund will be valued using market accepted practices to accurately and independently price all securities and other assets within the portfolio from time to time. The Fund delegates custody of its investments to an external custodian (Citigroup Pty Limited) in accordance with the terms of a custodial services arrangement to be entered into.

Equity Trustees and Wilson Asset Management do not have any policy for the geographic location of any asset.

### 5.5. Liquidity

The Fund invests predominantly in liquid assets and is expected to be liquid for the purposes of the Corporations Act. Investors are provided with monthly Fund valuations and access to their investments as per current monthly pricing frequency.

The Responsible Entity and Wilson Asset Management expect that the Fund will be able to realise at least 75% of the Fund's assets, at the value ascribed to those assets in the most recent calculation of the Net Asset Value of the Fund, within 10 Business Days. It is unlikely that liquidity issues will result from withdrawal requests.

## Section 5

### How the Fund invests (cont.)

#### 5.6. Withdrawals

The Fund trades predominantly in liquid instruments and therefore it is likely that withdrawal requests can be satisfied in virtually all market conditions. However, in exceptional circumstances the Responsible Entity has a right to suspend withdrawals. Those circumstances may include, but are not necessarily limited to:

- a severe breakdown in markets in which the Fund trades; and
- a credit event which impairs the short dated cash instruments held in custody.

In certain circumstances, such as when there is a suspension of withdrawal or where the proportion of liquid assets of the Fund falls below the specified thresholds under the Corporations Act, investors may not be able to withdraw their investments within the usual period upon request.

In the unlikely event that material changes to withdrawal rights are made, investors will be notified via correspondence. Please see Section 7 for details of applications and withdrawals under normal circumstances.

#### 5.7. Suggested investment timeframe

Investors are strongly advised to regard any investment in the Fund as a medium-to-long term proposition for at least five years and to be aware that, as with any investment, substantial fluctuations in the value of their investment may occur over that period.

#### 5.8. Labour standards and environmental, social and ethical considerations

EQT has delegated the investment function (including ESG responsibilities) to the Investment Manager and the Investment Manager has contemplated that 'Labour, Environmental, Social and Ethical considerations will not be taken into account in relation to the investment of the fund'. Wilson Asset Management however recognises that ESG issues may affect the value of individual investments held within the funds managed on behalf of investors.

Wilson Asset Management assesses foreseeable and potentially material risk factors, including the consideration of ESG risks, in the overall risk/reward assessment of an investment. Wilson Asset Management has no formal methodology in relation to which ESG considerations will be taken into account and the extent to which they will be taken into account when making decisions to acquire, hold and dispose of investments.

Wilson Asset Management actively engages with investee companies and their management teams during the stock selection and monitoring process to discuss material business and operational risks, including the sustainability of the business model and its operations and earnings. Wilson Asset Management is committed to monitoring investee companies and should they become aware of any direct involvement in modern slavery practices, will endeavour to engage with these companies on an active basis where they are of the view that action is required and the investment is still held within the investment portfolio.

#### 5.9. Fund performance

Fund performance can be obtained by contacting Wilson Asset Management on +612 9247 6755 or visiting the Wilson Asset Management website [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au). Past performance is not indicative of future performance. The Responsible Entity and Wilson Asset Management do not guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund.

#### 5.10. Benefits of investing in the Fund

The Fund is actively managed and provides investors with exposure to companies listed on the ASX. The investment process focuses on identifying companies with compelling fundamentals, demonstrable alignment between founders or management and shareholders and a catalyst.

The Wilson Asset Management investment team consists of 20 investment professionals with a combined 200 years' experience in financial markets. The investment team are supported by Finance, Marketing and Communication, Operations, Investor Relations, People and Culture, and Investment Specialists teams. It is Wilson Asset Management's responsibility to report to and engage with investors on a regular basis.

The team have a variety of ways to keep shareholders informed including:

- Email updates from the Portfolio Managers;
- Investor presentations across the country;
- Investment team insights including Buy, Hold, Sell videos;
- Investor Q&A webinars;
- Young Investor Events;
- Women's Investor Events;
- Monthly investment updates;
- Roundtables with planners, advisers and their clients;
- Social media engagement;
- Investor education material; and
- Annual and interim results announcements.

Another example of a potential investment that would meet Wilson Asset Management's investment criteria would be a technology company where the investment team have identified an additional geographical region for growth. An investment could be initiated if, as part of the investment process the investment team believed that the company would be able to accelerate its overall growth through entering this geographic region and executing on their go to market strategy.

In this example, the investment process could generate returns if, after investing in the company, growth accelerated, while management's improving reputation and subsequent investor sentiment drove the company valuation higher.

Under both examples, the Investment Manager will analyse risk and return potential in conjunction with liquidity analysis in order to appropriately size the investment as part of the diversified investment portfolio with the positioning being resized in line with the expected return and the investment team's conviction in the investment.

### 5.11. Worked examples

Within the investment process, the investment team will consider the macroeconomic factors, detailed fundamental research-driven analysis and market-driven positioning analysis, investing in a security once they can identify a catalyst that they believe will alter the market's valuation of the company.

Potential catalysts include earnings surprises, management changes, acquisitions or strategy updates, valuation and growth turning points.

An example of a potential investment that would meet these investment criteria may be a consumer staples company where the investment team conducted research-driven analysis identifying strong fundamentals and opportunity for growth that is in excess of market expectations at the time, as investor sentiment had turned more negative than the economic reality, based on fears around potential geopolitical uncertainty.

In this example the investment process could generate returns if, after investing in the company, management implemented new global distribution channels which generated further growth, while improvements in geopolitical uncertainty improved investor sentiment, driving both earnings and valuation upside.

## Section 6

# Managing risk

All investments carry risks. Different investment strategies may carry different levels of risk, depending on the assets acquired under the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk. The significant risks below should be considered in light of your risk profile when deciding whether to invest in the Fund. Your risk profile will vary depending on a range of factors, including your age, the investment time frame (how long you wish to invest for), your other investments or assets and your risk tolerance.

The Responsible Entity and the Investment Manager do not guarantee the liquidity of the Fund's investments, repayment of capital or any rate of return or the Fund's investment performance. The value of the Fund's investments will vary. Returns are not guaranteed, and you may lose money by investing in the Fund. The level of returns will vary and future returns may differ from past returns. Laws affecting managed investment schemes may change in the future. The structure and administration of the Fund is also subject to change.

In addition, we do not offer advice that takes into account your personal financial situation, including advice about whether the Fund is suitable for your circumstances. If you require personal financial or taxation advice, you should contact a licensed financial adviser and/or taxation adviser.

### 6.1. Key Risks

<b>Market risk</b>	Share markets tend to move in cycles, and individual security prices may fluctuate and underperform other asset classes over extended periods of time. The value of securities listed on the ASX may rise or fall depending on a range of factors beyond the control of the Investment Manager. Although the Investment Manager will seek to manage market risk, unexpected market conditions could have a negative impact on the value of the portfolio or the return of the Fund's investments. Unitholders in the Fund are exposed to this risk through their holding in units.
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<b>Investment strategy risk</b>	<p>The success and profitability of the Fund will largely depend on the Investment Manager's continued ability to manage the portfolio in a manner that complies with the Fund's objectives, strategies, policies, guidelines and permitted investments. If the Investment Manager fails to do so, the Fund may not perform well.</p> <p>There are risks inherent in the Investment Strategy that the Investment Manager will employ for the Fund.</p>
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<b>Investment Manager's performance risk</b>	The past performance of portfolios managed by the Investment Manager and persons associated with the Investment Manager, are not necessarily a guide to future performance of the Fund. The success and profitability of the Fund depends almost entirely on the ability of the Investment Manager to construct a portfolio of investments that have the ability to increase in value over time. The Investment Management Agreement is expected to have an initial term of five years. Even if the Fund does not perform well, it may be difficult to remove the Investment Manager during this period.
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<b>Economic risk</b>	<p>The Fund's portfolio will be exposed to economic risks that may have a negative impact on the value of the portfolio or the return of the Fund's investments.</p> <p>The value of the investment portfolio may be impacted by numerous economic factors. The factors include changes in economic conditions (e.g. changes in interest rates or economic growth), legislative and political environment, as well as changes in investor sentiment.</p> <p>In addition, exogenous shocks, natural disasters, acts of terrorism and financial market turmoil (such as the global financial crisis) can (and sometimes do) add to equity market volatility as well as impact directly on the Fund or securities within the Fund's portfolio. As a result, no guarantee can be given in respect of the return of the Fund.</p>
<b>Financial market volatility</b>	<p>A fall in global equity markets, global bond markets or the rate of change in the value of the Australian dollar against other major currencies may discourage investors from moving money into or out of equity markets. This may have a negative effect on the value of the portfolio (for example if the price of securities within the portfolio decreases and the Investment Manager is required to sell investments at a loss).</p>
<b>Pandemic and other unforeseen event risk</b>	<p>Health crisis, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on the economies and financial markets either in specific countries or worldwide and consequently on the value of the Fund's investments. Further, under such circumstances the operations, including functions such as trading and valuation, of the Investment Manager and other service providers could be reduced, delayed, suspended or otherwise disrupted.</p>

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# Section 7

## Investing and withdrawing

### 7.1. Applying for units

You can make an investment in the Fund by completing an Application Form online or submitting an Application Form together with the required supporting identification information to the Unit Registry.

Visit <https://boardroomlimited.com.au/wamunlistedclassAA> to complete an application online. The minimum initial investment amount for the Fund is AUD \$100,000.

Completed Application Forms should be sent along with your identification documents (if applicable) to:

**Wilson Asset Management Founders Fund Registry**  
**Boardroom Pty Limited**  
**Unitholder Services**  
**GPO Box 3993**  
**Sydney NSW 2001**  
**T: 1300 420 372 (in Australia)**  
**T: +61 2 8023 5472 (International)**

Please note that physical cash or cheque cannot be accepted for applications.

We reserve the right to accept or reject applications in whole or in part at our discretion. We have the discretion to delay processing applications where we believe this to be in the best interest of the Fund's investors.

The price at which units are acquired is determined in accordance with the Constitution ("Application Price"). The Application Price on a Business Day is, in general terms, equal to the Net Asset Value ("NAV") of the Fund, divided by the number of units on issue and adjusted for transaction costs ("Buy Spread"). At the date of this PDS, the Buy Spread is 0.20%.

The Application Price will vary as the market value of assets in the Fund rises or falls.

### 7.2. Application cut-off times

If we receive a correctly completed Application Form, identification documents (if applicable) and cleared application money:

- **before or at 2pm (Sydney, Australia time)** on the last Business Day of the month and your application for units is accepted, you will receive the Application Price calculated for that month; or
- **after 2pm (Sydney, Australia time)** on the last Business Day of the month and your application for units is accepted, you will receive the Application Price calculated for the following month.

We will only start processing an application if:

- we consider that you have correctly completed the Application Form;
- you have provided us with the relevant identification documents if required; and
- we have received the application money (in cleared funds) stated in your Application Form.

We reserve the right to accept or reject applications in whole or in part at our discretion. We have the discretion to delay processing applications where we believe this to be in the best interest of the Fund's investors.

### 7.3. Additional applications

You can make additional investments into the Fund at any time by sending us your additional investment amount together with a completed Application Form. The minimum additional investment into the Fund is AUD \$5,000.

### 7.4. Terms and conditions for applications

Applications can be made at any time. Application cut-off times and unit pricing are set out in the Application cut-off times section.

Please note that we do not pay interest on application monies (any interest is credited to the Fund).

Equity Trustees reserves the right to refuse any application without giving a reason. If for any reason Equity Trustees refuses or is unable to process your application to invest in the Fund, Equity Trustees will return your application money to you, subject to regulatory considerations, less any taxes or bank fees in connection with the application. You will not be entitled to any interest on your application money in this circumstance.

Under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006*, applications made without providing all the information and supporting identification documentation requested on the Application Form cannot be processed until all the necessary information has been provided. As a result, delays in processing your application may occur.

## 7.5. Making a withdrawal

Investors in the Fund can generally withdraw their investment by completing a written request to withdraw from the Fund and mailing it to:

**Wilson Asset Management Founders Fund Registry**  
**Boardroom Pty Limited**  
**Unitholder Services**  
**GPO Box 3993**  
**Sydney NSW 2001**  
**T: 1300 420 372 (in Australia)**  
**T: +61 2 8023 5472 (International)**

The minimum withdrawal amount is AUD \$5,000. Once we receive your withdrawal request, we may act on your instruction without further enquiry if the instruction bears your account number or investor details and your (apparent) signature(s), or your authorised signatory's (apparent) signature(s).

Equity Trustees will generally allow an investor to access their investment five Business Days from the month end following receipt of a withdrawal request by transferring the withdrawal proceeds to such investor's AUD Australian domiciled nominated bank account. However, the Constitution allows Equity Trustees to reject withdrawal requests and also to make payment up to 21 days after acceptance of a request (which may be extended in certain circumstances).

The price at which units are withdrawn is determined in accordance with the Constitution ("Withdrawal Price"). The Withdrawal Price on a Business Day is, in general terms, equal to the NAV of the Fund, divided by the number of units on issue and adjusted for transaction costs ("Sell Spread"). At the date of this PDS, the Sell Spread is 0.20%. The Withdrawal Price will vary as the market value of assets in the Fund rises or falls.

Equity Trustees reserves the right to fully redeem your investment if your investment balance in the Fund falls below AUD \$100,000 as a result of processing your withdrawal request. Equity Trustees can deny a withdrawal request or suspend consideration of a withdrawal request in certain circumstances, including where accepting the request is not in the best interests of investors in the Fund or where the Fund is not liquid (as defined in the Corporations Act). When the Fund is not liquid, an investor can only withdraw when Equity Trustees makes a withdrawal offer to investors in accordance with the Corporations Act. Equity Trustees is not obliged to make such offers.

If you are an Indirect Investor, you need to provide your withdrawal request directly to your IDPS Operator. The time to process a withdrawal request will depend on the particular IDPS Operator and the terms of the IDPS.

## 7.6. Withdrawal cut-off times

If we receive a withdrawal request:

- **before or at 2pm (Sydney, Australia time)** on the last Business Day of the month and your withdrawal request is accepted, you will receive the Withdrawal Price calculated for that month; or
- **after 2pm (Sydney, Australia time)** on the last Business Day of the month and your withdrawal request is accepted, you will receive the Withdrawal Price calculated for the following month.

We reserve the right to accept or reject withdrawal requests in whole or in part at our discretion. We have the discretion to delay processing withdrawal requests where we believe this to be in the best interest of the Fund's investors.

## 7.7. Access to funds

Except where the Fund is not liquid (see below), the Responsible Entity will generally allow investors to access their funds five Business Days from the month end following acceptance of a withdrawal request for the relevant amount.

However, the Constitution of the Fund allows the Responsible Entity to make payment up to 21 days after receipt of a withdrawal request, and this period can be extended at the discretion of Equity Trustees in accordance with the Constitution.

The Responsible Entity reserves the right to postpone the processing and payment of withdrawals for the Fund subject to the above extensions of time.

Where the Fund is not liquid (as defined in the Corporations Act) an investor does not have a right to withdraw from the Fund and can only withdraw where the Responsible Entity makes a withdrawal offer to investors in accordance with the Corporations Act. The Responsible Entity is not obliged to make such offers. The Fund will cease to be liquid if less than 80% of its assets are liquid assets. Broadly, liquid assets are money in an account or on deposit with a financial institution, bank accepted bills, marketable securities, other prescribed property and other assets that the Responsible Entity reasonably expects can be realised for their market value within the period specified in the Constitution for satisfying withdrawal requests while the Fund is liquid.

## Section 7

### Investing and withdrawing (cont.)

#### 7.8. Terms and conditions for withdrawals

The minimum withdrawal amount in the Fund is AUD \$5,000. Where a withdrawal request takes the balance below the minimum level of AUD \$100,000, the Responsible Entity may require you to redeem the remaining balance of your investment. Equity Trustees has the right to change the minimum holding amount.

The Responsible Entity can deny a withdrawal request in whole or in part. Equity Trustees will refuse to comply with any withdrawal request if the requesting party does not satisfactorily identify themselves as the investor. Withdrawal payments will not be made to third parties (including authorised nominees) and will only be paid directly to the investor's bank account held in the name of the investor at a branch of an Australian domiciled bank. By lodging an email withdrawal request the investor releases, discharges and agrees to indemnify Equity Trustees from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from any facsimile or email withdrawal request.

You also agree that any payment made in accordance with the email instructions shall be in complete satisfaction of the obligations of Equity Trustees, notwithstanding any fact or circumstance including that the payment was made without your knowledge or authority.

When you are withdrawing, you should take note of the following:

- We are not responsible or liable if you do not receive, or are late in receiving, any withdrawal money that is paid according to your instructions;
- We may contact you to check your details before processing your Redemption Request Form. This may cause a delay in finalising payment of your withdrawal money. No interest is payable for any delay in finalising payment of your withdrawal money;
- If we cannot satisfactorily identify you as the withdrawing investor, we may refuse or reject your withdrawal request or payment of your withdrawal proceeds will be delayed. We are not responsible for any loss you consequently suffer; and
- As an investor who is withdrawing, you agree that any payment made according to instructions received by post, courier, fax or email, shall be a complete satisfaction of our obligations, despite any fact or circumstances such as the payment being made without your knowledge or authority.

You agree that if the payment is made according to all the terms and conditions for withdrawals set out in this PDS, you and any person claiming through or under you, shall have no claim against Equity Trustees or the Investment Manager in relation to the payment. Investors will be notified of any material change to their withdrawal rights (such as any suspension of their withdrawal rights) in writing.

#### 7.9. Distributions

An investor's share of any distributable income is calculated in accordance with the Constitution and is generally based on the number of units held by the investor at the end of the distribution period.

The Fund usually distributes income annually. Distributions are calculated effective the last day of each distribution period and are normally paid to investors as soon as practicable after the distribution calculation date.

Investors in the Fund can indicate a preference to have their distribution:

- reinvested back into the Fund; or
- directly credited to their AUD Australian domiciled bank account.

Investors who do not indicate a preference will have their distributions automatically directly credited to their bank account. If investors have not supplied their bank account details to the unit registry, your distributions will be withheld until the unit registry receives these. Applications for reinvestment will be taken to be received immediately prior to the next Business Day after the relevant distribution period. There is no Buy Spread on distributions that are reinvested.

In some circumstances, the Constitution may allow for an investor's withdrawal proceeds to be taken to include a component of distributable income.

Indirect Investors should review their IDPS Guide for information on how and when they receive any income distribution.

## 7.10. Valuation of the Fund

The value of the investments of the Fund is generally determined monthly by the Administrator. The value of a unit is determined by the Net Asset Value (NAV). This is calculated by deducting from the gross value of the Fund assets the value of the liabilities of the Fund (not including any unitholder liability). Generally, investments will be valued on each Business Day at their market value but other valuation methods and policies may be applied by Equity Trustees if appropriate or if otherwise required by law or applicable accounting standards. The Application Price of a unit in the Fund is based on the NAV divided by the number of units on issue. The Responsible Entity can also make an allowance for transaction costs required for buying investments when an investor acquires units; this is known as the Buy Spread.

The Withdrawal Price of a unit in the Fund is based on the NAV divided by the number of units on issue. The Responsible Entity can also make an allowance for transaction costs required for selling investments when an investor makes a withdrawal; this is known as the Sell Spread.

The Buy/Sell Spread can be altered by the Responsible Entity at any time and the Investment Manager will update you with respect to this via [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au) as soon as practicable to reflect any change.

Refer to Section 9 for additional information.

## 7.11. Joint account operation

For joint accounts, each signatory must sign withdrawal requests. Please ensure both signatories sign the declaration in the Application Form. Joint accounts will be held as joint tenants.

## 7.12. Authorised signatories

You can appoint a person, partnership or company as your authorised signatory. To do so, please nominate them on the initial Application Form and have them sign the relevant sections. If a company is appointed, the powers extend to any director and officer of the company. If a partnership is appointed, the powers extend to all partners. Such appointments will only be cancelled or changed once we receive written instructions from you to do so.

Once appointed, your authorised signatory has full access to operate your investment account for and on your behalf. This includes the following:

- making additional investments;
- requesting income distribution instructions to be changed;
- withdrawing all or part of your investment;
- changing bank account details;
- enquiring and obtaining copies of the status of your investment; and
- having online account access to your investment.

If you do appoint an authorised signatory:

- you are bound by their acts;
- you release, discharge and indemnify us from and against any losses, liabilities, actions, proceedings, account claims and demands arising from instructions received from your authorised representatives; and
- you agree that any instructions received from your authorised representative shall be complete satisfaction of our obligations, even if the instructions were made without your knowledge or authority.

## 7.13. Electronic instructions

If an investor instructs Equity Trustees by electronic means, such as email or online, the investor releases Equity Trustees from and indemnifies Equity Trustees against, all losses and liabilities arising from any payment or action Equity Trustees makes based on any instruction (even if not genuine) that Equity Trustees receives by an electronic communication bearing the investor's investor code and which appears to indicate to Equity Trustees that the communication has been provided by the investor (e.g. a signature which is apparently the investor's and that of an authorised signatory for the investment or an email address which is apparently the investor's). The investor also agrees that neither they nor anyone claiming through them has any claim against Equity Trustees or the Fund in relation to such payments or actions. There is a risk that a fraudulent withdrawal request can be made by someone who has access to an investor's investor code and a copy of their signature or email address. Please take care.

# Section 8

## Keeping track of your investment

### 8.1. Complaints resolution

Equity Trustees has an established complaints handling process and is committed to properly considering and resolving all complaints. If you have a complaint about your investment, please contact us on:

**Phone** 1300 133 472  
**Post** Equity Trustees Limited  
 GPO Box 2307, Melbourne VIC 3001  
**Email** [compliance@eqt.com.au](mailto:compliance@eqt.com.au)

We will acknowledge receipt of the complaint within 1 Business Day or as soon as possible after receiving the complaint. We will seek to resolve your complaint as soon as practicable but not more than 30 calendar days after receiving the complaint.

### Reports

We will make the following statements available to all investors:

- A transaction confirmation statement, showing a change in your unit holding (provided when a transaction occurs or on request).
- Annual distribution, tax and confirmation of holdings statements for each period ended 30 June.
- Annual Report for each period ended 30 June detailing each of the following:
  - the actual allocation to each asset type;
  - the liquidity profile of the portfolio assets as at the end of the period;
  - the maturity profile of the liabilities as at the end of the period;
  - the leverage ratio (including leverage embedded in the assets of the Fund, other than listed equities and bonds) as at the end of the period; and
  - the key service providers if they have changed since the latest report given to investors, including any change in their related party status.

The latest Annual Report will be available online from [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au).

The following information is available on Wilson Asset Management's website and/or is disclosed monthly:

- the current total NAV of the Fund and the withdrawal value of a unit in each class of units as at the date the NAV was calculated;
- the investment returns over monthly, annual, or other periods over at least a five-year period (or, if the Fund has not been operating for five years, the returns since its inception);
- any change to key service providers if they have changed since any last report given to investors;
- for each of the following matters since the last report on those matters:
  - the net return on the Fund's assets after fees and costs;
  - any material changes in the Fund's investment profile;
  - any material changes in the Fund's investment strategy; and
  - any change in key staff which may impact investment decisions for the Fund.

By applying to invest in the Fund, you agree that, to the extent permitted by law, any periodic information which is required to be given to you under the Corporations Act or ASIC policy can be given to you by making that information available on Equity Trustees' or the Investment Manager's website.

Please note that Indirect Investors who access the Fund through an IDPS will receive reports directly from the IDPS Operator and not from the Responsible Entity. However, Equity Trustees will be providing the reports described above to relevant IDPS Operators. Indirect Investors should refer to their IDPS Guide for information on the reports they will receive regarding their investment.

If and when the Fund has 100 or more direct investors, it will be classified by the Corporations Act as a 'disclosing entity'. As a disclosing entity the Fund will be subject to regular reporting and disclosure obligations. Investors would have a right to obtain a copy, free of charge, of any of the following documents:

- the most recent audited annual financial report lodged with ASIC ("Annual Report");
- any subsequent half yearly financial report lodged with ASIC after the lodgement of the Annual Report; and
- any continuous disclosure notices lodged with ASIC after the Annual Report but before the date of this PDS.

Equity Trustees will comply with any continuous disclosure obligation by lodging documents with ASIC as and when required.

Copies of these documents lodged with ASIC in relation to the Fund may be obtained through ASIC's website at [www.asic.gov.au](http://www.asic.gov.au).

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## Section 9

# Fees and other costs

### Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower fees. Ask the Fund or your financial adviser.

### To find out more

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

This section shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole.

Taxes are set out in another part of this document. You should read all the information about fees and costs because it is important to understand their impact on your investment.

### 9.1. Fees and costs summary

#### Wilson Asset Management Founders Fund – AA Class

Type of fee or cost	Amount	How and when paid
<b>Ongoing annual fees and costs<sup>1</sup></b>		
<b>Management fees and costs</b> The fees and costs for managing your investment	1.025% p.a. of the NAV of the Fund <sup>2</sup>	The management fees component of management fees and costs are accrued and paid from the Fund monthly in arrears and reflected in the unit price. Otherwise, the fees and costs are variable and deducted and reflected in the unit price of the Fund as they are incurred. Management fees and costs are not negotiable.
<b>Performance fees</b> Amounts deducted from your investment in relation to the performance of the product	Estimated 0.97% p.a. of the NAV of the Fund <sup>3</sup>	Performance fees are only deducted when there is investment portfolio outperformance of the Fund Benchmark, subject to the recoupment of any prior underperformance carried forward.  Performance fees are calculated monthly and paid annually in arrears from the Fund and reflected in the unit price.  The performance fees can be negotiated at the discretion of the Investment Manager. Please see “Performance fees” in the “Additional Explanation of Fees and Costs” for further information.
<b>Transaction costs</b> The costs incurred by the scheme when buying or selling assets	Estimated 0.18% p.a. of the NAV of the Fund <sup>2</sup>	Transaction costs such as brokerage and transactional taxes are incurred by the Fund when the Fund acquires and disposes of securities and are paid out of the assets of the Fund as and when incurred at the time.  Transaction costs are variable and deducted from the Fund as they are incurred and reflected in the unit price. They are disclosed net of amounts recovered by the Buy/Sell Spread.  Transaction costs are not negotiable. Please see “Transaction costs” in the “Additional Explanation of Fees and Costs” for further information.



## 9.1. Fees and costs summary (continued)

Type of fee or cost	Amount	How and when paid
<b>Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)</b>		
<b>Establishment fee</b> The fee to open your investment	Not applicable	Not applicable
<b>Contribution fee</b> The fee on each amount contributed to your investment	Not applicable	Not applicable
<b>Wilson Asset Management Founders Fund – AA Class</b>		
<b>Buy/Sell Spread</b> An amount deducted from your investment representing costs incurred in transactions by the scheme	0.20% upon entry and 0.20% upon exit	These costs are an additional cost to the investor but are incorporated into the unit price and arise when investing application monies and funding withdrawals from the Fund and are not separately charged to the investor. The Buy Spread is paid into the Fund as part of an application and the Sell Spread is left in the Fund as part of a redemption.
<b>Withdrawal fee</b> The fee on each amount you take out of your investment	Not applicable	Not applicable
<b>Exit fee</b> The fee to close your investment	Not applicable	Not applicable
<b>Switching fee</b> The fee for changing investment options	Not applicable	Not applicable

<sup>1</sup> All fees quoted above are inclusive of Goods and Services Tax (GST) and net of any Reduced Input Tax Credits (RITC). Equity Trustees will apply for RITC where applicable to reduce the cost of GST to the Fund. See below for more details as to how the relevant fees and costs are calculated.

<sup>2</sup> The indirect costs component of management fees and costs and transaction costs is based on a reasonable estimate of the costs for the current financial year to date adjusted to reflect a 12-month period. The Investment Manager is highly active in relation to the management of the investment portfolio, buying and selling securities to adapt holdings in the investment portfolio to changing market conditions and to manage risk. This active approach can result in a high portfolio turnover each year, subject to market conditions prevalent at the time. Please see “Additional Explanation of Fees and Costs”.

<sup>3</sup> This represents the performance fee of the Fund which is payable as an expense of the Fund to the Investment Manager. As the Fund is first offered in the current financial year, the performance fee is calculated by reference to a reasonable estimate of the performance fee for the current financial year, adjusted to reflect a 12-month period. The performance of the Fund for this financial year, and the performance fees, may be higher or lower or not payable in the future. It is not a forecast of the performance of the Fund or the amount of the performance fees in the future. See “Performance fees” below for more information.

## Section 9

### Fees and other costs (cont.)

#### 9.2. Additional explanation of fees and costs

##### Management fees and costs

The management fees and costs include amounts payable for administering and operating the Fund, investing the assets of the Fund, expenses and reimbursements in relation to the Fund and indirect costs if applicable.

Management fees and costs do not include performance fees or transaction costs, which are disclosed separately.

The management fees component of management fees and costs of 1.025% p.a. of the NAV of the Fund is payable to the Responsible Entity of the Fund for managing the assets and overseeing the operations of the Fund. The management fees component is accrued monthly and paid from the Fund monthly in arrears and reflected in the unit price. As at the date of this PDS, the management fees component covers certain ordinary expenses such as Responsible Entity fees, investment management fees, custodian fees, and administration and audit fees.

The indirect costs and other expenses components of the Fund, if any, may include other ordinary expenses of operating the Fund, as well as management fees and costs (if any). The indirect costs and other expenses component are variable and reflected in the unit price of the Fund as the relevant fees and costs are incurred. They are borne by investors, but they are not paid to the Responsible Entity or Investment Manager. The indirect costs and other expenses component of the management fees and costs is currently estimated to be nil.

Actual indirect costs for the current and future years may differ. If in future there is an increase to indirect costs disclosed in this PDS, updates will be provided on Equity Trustees' website at [www.eqt.com.au/insto](http://www.eqt.com.au/insto) where they are not otherwise required to be disclosed to investors under law.

##### Performance fees

Performance fees are only deducted when there is investment portfolio outperformance of the Fund Benchmark, subject to the recoupment of any prior underperformance carried forward.

The Investment Manager is entitled to be paid a performance fee of 20.5% p.a. (inclusive of the net impact of GST and RITC) when there is outperformance of the investment portfolio against the Fund Benchmark.

The Fund Benchmark is the RBA cash rate + 4%. p.a.

The performance fees disclosed in the Fees and Costs Summary are a reasonable estimate of the performance fee payable for the Fund.

The performance of the Fund for each financial year, and the performance fees payable, may be higher or lower or not payable in the future.

Performance fees include amounts that are calculated by reference to the performance of the Fund.

As the Fund is first offered in the current financial year the performance fee figure that is disclosed in the Fees and Costs Summary is calculated by reference to a reasonable estimate of the performance fee for the current financial year, adjusted to reflect a 12-month period. It is not a forecast of the performance of the Fund or the amount of the performance fees payable in the future.

In terms of the performance fees payable to the Investment Manager, the Investment Manager is entitled to be paid by the Fund a fee ("Performance Fee") equal to 20.5% p.a. (including the net impact of GST and RITC) of the base amount ("BA") (to be calculated in the manner described below) where the BA is a net positive number, taking into account recoupment of any past underperformance. The Performance Fee will be accrued monthly and, if payable, payable annually in arrears from the assets of the Fund.

The BA for a Performance Calculation Period (as defined below) is calculated in accordance with the following formula, subject to the recoupment of prior underperformance as explained below:

$$BA = (FV - IV) - [IV \times (FI + 4\%)]$$

##### Where:

Performance Calculation Period means:

- for the first Performance Calculation Period, the period from the inception date of each series to 30 June 2025;
- thereafter and subject to paragraph (c), each full 12-month period commencing on 1 July and ending on 30 June; or
- if the period expires on a day other than 30 June, the last Performance Calculation Period is the period from the first day after the preceding Performance Calculation Period to the expiry date or termination of each series.

**BA** is the base amount to be used in determining the Performance Fee payment entitlement (if any) as outlined above;

**FV** is the NAV calculated on the last Business Day of the relevant Performance Calculation Period;

**IV** is the NAV calculated on the last Business Day of the preceding Performance Calculation Period;

**FI** is the level of the Reserve Bank of Australia's target cash rate over the Performance Calculation Period.

If, in respect of the relevant Performance Calculation Period, the amount calculated for BA above is a negative number, no Performance Fee is payable in respect of that Performance Calculation Period.

Where the amount calculated for BA in respect of a Performance Calculation Period is a negative number, it is to be carried forward to the following Performance Calculation Period(s) until it has been recouped in full against future outperformance. No performance fees will be payable until there has been a full recoupment of all prior underperformance. In the event there is a net redemption from the Fund and there is underperformance to be recouped, the amount of the underperformance to be recouped will be reduced by the percentage of the NAV of the Fund that the redemption(s) represent. The intention is to keep the underperformance to be recouped in the same position as it would have had the net redemption(s) not occurred.

In calculating the Performance Fee for a Performance Calculation Period, changes in the NAV as a result of distributions paid and performance fees paid by the Responsible Entity will be disregarded or adjusted for in a manner determined by the Fund's auditor at the conclusion of that Performance Calculation Period.

The Fund uses an accounting method called series accounting to ensure that the allocation of Performance Fees against units is equitable. This method is designed to ensure a fairer outcome amongst investors investing at different times, by ensuring that each investor pays a share of performance fees which broadly equates to the performance of their investment only.

At the discretion of the Responsible Entity and Investment Manager, there may be one or more series of units ("Series") issued in respect of each Performance Calculation Period. This allows the Fund to charge a Performance Fee based on the different financial outcomes of separate groups of investors.

At the end of each Performance Fee Period, at the discretion of the Investment Manager and Responsible Entity, all Series of units that have borne a Performance Fee in respect of

the relevant Performance Fee Period may be consolidated into a single Series. Should a consolidation of Series occur, Unitholders will exchange their units in a closing Series for new units in a Series selected by the Responsible Entity and Investment Manager.

Please note that the performance fees disclosed in the Fees and Costs Summary are not a forecast as the actual performance fee for the current and future financial years may differ. The Responsible Entity cannot guarantee that performance fees will remain at their previous level or that the investment portfolio performance of the Fund will outperform the Fund Benchmark.

It is not possible to estimate the actual performance fee payable in any given period, as we cannot forecast what the performance of the Fund will be. Information on current performance fees will be updated from time to time and available at [www.eqt.com.au/insto](http://www.eqt.com.au/insto).

### Performance fee example

The examples below are provided for illustrative purposes only and do not represent any actual or prospective performance of the Fund. We do not provide any assurance that the Fund will achieve the performance used in the example and you should not rely on these examples in determining whether to invest in the Fund.

#### Example 1: Performance period ending 30 June 2025 – Fund achieves positive return and outperforms the Fund Benchmark

As a worked example, assuming a Performance Calculation Period of 1 July 2024 to 30 June 2025, an initial NAV of \$25,000, and a closing NAV of \$28,750, that is, 15% higher at the end of the Performance Calculation Period and assuming also that there is no carried forward underperformance from previous Performance Calculation Periods:

- a. If the Fund Benchmark is 10% per annum for the Performance Calculation Period, there would be an outperformance of \$1,250 for that Performance Calculation Period; and
- b. in this instance, there would be a performance fee payable at 20.5% (including GST and RITC) of this amount, equating to \$256.25 for the Performance Calculation Period as the investment portfolio has outperformed the Fund's Benchmark.

## Section 9

### Fees and other costs (cont.)

#### Example 2: Performance period ending 30 June 2026 – Fund achieves positive return but underperforms the Fund Benchmark

As a worked example, assuming a Performance Calculation Period of 1 July 2025 to 30 June 2026, an initial NAV of \$28,750, and a closing NAV of \$30,187.50, that is, 5% higher at the end of the Performance Calculation Period:

- a. If the Fund Benchmark is 10% per annum for the Performance Calculation Period, there would be an underperformance of \$1,437.50 for that Performance Calculation Period; and
- b. in this instance, there would be no performance fee payable for the Performance Calculation Period as the investment portfolio has underperformed the Fund's Benchmark; and
- c. the aggregate underperformance of \$1,437.50 is required to be carried forward to the following Performance Calculation Period(s) and will operate to offset any future outperformance amounts until such time as all carried forward underperformance has been recouped in full against future outperformance.

#### Example 3: Performance period ending 30 June 2027 – Fund achieves positive return and recoups the underperformance

As a worked example, assuming a Performance Calculation Period of 1 July 2026 to 30 June 2027, an initial NAV of \$30,187.50, and a closing NAV of \$34,715.63, that is, 15% higher at the end of the Performance Calculation Period, and assuming that the underperformance illustrated in Example 2 is carried forward into this Performance Calculation Period:

- a. If the Fund Benchmark is 5% per annum for the Performance Calculation Period, there would be an initial outperformance of \$3,018.75 for that Performance Calculation Period; and
- b. the aggregate underperformance of \$1,437.50 carried forward from prior Performance Calculation Period(s) (i.e., as shown in Example 2) is to be recouped in full against the current performance, resulting in outperformance of \$1,581.25 for the Performance Calculation Period; and
- c. in this instance, there would be a performance fee payable at 20.5% p.a. (including GST and RITC) of this amount, equating to \$324.16 for the Performance Calculation Period, as the investment portfolio has outperformed the Fund's Benchmark, and all prior underperformance has now been recouped in full.

#### Example 4: Performance period ending 30 June 2025 – Fund achieves negative return and outperforms the Fund Benchmark

As a worked example, assuming a Performance Calculation Period of 1 July 2024 to 30 June 2025, an initial NAV of \$25,000, and a closing NAV of \$23,750, that is, 5% lower at the end of the Performance Calculation Period and assuming also that there is no carried forward underperformance from previous Performance Calculation Periods

- a. If the Fund Benchmark is negative 10% per annum for the Performance Calculation Period, there would be an outperformance of \$1,250; and
- b. in this instance, there would be a performance fee payable at 20.5% p.a. (including GST and RITC) of this amount, equating to \$256.25 for the Performance Calculation Period, as the investment portfolio has outperformed the Fund's Benchmark.

### Transaction costs

In managing the assets of the Fund, the Fund may incur transaction costs such as brokerage, Buy/Sell Spreads in respect of any underlying investments of the Fund, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold. Transaction costs also include costs incurred by interposed vehicles in which the Fund invests (if any), that would have been transaction costs if they had been incurred by the Fund itself.

Transaction costs are an additional cost to the investor where they are not recovered by the Buy/Sell Spread and are generally incurred when the assets of the Fund are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of the Fund.

The Buy/Sell Spread that is disclosed in the Fees and Costs Summary is a reasonable estimate of transaction costs that the Fund will incur when buying or selling assets of the Fund. These costs are an additional cost to the investor, but are incorporated into the unit price and arise when investing application monies and funding withdrawals from the Fund and are not separately charged to the investor. The Buy Spread is paid into the Fund as part of an application and the Sell Spread is left in the Fund as part of a redemption and not paid to Equity Trustees or the Investment Manager. The Buy/Sell Spread is 0.20% upon entry and 0.20% upon exit. The dollar value of these costs based on an application or a withdrawal of \$100,000 is \$200 for each individual transaction. The Buy/Sell Spread can be altered by the Responsible Entity at any time and [www.eqt.com.au/insto](http://www.eqt.com.au/insto) will be updated as soon as practicable to reflect any change.

The Responsible Entity may also waive the Buy/Sell Spread in part or in full at its discretion. The transaction costs figure in the Fees and Costs Summary is shown net of any amount recovered by the Buy/Sell Spread charged by the Responsible Entity.

Transaction costs generally arise through the day-to-day trading of the Fund's assets and are reflected in the Fund's unit price as an additional cost to the investor, as and when they are incurred.

The gross transaction costs for the Fund are estimated to be 0.18% p.a. of the NAV of the Fund, which is based on a reasonable estimate of the costs for the current financial year to date, adjusted to reflect a 12-month period.

The transaction costs disclosed in the Fees and Costs Summary are a reasonable estimate, based on the anticipated trading activity and turnover of the investment portfolio under the investment strategy, and are net of any amounts expected to be recovered by the Buy/Sell Spread.

The Investment Manager is highly active in relation to the management of the investment portfolio, buying and selling securities to adapt holdings in the investment portfolio to changing market conditions and to manage risk. This active approach can result in a high portfolio turnover each year, subject to market conditions prevalent at the time.

However, actual transaction costs for future years may differ.

### 9.3. Can the fees change?

Yes, all fees can change without investor consent, subject to the maximum fee amounts specified in the Constitution. The current maximum management fee to which Equity Trustees is entitled is 2.00% p.a. of the gross asset value of the Fund. However, Equity Trustees does not intend to charge that amount and will generally provide investors with at least 30 days' notice of any proposed increase to the management fees component of management fees and costs. In most circumstances, the Constitution defines the maximum level that can be charged for fees described in this PDS. Equity Trustees also has the right to recover all reasonable expenses incurred in relation to the proper performance of its duties in managing the Fund and as such these expenses may increase or decrease accordingly, without notice.

### 9.4. Payments to IDPS Operators

Subject to the law, annual payments may be made to some IDPS Operators because they offer the Fund on their investment menus. Product access is paid by the Investment Manager out of its investment management fee and is not an additional cost to the investor.

### 9.5. Differential fees

The Investment Manager may from time to time negotiate a different performance fee arrangement (by way of a rebate or waiver of fees) with certain investors who are Wholesale Clients. Please contact the Investment Manager on +61 2 9247 6755 for further information.

### 9.6. Taxation

GST is a broad-based tax of 10% on most goods and services sold or consumed in Australia. Generally, organisations will include GST in the price they charge for the sale of goods and services. Organisations can also claim credits for the GST included in the price of goods and services they purchase for their business.

The Wilson Asset Management Founders Fund is in the business of making financial supplies as the operations of the Fund involve buying or selling shares and other securities.

The Fund does not charge GST on its sales as these are financial supplies. Similarly, the Fund generally can't claim credits for the GST included in the price of goods and services that are purchased for financial supplies.

The Fund may be entitled to claim an input tax credit on acquisitions relating to investments in international equities. Further, the Fund may also be entitled to claim a Reduced Input Tax Credit (RITC) on acquisitions that are used to make a financial supply (which would include investments in domestic equities). A RITC allows a reduced rate of credit for GST included in the purchase price of certain acquisitions to be claimable. The RITC rate could be 75% or 55% depending upon the nature of the acquisition. For instance, if an expense qualifies for RITC of 75% of GST included in the price, this means that for those expense. Examples of expenses where the Fund can claim RITC includes management fees, performance fees, registry fees and custody fees. The following sets out an indicative example of the cost incurred for management fees in relation to RITC:

- **Per the Investment Management Agreement**, the Investment Manager charges the Fund management fees calculated as 1.0% p.a. of the NAV of the Fund excluding GST.
- **Including GST**, the management fee charged would be 1.10% p.a.. The GST portion that can be claimed by the Fund is equal to 75% of the 10% GST and therefore the net cost incurred by the Fund in relation to management fees is 1.025% p.a.

Please refer to Section 10 of the Product Disclosure Statement for further information on taxation.

## Section 9

### Fees and other costs (cont.)

#### 9.7. Example of annual fees and costs for an investment option

This table gives an example of how the ongoing annual fees and costs in the investment option for this product can affect your investment over a 1-year period. You should use this table to compare this product with other products offered by managed investment schemes.

Wilson Asset Management Founders Fund – AA Class		Balance of \$100,000 with a contribution of \$5,000 during the year
Contribution Fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
<b>Plus</b> Management fees and costs	1.025% p.a.	<b>And</b> , for every \$100,000 you have in the Wilson Asset Management Founders Fund – AA Class you will be charged or have deducted from your investment \$1,025 each year
<b>Plus</b> Performance fees	0.97% p.a. <sup>4</sup>	<b>And</b> , you will be charged or have deducted from your investment \$970 in performance fees each year
<b>Plus</b> Transaction costs	0.18% p.a. <sup>5</sup>	<b>And</b> , you will be charged or have deducted from your investment \$180 in transaction costs
<b>Equals</b> Cost of Wilson Asset Management Founders Fund – AA Class		If you had an investment of \$100,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs of: \$2,175*  <b>What it costs you will depend on the investment option you choose and the fees you negotiate.</b>

\* Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to you such as the Buy/Sell Spread. This example assumes the \$5,000 contribution occurs at the end of the first year, therefore the fees and costs are calculated using the \$100,000 balance only.

<sup>4</sup> As the Fund is first offered in the current financial year, the performance fees stated in this table are based on a reasonable estimate of the performance fee for the current financial year, adjusted to reflect a 12-month period. The performance of the Fund for this financial year, and the performance fees, may be higher or lower or not payable in the future. It is not a forecast of the performance of the Fund or the amount of the performance fees in the future.

<sup>5</sup> The transaction costs disclosed are based on a reasonable estimate of transaction costs incurred, based on the trading activity and turnover of the investment portfolio under the investment strategy since inception. The Investment Manager is highly active in relation to the management of the investment portfolio, buying and selling securities to adapt holdings in the investment portfolio to changing market conditions and to manage risk. This active approach can result in a high portfolio turnover each year, subject to market conditions prevalent at the time. Please see “Additional Explanation of Fees and Costs”.

The indirect costs and other expenses component of management fees and costs and transaction costs may also be based on estimates. As a result, the total fees and costs that you are charged may differ from the figures shown in the table.

**Warning: If you have consulted a financial adviser, you may pay additional fees. You should refer to the Statement of Advice or Financial Services Guide provided by your financial adviser in which details of the fees are set out.**

ASIC provides a fee calculator on [www.moneysmart.gov.au](http://www.moneysmart.gov.au), which you may use to calculate the effects of fees and costs on account balances.



# Section 10

## Taxation

### 10.1. Taxation

The following information summarises some of the Australian taxation issues you may wish to consider before making an investment in the Fund and assumes that you hold your investment in the Fund on capital account and are not considered to be carrying on a business of investing or actively trading in investments. The information should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ.

#### General

The Fund is an Australian resident trust for Australian income tax purposes. Therefore, the Fund is required to determine its net income (taxable income) each financial year. On the basis that investors are presently entitled (which is the intention of Equity Trustees) to the net income of the Fund (including net taxable capital gains) or will be attributed their share of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) of the Fund and the Fund is not a public trading trust, the Fund should be treated as a flow-through trust for Australian income tax purposes. This means that investors should be taxed on their share of the Fund's net taxable income or the amount attributed to them, and the Fund should not be subject to Australian income tax.

In the case where the Fund makes a loss for Australian income tax purposes, the Fund cannot distribute the tax loss to investors. However, the tax loss may be carried forward by the Fund for offset against taxable income of the Fund in subsequent years, subject to the operation of the trust loss rules.

#### Attribution Managed Investment Trust ("AMIT") – core rules

The Fund may qualify as an eligible Attribution Managed Investment Trust ("AMIT"), and if so, intends to elect into the AMIT regime. The AMIT legislation applies an attribution model whereby Equity Trustees as the Responsible Entity of the Fund attributes amounts of trust components of a particular character to investors on a fair and reasonable basis consistent with the operation of the Fund's Constitution, which includes provisions in relation to AMIT. Under the AMIT rules, the following will apply:

- **Fair and reasonable attribution:** Each year, the Fund's determined trust components of assessable income, exempt income, non-assessable non-exempt income

and tax offsets (i.e. credits) will be allocated to investors on a "fair and reasonable" attribution basis, rather than being allocated proportionally based on each investor's present entitlement to the income of the Fund.

- **Unders or overs adjustments:** Where the Fund's determined trust components for a year are revised in a subsequent year (e.g. due to actual amounts differing to the estimates of income, gains/losses or expenses), then unders and overs may arise. Unders and overs will generally be carried forward and adjusted in the year of discovery.
- **Cost base adjustments:** Where the distribution made is less than (or more than) certain components attributed to investors, then the cost base of an investor's units may be increased (or decreased). Details of cost base adjustments will be included on an investor's annual tax statement, referred to as an AMIT Member Annual Statement ("AMMA").
- **Large withdrawals:** In certain circumstances, gains may be attributed to a specific investor, for example, gains on disposal of assets to fund a large withdrawal being attributed to the redeeming investor.
- **Penalties:** In certain circumstances (e.g. failure to comply with certain AMIT rules), specific penalties may be imposed.
- **Multi-class AMITs:** A choice is available to elect to treat separate classes of units as separate AMITs (if applicable). Where the classes are treated as separate AMITs, the gains or losses derived in respect of one of the classes will not affect the returns of the alternative classes.

The rules are intended to reduce complexity, increase certainty and reduce compliance costs for managed investment trusts and their investors. Where the Fund does not elect into the AMIT regime or has made the election but the election is not effective for the income year (e.g. the Fund does not satisfy the requirements to be a managed investment trust for the income year), the Australian tax law applicable to non-AMITs should be relevant. In particular, the Fund should not generally pay tax on behalf of its investors and instead, investors should be assessed for tax on any income and capital gains generated by the Fund to which they become presently entitled.

## Section 10

### Taxation (cont.)

#### Deemed Capital Gains Tax (“CGT”) Election

Eligible managed investment trusts (“MITs”) may make an election to apply a deemed capital account treatment for gains and losses on disposal of certain eligible investments (including equities and units in other trusts but excluding inter alia derivatives, debt securities and foreign exchange contracts). Where the election is made, the Fund should hold its eligible investments on capital account and gains/(losses) from the disposal of eligible investments should be treated as capital gains/(losses) for Australian income tax purposes. Capital gains arising on the disposal of eligible investments held for 12 months or greater may be eligible to be treated as discount capital gains.

The Fund will consider making the CGT election in respect of eligible investments.

If the CGT election is not made, the Fund would hold its eligible investments on revenue account, and gains/(losses) from the disposal of eligible investments would be treated as revenue gains or losses.

#### Taxation of Financial Arrangements (“TOFA”)

The TOFA rules may apply to certain “financial arrangements” held by the Fund if the Fund meets the relevant criteria or if the Fund elects into the TOFA regime. In broad terms, the TOFA regime seeks to recognise “sufficiently certain” returns on certain financial arrangements on an accruals basis for Australian income tax purposes rather than on a realisation basis.

#### Tax File Number (“TFN”) and Australian Business Number (“ABN”)

It is not compulsory for an investor to quote their TFN or ABN. If an investor is making this investment in the course of a business or enterprise, the investor may quote an ABN instead of a TFN. Failure by an investor to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus the Medicare Levy, on gross payments including distributions or attribution of income to the investor. The investor may be able to claim a credit in their tax return for any TFN or ABN tax withheld. Collection of TFN or ABN is permitted under taxation and privacy legislation.

By quoting their TFN or ABN, the investor authorises Equity Trustees to apply it in respect of all the investor’s investments with Equity Trustees. If the investor does not want to quote their TFN or ABN for some investments, Equity Trustees should be advised.

#### GST

The Fund is registered for GST. The issue or withdrawal of units in the Fund and receipt of distributions are not subject to GST.

The Fund may be required to pay GST included in fees, charges, costs and expenses incurred by the Fund. The Fund may be entitled to input tax credits or reduced input tax credits (see Section 9 for more information on reduced input tax credits or “RITC”). Unless otherwise stated, fees and charges quoted in this PDS are inclusive of GST and take into account any available reduced input tax credits or input tax credits.

Investors should seek professional advice with respect to the GST consequences arising from their unit holding.

#### Australian Taxation of Australian Resident Investors

##### Distributions

For each year of income, each Australian resident investor will be required to include within their own tax calculations and tax return filings the assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) of the Fund attributed to them by Equity Trustees as the Responsible Entity of the Fund.

The Australian income tax consequences for investors in the Fund depends on the tax components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) of the Fund attributed to them.

Investors will receive an Annual Tax Statement (or an “AMMA” for an AMIT) detailing all relevant taxation information concerning attributed amounts and cash distributions, including any Foreign Income Tax Offset (“FITO”) and franking credit entitlements, returns of capital, assessable income, and any upwards or downwards cost base adjustment in the capital gains tax cost base of their units in the Fund (in the case of an AMIT).

An investor may receive their share of attributed tax components of the Fund or net income in respect of distributions made during the year or where they have made a large withdrawal from the Fund, in which case their withdrawal proceeds may include their share of net income or attributed tax components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits). In addition, because Australian investors can move into and out of the Fund at different points in time, there is the risk that taxation liabilities in respect of gains that have benefited past investors may have to be met by subsequent investors.



### Franking Credits and Franked Dividends

Income distributions from the Fund may include an entitlement to franked dividends. Generally, investors should include the franked dividends and the franking credits (imputation credits) they receive in their assessable income.

Certain additional requirements, including the 45-day holding period rule, may need to be satisfied in order to benefit from franking credits attached to the dividends. The investor's particular circumstances (and that of the Fund) will be relevant to determine whether the investor is entitled to any franking credits in respect of the investor's share of the franked dividends. Any excess franking credits may be refundable to some investors, such as individuals and complying superannuation funds.

### Disposal of Units by Australian Resident Investors

If an Australian resident investor transfers or redeems their units in the Fund, this may constitute a disposal or taxing event for Australian income tax purposes depending on their specific circumstances.

Where an investor holds their units in the Fund on capital account, a capital gain or loss may arise on disposal and each investor should calculate their capital gain or loss according to their own particular facts and circumstances. As noted above, proceeds on disposal may include a component of distributable income. In calculating the taxable amount of a capital gain, a discount of 50% for individuals and trusts or 33.33% for complying Australian superannuation funds may be allowed if the units in the Fund have been held for 12 months or more. No CGT discount is available to investors holding their investment in a company structure.

Any capital losses arising from the disposal of the investment may be used to offset other capital gains the investor may have derived. Net capital losses may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income.

Where an investor's units are exchanged for units in another series due to series consolidation, there should generally be no capital gain or loss arising from such an exchange.

We recommend that investors seek independent tax advice in relation to the tax consequences of the disposal or exchange of their units.

### Australian Taxation of Non-Resident Investors

#### Tax on Income

The Fund expects to derive income which may be subject to Australian withholding tax when attributed by Equity Trustees as the Responsible Entity of the Fund to non-resident investors.

Australian withholding tax may be withheld from distributions of Australian source income and gains attributed to a non-resident investor. The various components of the net income of the Fund which may be regarded as having an Australian source include Australian sourced interest, Australian sourced other gains, Australian sourced dividends and CGT taxable Australian property.

We recommend that non-resident investors seek independent tax advice before investing, taking into account their particular circumstances and the provisions of any relevant Double Taxation Agreement/Exchange of Information Agreement ("EOI") between Australia and their country of residence.

#### Disposal of Units by Non-Resident Investors

Based on the Fund's investment profile, generally non-resident investors holding their units on capital account should not be subject to Australian capital gains tax on the disposal of units in the Fund unless the units were capital assets held by the investor in carrying on a business through a permanent establishment in Australia. Australian income tax may apply in certain circumstances if the non-resident holds their units on revenue account. CGT may also apply in some cases where the Fund has a direct or indirect interest in Australian real property. We recommend that non-resident investors seek independent tax advice in relation to the tax consequences of the disposal or exchange of their units.

#### Duty

The issue or redemption of units should not attract any duty. Duty may be payable on the transfer of units. Investors should confirm the duty consequences of transferring units with their taxation adviser.

## Section 11

# Other important information

### 11.1. Consent

The Investment Manager, Custodian and Administrator have given and, as at the date of this PDS, have not withdrawn:

- their written consent to be named in this PDS as the investment manager, administrator and custodian of the Fund respectively; and
- their written consent to the inclusion of the statements made about them and the Fund which are specifically attributed to them, in the form and context in which they appear.

The Investment Manager, the Custodian and Administrator have not otherwise been involved in the preparation of this PDS or caused or otherwise authorised the issue of this PDS. Neither the Investment Manager, the Administrator, the Custodian nor their employees or officers accept any responsibility arising in any way for errors or omissions, other than those statements for which it has provided its written consent to Equity Trustees for inclusion in this PDS.

### 11.2. Constitution of the Fund

You will be issued units in the Fund when you invest. Subject to the rights, obligations and restrictions of a class, each unit represents an equal undivided fractional beneficial interest in the assets of the Fund as a whole subject to liabilities but does not give you an interest in any particular property of the Fund.

Equity Trustees' responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Constitution as well as the Corporations Act and general trust law. The Constitution contains a number of provisions relating to the rights, terms, conditions and obligations imposed on both Equity Trustees, as the Responsible Entity of the Fund, and investors. Some of the provisions of the Constitution are discussed elsewhere in this PDS.

Other provisions relate to an investor's rights under the Constitution, and include:

- an investor's right to share in any Fund income, and how we calculate it;
- what you are entitled to receive when you withdraw or if the Fund is wound up;
- an investor's right to withdraw from the Fund – subject to the times when we can cease processing withdrawals, such as if a Fund becomes 'illiquid';
- the nature of the units – identical rights attach to all units within a class; and

- an investor's rights to attend and vote at meetings – these provisions are mainly contained in the Corporations Act.

There are also provisions governing our powers and duties, including:

- how we calculate unit prices, the maximum amount of fees we can charge and expenses we can recover;
- when we can amend the Constitution – generally we can only amend the Constitution where we reasonably believe that the changes will not adversely affect investors' rights. Otherwise the Constitution can only be amended if approved at a meeting of investors;
- when we can retire as the Responsible Entity of the Fund – which is as permitted by law;
- when we can be removed as the Responsible Entity of the Fund – which is when required by law; and
- our broad powers to invest, borrow and generally manage the Fund.

The Constitution also deals with our liabilities in relation to the Fund and when we can be reimbursed out of the Fund's assets.

For example, the Responsible Entity can be reimbursed for any liabilities we incur in connection with the proper performance of our powers and duties in respect of the Fund.

As mentioned above, Equity Trustees' responsibilities and obligations as the Responsible Entity of the Fund are governed by the Constitution of the Fund, the Corporations Act and general trust law, which require that we:

- act in the best interests of investors and, if there is a conflict between investors' interests and our own, give priority to investors;
- ensure the property of the Fund is clearly identified, held separately from other funds and our assets, and is valued regularly;
- ensure payments from the Fund's property are made in accordance with the Constitution and the Corporations Act; and
- report to ASIC any breach of the Corporations Act in relation to the Fund which has had, or is likely to have, a materially adverse effect on investors' interests.

A copy of the Constitution is available, free of charge, on request from Equity Trustees.

### 11.3. Non-listing of units

The units in the Fund are not listed on any stock exchange and no application will be made to list the units in the Fund on any stock exchange.

### 11.4. Termination of the Fund

The Responsible Entity may resolve at any time to terminate and liquidate the Fund (if it provides investors with notice) in accordance with the Constitution and the Corporations Act. Upon termination and after conversion of the assets of the Fund into cash and payment of, or provision for, all costs, expenses and liabilities (actual and anticipated), the net proceeds will be distributed pro-rata among all investors according to the number of units they hold in a class in the Fund.

### 11.5. Our legal relationship with you

Equity Trustees' responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Constitution of the Fund, as well as the Corporations Act and general trust law. The Constitution of the Fund contains a number of provisions relating to the rights, terms, conditions and obligations imposed on both Equity Trustees, as the responsible entity of the Fund, and investors.

Equity Trustees may amend the Constitution if it considers that the amendment will not adversely affect investors rights. Otherwise the Constitution may be amended by way of a special resolution of investors.

To the extent that any contract or obligation arises in connection with the acceptance by Equity Trustees of an application or reliance on this PDS by an investor, any amendment to the Constitution may vary or cancel that contract or obligation. Further, that contract or obligation may be varied or cancelled by a deed executed by Equity Trustees with the approval of a special resolution of investors, or without that approval if Equity Trustees considers the variation or cancellation will not materially adversely affect investor's rights.

A copy of the Constitution of the Fund is available, free of charge, on request from Equity Trustees.

### 11.6. Compliance plan

Equity Trustees has prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan describes the procedures used by Equity Trustees to comply with the Corporations Act and the Constitution of the Fund. Each year the compliance plan for the Fund is audited and the audit report is lodged with ASIC.

### 11.7. Unit pricing discretions policy

Equity Trustees has developed a formal written policy in relation to the guidelines and relevant factors taken into account when exercising any discretion in calculating unit prices (including determining the value of assets and liabilities). A copy of the policy and, where applicable and to the extent required, any other relevant documents in relation to the policy (such as records of any discretions which are outside the scope of, or inconsistent with, the unit pricing policy) will be made available to investors free of charge on request.

### 11.8. Indemnity

Equity Trustees, as the Responsible Entity of the Fund, is indemnified out of the Fund against all liabilities incurred by it in the proper performance of any of its powers or duties in relation to the Fund. To the extent permitted by the Corporations Act, this indemnity includes any liability incurred as a result of any act or omission of a delegate or agent appointed by the Responsible Entity. Subject to the law, Equity Trustees may retain or pay out from the assets of the Fund any sum necessary to affect such an indemnity.

### 11.9. Anti-Money Laundering and Counter Terrorism Financing ("AML/CTF")

Australia's AML/CTF laws require Equity Trustees to adopt and maintain a written AML/CTF Program. A fundamental part of the AML/CTF Program is that Equity Trustees must hold up-to-date information about investors (including beneficial owner information) in the Fund.

To meet this legal requirement, we need to collect certain identification information (including beneficial owner information) and documentation ("KYC Documents") from new investors. Existing investors may also be asked to provide KYC Documents as part of an ongoing customer due diligence/verification process to comply with AML/CTF laws.

## Section 11

### Other important information (cont.)

If applicants or investors do not provide the applicable KYC Documents when requested, Equity Trustees may be unable to process an application or may be unable to provide products or services to existing investors until such time as the information is provided.

In order to comply with AML/CTF Laws, Equity Trustees may also disclose information including your personal information that it holds about the applicant, an investor, or any beneficial owner, to its related bodies corporate or service providers, or relevant regulators of AML/CTF Laws (whether inside or outside Australia). Equity Trustees may be prohibited by law from informing applicants or investors that such reporting has occurred.

Equity Trustees and the Investment Manager shall not be liable to applicants or investors for any loss you may suffer because of compliance with the AML/CTF laws.

#### 11.10. Common Reporting Standard (“CRS”)

The CRS is developed by the Organisation of Economic Co-operation and Development and requires certain financial institutions resident in a participating jurisdiction to document and identify reportable accounts and implement due diligence procedures. These financial institutions will also be required to report certain information on reportable accounts to their relevant local tax authorities.

Australia signed the CRS Multilateral Competent Authority Agreement and has enacted provisions within the domestic tax legislation to implement CRS in Australia. Australian financial institutions need to document and identify reportable accounts, implement due diligence procedures and report certain information with respect to reportable accounts to the ATO. The ATO may then exchange this information with foreign tax authorities in the relevant signatory countries.

In order to comply with the CRS obligations, we may request certain information from you. Unlike FATCA, there is no withholding tax that is applicable under CRS.

#### 11.11. Information on underlying investments

Information regarding the underlying investments of the Fund will be provided to an investor of the Fund on request, to the extent Equity Trustees is satisfied that such information is required to enable the investor to comply with its statutory reporting obligations. This information will be supplied within a reasonable timeframe having regard to these obligations.

#### 11.12. Indirect Investors

You may be able to invest indirectly in the Fund via an IDPS by directing the IDPS Operator to acquire units on your behalf. If you do so, you will need to complete the relevant forms provided by the IDPS Operator and not the Application Form accompanying the PDS. This will mean that you are an Indirect Investor in the Fund and not an investor or member of the Fund. Indirect Investors do not acquire the rights of an investor (except in relation to access to Equity Trustee’s complaints resolution process – see Section 8) as such rights are acquired by the IDPS Operator who may exercise, or decline to exercise, these rights on your behalf.

Indirect Investors do not receive reports or statements from us and the IDPS Operator’s application and withdrawal conditions determine when you can direct the IDPS Operator to apply or redeem. Your rights as an Indirect Investor should be set out in the IDPS Guide or other disclosure document issued by the IDPS Operator.

#### 11.13. Foreign Account Tax Compliance Act (“FATCA”)

In April 2014, the Australian Government signed an intergovernmental agreement (“IGA”) with the United States of America (“US”), which requires all Australian financial institutions to comply with the FATCA enacted by the US in 2010.

Under FATCA, Australian financial institutions are required to collect and review their information to identify US residents and US controlling persons that invest in assets through non-US entities. This information is reported to the Australian Taxation Office (“ATO”). The ATO may then pass that information onto the US Internal Revenue Service.

In order to comply with the FATCA obligations, we may request certain information from you. Failure to comply with FATCA obligations may result in the Fund, to the extent relevant, being subject to a 30% withholding tax on payment of US income or gross proceeds from the sale of certain US investments. If the Fund suffers any amount of FATCA withholding and is unable to obtain a refund for the amounts withheld, we will not be required to compensate investors for any such withholding and the effect of the amounts withheld will be reflected in the returns of the Fund.

### 11.14. Your privacy

The Australian Privacy Principles contained in the *Privacy Act 1988* (Cth) ("Privacy Act") regulate the way in which we collect, use, disclose, and otherwise handle your personal information. Equity Trustees is committed to respecting and protecting the privacy of your personal information, and our Privacy Policy details how we do this.

It is important to be aware that, in order to provide our products and services to you, Equity Trustees may need to collect personal information about you and any other individuals associated with the product or service offering. In addition to practical reasons, this is necessary to ensure compliance with our legal and regulatory obligations (including under the Corporations Act, the AML/CTF Act and taxation legislation). If you do not provide the information requested, we may not be able to process your application, administer, manage, invest, pay or transfer your investment(s).

You must therefore ensure that any personal information you provide to Equity Trustees is true and correct in every detail. If any of this personal information (including your contact details) changes, you must promptly advise us of the changes in writing. While we will generally collect your personal information from you, your broker or adviser or the Investment Manager and Administrator directly, we may also obtain or confirm information about you from publicly available sources in order to meet regulatory obligations.

In terms of how we deal with your personal information, Equity Trustees will use it for the purpose of providing you with our products and services and complying with our regulatory obligations. Equity Trustees may also disclose it to other members of our corporate group, or to third parties who we work with or engage for these same purposes. Such third parties may be situated in Australia or offshore, however we take reasonable steps to ensure that they will comply with the Privacy Act when collecting, using or handling your personal information.

The types of third parties that we may disclose your information to include, but are not limited to:

- stockbrokers, financial advisers or adviser dealer groups, their service providers and/or any joint holder of an investment;
- those providing services for administering or managing the Fund, including the Investment Manager (refer to the Privacy Policy at [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au), Custodian and Administrator, auditors, or those that provide mailing or printing services;
- our other service providers;
- regulatory bodies such as ASIC, ATO, APRA and AUSTRAC; and
- other third parties who you have consented to us disclosing your information to, or to whom we are required or permitted by law to disclose information to.

Equity Trustees or the Investment Manager may from time to time provide you with direct marketing and/or educational material about products and services they believe may be of interest to you. You have the right to "opt out" of such communications by contacting us using the contact details below. In addition to the above information, Equity Trustees' and the Investment Manager's Privacy Policy contains further information about how we handle your personal information, and how you can access information held about you, seek a correction to that information, or make a privacy-related complaint. Full details of Equity Trustees' Privacy Policy are available at [www.eqt.com.au](http://www.eqt.com.au) and the Investment Manager's Privacy Policy are available at [www.wilsonassetmanagement.com.au](http://www.wilsonassetmanagement.com.au). You can also request a copy of the Policy by contacting Equity Trustees' Privacy Officer on +61 3 8623 5000 or by email to [privacy@eqt.com.au](mailto:privacy@eqt.com.au)

## Section 12

# Glossary of important terms

**AA Class**

Wilson Asset Management Founders Fund – AA Class.

**AFSL**

Australian Financial Services Licence.

**Application Form**

The Application Form that accompanies this PDS.

**APIR**

The APIR (Australian Product Identification Number) code is a unique identifier used in the financial services industry in Australia. It is a standardised alphanumeric code assigned to various financial products, such as managed funds, superannuation funds, and other investment products.

**ARSN**

Australian Registered Scheme Number 682673678.

**ASIC**

Australian Securities and Investments Commission.

**ATO**

Australian Taxation Office.

**AUSTRAC**

Australian Transaction Reports and Analysis Centre.

**Business Day**

A day other than Saturday or Sunday on which banks are open for general banking business in Sydney, Australia.

**Buy/Sell Spread**

The difference between the application price and withdrawal price of units in the Fund, which reflects the estimated transaction costs associated with buying or selling the assets of the Fund, when investors invest in or withdraw from the Fund.

**Constitution**

The document which describes the rights, responsibilities and beneficial interest of both investors and the Responsible Entity in relation to the Fund, as amended from time to time.

**Corporations Act**

*The Corporations Act 2001* (Cth) and *Corporations Regulations 2001* (Cth), as amended from time to time.

**Equity Trustees**

Equity Trustees Limited (ABN 46 004 031 298) which holds an AFSL No. 240975.

**Fund**

Wilson Asset Management Founders Fund and under this PDS, refers to Class AA units as appropriate.

**Fund Benchmark**

RBA cash rate + 4% p.a.

**GST**

Goods and Services Tax.

**Indirect Investors**

Individuals who invest in the Fund through an IDPS.

**Investment Manager**

Wilson Asset Management (International) Pty Limited (ABN 89 081 047 118), which holds an AFSL 247333.

**Net Asset Value (NAV)**

Value of the Fund's total assets less the value of any liabilities.

**PDS**

This Product Disclosure Statement, issued by Equity Trustees.

**Responsible Entity**

Equity Trustees Limited.

**Retail Client**

Persons or entities defined as such under section 761G of the Corporations Act.

**RG 240**

ASIC Regulatory Guide 240: Hedge funds: Improving disclosure, dated October 2022, and as amended, supplanted or updated from time to time.

**RITC**

Reduced Input Tax Credit.

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**US Person**

A person so classified under securities or tax law in the United States of America ("US") including, in broad terms, the following persons:

- a. any citizen of, or natural person resident in, the US, its territories or possessions; or
- b. any corporation or partnership organised or incorporated under any laws of or in the US or of any other jurisdiction if formed by a US Person (other than by accredited investors who are not natural persons, estates or trusts) principally for the purpose of investing in securities not registered under the US Securities Act of 1933; or
- c. any agency or branch of a foreign entity located in the US; or
- d. a pension plan primarily for US employees of a US Person; or
- e. a US collective investment vehicle unless not offered to US Persons; or
- f. any estate of which an executor or administrator is a US Person (unless an executor or administrator of the estate who is not a US Person has sole or substantial investment discretion over the assets of the estate and such estate is governed by non-US law) and all the estate income is non-US income not liable to US income tax; or
- g. any Fund of which any trustee is a US Person (unless a trustee who is a professional fiduciary is a US Person and a trustee who is not a US Person has sole or substantial investment discretion over the assets of the trust and no beneficiary (or settlor, if the trust is revocable) of the trust is a US Person); or
- h. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person; or
- i. any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the US for the benefit or account of a US Person.

**WAM Entities**

Eight Wilson Asset Management listed investment companies, WAM Capital Limited, WAM Leaders Limited, WAM Global Limited, WAM Microcap Limited, WAM Alternative Assets Limited, WAM Strategic Value Limited, WAM Research Limited, WAM Active Limited, in addition to the Wilson Asset Management Equity Fund and Wilson Asset Management Leaders Fund.

**WAMI**

Wilson Asset Management (International) Pty Limited.

**Wholesale Client**

Person or entity which is not a Retail Client.



