

Product Disclosure Statement

Fairlight Global Small & Mid Cap (SMID) Fund | ARSN 629 066 913 (the **Fund**)
Class A (Unhedged) APIR: PIM7802AU | Class H (Hedged) APIR: PIM0941AU

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Issuer and Responsible Entity
The Trust Company (RE Services) Limited
(**Responsible Entity, RE, we, us or our**), part of the Perpetual Group
ABN 45 003 278 831 | AFSL No 235150
Level 18, 123 Pitt Street, Sydney NSW 2000
Tel: +61 2 9229 9000 | Web: www.perpetual.com.au

Investment Manager
Fairlight Asset Management Pty Ltd
(**Fairlight or Investment Manager**)
ABN 57 628 533 308
Corporate Authorised Representative No 1277649
of AFSL No 247293
Level 11, 10 Carrington Street Sydney NSW 2000
Tel: +61 2 8231 6486 | Email: hello@fairlightam.com.au
Web: www.fairlightam.com.au

Custodian and Administrator
Apex Fund Services Pty Ltd (**Apex, Custodian or Administrator**)
ABN 81 118 902 891 | AFSL No 303253
GPO Box 4968, Sydney NSW 2001
Phone: 1300 133 451 | Fax: +61 2 9251 3525
Email: registry@apexgroup.com



Important information

This Product Disclosure Statement (PDS) is issued by the Responsible Entity of the Fund and is a summary of significant information about the Fund. The PDS contains a number of references marked with the symbol “*” to indicate important additional information contained in the Reference Guide which forms part of this PDS. You should consider all of the information contained in this PDS and the reference guide before making a decision to invest in the Fund. The information in this PDS is general information only and does not consider your personal financial situation or needs. Before investing, you should obtain financial advice tailored to your personal circumstances.

This PDS is current as at the date 8 April 2024. Certain information in this PDS may change from time to time. Where information that is not materially adverse, the updated information will be made available on the Fund’s website www.fairlightam.com.au or you can call 02 8231 6486. A paper copy of the PDS (including any materials incorporated by reference) or any updated information will be given to you without charge upon request. If a change is considered materially adverse, we will replace this PDS. In addition, you should also consider the Target Market Determination (TMD) for the Fund before making an investment decision to ensure the Fund is likely to be consistent with your objectives, financial situation and needs. The TMD in respect of the Fund is available at www.fairlightam.com.au/forms.

This PDS is not an offer or invitation in relation to the Fund in any place in which, or to any person to whom, it would not be lawful to make that offer or invitation. All references to time and to Business Days are to Sydney time and Sydney Business Days. All references to \$ amounts are to Australian dollars. All fees and costs are quoted inclusive of GST and are net of any reduced input tax credits (RITC).

Neither the RE, nor the Investment Manager or their respective officers guarantee the success, repayment of capital, rate of return on income or capital, or investment performance of the Fund. No company other than the RE and the Investment Manager make any statement or representation in this PDS. New Zealand Investors should refer to Part G. Important information for New Zealand Investors in the Reference Guide. All references to \$ or amounts are to Australian dollars.

1. About the Trust Company (RE Services) Limited

Responsible Entity

The Trust Company (RE Services) Limited is the responsible entity for the Fund and the issuer of this PDS (**Responsible Entity, RE, we, us or our**). The RE is a wholly owned subsidiary of Perpetual Limited (ABN 86 000 431 827) (**Perpetual Limited**), and a part of Perpetual Group which has been in operation for over 135 years. Perpetual Limited is an Australian public company that has been listed on the Australian Securities Exchange for over 55 years. The Responsible Entity holds Australian Financial Services Licence (AFSL) number 235150 issued by the Australian Securities and Investments Commission (ASIC), which authorises it to operate the Fund. The Responsible Entity is bound by the Constitution of the Fund (**Constitution**) and the Corporations Act 2001 (Cth) (the **Corporations Act**). The Responsible Entity has lodged a compliance plan with ASIC which sets out the key measures which the Responsible Entity will apply to comply with the Constitution and the Corporations Act (**Compliance Plan**).

The RE has the power to delegate certain aspects of its duties. The RE has appointed Fairlight Asset Management (ABN 57 628 533 308) (**Fairlight or Investment Manager**) as the investment manager of the Fund to implement the Fund strategy and make all investment decisions. There are no unusual or materially onerous terms in the agreement under which the Investment Manager has been appointed. Neither the RE, Perpetual Limited nor the Investment Manager guarantee the performance of the scheme.

The RE has also appointed Apex Fund Services Pty Ltd (ABN 81 118 902 891) (**Apex, Custodian or Administrator**) as Custodian and Administrator of the Fund and to provide registry services for the Fund. Apex’s custody role is limited to holding the assets of the Fund as our agent. Apex has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests. The RE in its discretion, may appoint and change the Custodian and Administrator from time to time or appoint additional service providers.

Investment Manager

Fairlight is an authorised representative of Perennial Value Management Limited (ABN 22 090 879 904, AFSL 247293) (CAR 1277649) and has been appointed by the RE as the Investment Manager of the Fund. Fairlight was established in 2018, and is an independent, global small and mid cap equity specialist. Fairlight uses its resources, experience and expertise to manage the Fund.

2. How the Fairlight Global Small and Mid Cap Fund works

What do you invest in?

The Fund is a registered managed investment scheme under the Corporations Act, governed by the Constitution. The Fund comprises assets which are acquired in accordance with the Fund's investment strategy. When you invest in the Fund your money (together with all other investors' monies) will be pooled with that of other investors and invested in assets. When investing in the Fund you receive units and each unit represents an equal interest in the total net assets of the Fund as a whole. This means your interests in the assets of the Fund, subject to liabilities, are represented by units. However, it does not give you the right to any particular asset of the Fund. Certain rights (such as the right to any income) are attached to your units. You may also have obligations in respect of your units.

The Constitution allows the RE to issue more than one class of units and each separate class may have different rights attached to the units. The Fund currently offers five (5) classes of units. This PDS relates to Class A units (unhedged) and Class H units (hedged).

Units

Each unit has a value which we calculate daily in accordance with the Constitution by dividing the net asset value of the Fund by the number of units on issue, adjusted for transaction costs, as relating to the particular class of units. When you invest, we issue you with a number of units depending on the amount you invest (subject to fees and costs). Similarly, when you withdraw from the Fund, we calculate your withdrawal proceeds by reference to the number and value of units you hold at the time of withdrawal. Generally, the price of units will vary as the market value of assets in the Fund rises or falls.

Investing and withdrawing

To invest in the Fund, use the application form accompanying this PDS or complete the application form located here: www.fairlightam.com.au/forms. Applications are subject to the completion of client identification procedures that we and the Administrator consider necessary to satisfy obligations under the relevant anti-money laundering and counter terrorism legislation. We are not bound to accept an application and may at our discretion, reject an application. An investor may at any time, make a withdrawal from the Fund by completing the withdrawal form located here: www.fairlightam.com.au/forms.

The following minimum transactions, balance requirements and processing rules generally apply to both unit classes offered under this PDS (although we may vary or waive them at our discretion and without notice):

Minimum initial investment	\$20,000
Minimum additional investment	\$10,000
Minimum withdrawal	\$10,000
Minimum balance	\$10,000
Unit pricing frequency	Each Business Day
Applications/withdrawals processing	If Apex receives your correctly completed application and monies or a correctly completed withdrawal request before 2pm on any Business Day, then they are generally processed on the same day using the unit price effective for that day. If your request is received after this time, or on a non-Business Day, it is treated as having been received before 2pm the next Business Day.

Distributions

Distributions are generally paid annually at 30 June and are reinvested in full (unless you indicate otherwise on the application form, in which case the amount will be paid out entirely to the financial institution account nominated on your application form). Any reinvested distributions will be reinvested at the ex-distribution mid-price. We generally calculate income distributions based on the Fund's net income at the end of the distribution period, divided by the number of units on issue in the class of units you hold. The amount of your income distribution is paid to you in proportion to the number of units held by you in that class on the last day of the distribution period. Distributions are likely to be variable. We intend to distribute all taxable income to investors each year, including any taxable capital gains. Distributions may also carry imputation or other tax credits. All distributions are paid in Australian dollars. If you do not have a valid Australian financial institution account on file, the income distributions will be reinvested. Distributions will not be paid by cheque.

Investing via an IDPS

When you invest via an IDPS, it is the IDPS operator who becomes the investor in the Fund, not you. It follows that the IDPS operator has the rights of an investor and can exercise them (or not) in accordance with their arrangements with you. This means for example, that you generally cannot vote on units held in the Fund, you do not receive income distributions and you do not have cooling off rights in respect of any units held in the Fund. You should speak with the IDPS operator to determine whether any cooling off rights are available to you through the service.

Investing through mFund

While the Fund is admitted as an mFund product, you will be able to make application and withdrawal requests through mFund by placing a buy or sell order with approved ASX brokers or your financial adviser who uses a stockbroking firm on your behalf. Cut-off times for placing an application or withdrawal request via mFunds is 11.15am (Sydney time) on a Business Day. Go to Part A. "Transactions via mFund" of the Reference Guide for further information. Units will be issued to the nearest 3 decimal points.

Delays

If we receive a correctly completed withdrawal request before 2pm (Sydney Time) on a Business Day and your withdrawal request is accepted, you will receive the withdrawal price calculated for that Business Day, and then we pay funds to your account generally within seven (7) Business Days, however, this may take longer in some circumstances (for example, up to fifteen (15) Business Days if withdrawals are processed close to 30 June). In certain circumstances, such as a freeze on withdrawals or where the Fund is not liquid (as defined in the Corporations Act), you may have to wait a longer period of time before you can withdraw your investment. If the Fund is not liquid, then you will only be permitted to withdraw if we make a withdrawal offer to all investors in accordance with the Constitution and the Corporations Act.

Compulsory withdrawals

In some circumstances, we may also compulsorily withdraw your units in the Fund, for example, where we suspect that a law prohibits you from being an investor in the Fund.



You should read the following important additional information about 'How the Fairlight Global Small & Mid (SMID) Cap Fund works' before making a decision to invest in the Fund. Go to Part A of the Reference Guide for the Fund available at www.fairlightam.com.au. The material relating to 'How the Fairlight Global Small & Mid Cap (SMID) Fund works' may change between the time you read this PDS and the date you acquire or dispose of the product.

3. Benefits of investing in the Fairlight Global Small and Mid Cap Fund

Significant features

The Fund is an international equities fund, targeting undervalued small and mid capitalisation securities on the world's stock markets. Global small and mid cap companies are the largest investment universe with the least amount of broker research coverage. Historically, global small and mid cap companies have generally outperformed global large cap companies over the long term.

The Fund's goal is to produce superior long-term returns, generally from a portfolio of 30–40 businesses with market capitalisations between US\$500m and US\$30bn. The Fund's investment objective is to outperform the MSCI World Small & Mid Cap Index (Net)* in Australian dollars over a rolling seven (7) year period. This investment objective is not a forecast and returns are not guaranteed. See Section 5 "How we invest your money" for more information.

Significant benefits

The Investment Manager aims to achieve capital growth in the value of your investment as well as income. Investing in the Fund offers you a range of features and benefits including, but not limited to:

- access to the investment experience and expertise of the Fairlight investment team;
- your money is managed by investment professionals, which allows access to investment opportunities you may not be able to access or manage on your own;
- exposure to an international portfolio of securities and currencies, which may offer diversification benefits to your overall investment portfolio; and
- clear legal rights through the Fund's Constitution and a robust corporate governance structure.

4. Risks of managed investment schemes

All investments carry risk. Different strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest risk level of losing money on a short-term view. Investment in the Fund is subject to investment risk, including possible delays in repayment and the loss of income or capital invested.

It is important you assess the risks and your own financial position to determine whether any managed fund (including the Fund) is suitable for you. The value of assets in the Fund and the level of return will vary over time. Neither the Investment Manager, nor the RE, either together or separately, or their respective associates or related bodies corporate, guarantee a return on your investment, or that your investment will gain in value or retain its value, or that the Fund will meet its investment objectives. Neither do any of these persons or entities, guarantee any particular taxation consequences of investing in the Fund. Past returns do not guarantee future returns. You may lose some or all of your invested capital. Risk can be managed but it cannot be completely eliminated. It is important to understand that:

- the value of your investment will go up and down;
- investment returns will vary and future returns may be different from past returns;
- returns are not guaranteed and there is always the chance that you may lose money on any investment you make; and
- laws affecting your investment in a managed investment scheme may change over time.

The level of risk for each person will vary depending on a range of factors, including age, investment time frames, where other parts of your wealth are invested and your risk tolerance. The significant risks of the Fund include:

Fund Risk: Like all managed funds, there is the risk the Fund could terminate (for example, at a date we decide), fees and expenses could change (although we would always give you at least thirty (30) days' notice if fees were to increase), we could be replaced as the responsible entity and our management and staff could change. Investing in the Fund may give different results than investing individually because of accrued income or capital gains and the consequences of others investing and withdrawing. Further, the Fund currently offers five (5) classes of units and may issue further classes in the future. The assets and liabilities of the Fund are attributed to the relevant classes and are administered separately. This is so the unit price, fees and performance of each class is independent of each other. However, legally the assets and liabilities of a particular class are the assets and liabilities of the Fund as a whole. This means that if a particular class were to suffer an adverse financial event and the class was terminated, it is possible that all classes of units may be affected.

ESG and Impact Assessment Risk: The Investment Manager may perform calculations and make estimates, assumptions and subjective judgments in conducting its ESG and Impact Assessments. Actual Impact and ESG outcomes may differ from the results of the calculations, estimates, assumptions and judgements.

Market Risk: Certain events may have a negative effect on the price of all types of investments within a particular market. These events include, but are not limited to, changes in economic, social, technological or political conditions, as well as market sentiment, which may be caused by changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable and may give rise to increased and/or prolonged market volatility, resulting in the value of the Fund’s underlying assets, and the value of your investment, moving up or down.

Liquidity Risk: Access to your money may be delayed (see Section 2 “How the Fund works” and “Delays”). Overall market liquidity may contribute to the profitability of the Fund and access to your money. Units in the Fund are not quoted on any stock exchange so you cannot sell them through a stockbroker. Unit holders may not be able to redeem their investment promptly or within required timeframes where stocks in the portfolio are considered illiquid due to market or economic events. Further, large withdrawals might result in the Fund being required to sell assets at a loss in an unfavourable market. Be aware that a portion of the Fund may consist of unlisted investments that are generally illiquid.

Underlying Investment Risk: The value of the Fund’s assets and liabilities may increase or decrease. The Fund invests in the securities of smaller to medium size companies by market capitalisation, and these securities may have a more limited market and/or have greater price volatility than that of a larger company. There is no guarantee that the Fund’s asset allocation strategy and individual investment selections will provide positive investment performance at all stages of the investment cycle.



You should read the important additional information about ‘Risks of Managed Investment Schemes’ before making a decision to invest in the Fund. Go to Part B of the Reference Guide for the Fund available at www.fairlightam.com.au. The material relating to ‘Risks of Managed Investment Schemes’ may change between the time you read this PDS and the date you acquire or dispose of the product.

5. How we invest your money

WARNING: When it comes to choosing to invest in the Fund, you should consider: the likely investment return of the Fund; the risk involved in investing in the Fund; and your investment timeframe.

The table below shows a summary of the Fund’s investment profile:

Fund description	The Fund will invest in a portfolio of global small and mid capitalisation companies drawn from international equity markets outside Australia.		
Currency Unhedged (Class A)			
Investment return objective (Class A)	The Fund aims to achieve annualised returns in excess of the benchmark (after all fees and expenses inclusive of performance fees) measured over a market cycle, which we consider to be seven (7) years. Returns are not guaranteed. The investment objective is not intended to be a forecast. It is only an indication of what the investment strategy aims to achieve over the medium to long term, assuming financial markets remain relatively stable during that time. The Fund may not achieve its investment objective irrespective of market conditions being stable or volatile.		
Benchmark (Class A)	MSCI World SMID Cap Index (AUD)(Net)		
Currency Hedged (Class H)			
Investment return objective (Class H)	The Fund aims to achieve annualised returns in excess of the benchmark (after all fees and expenses inclusive of performance fees) measured over a market cycle, which we consider to be seven (7) years hedged for foreign currency exposure. Returns are not guaranteed. The investment objective is not intended to be a forecast. It is only an indication of what the investment strategy aims to achieve over the medium to long term, assuming financial markets remain relatively stable during that time. The Fund may not achieve its investment objective irrespective of market conditions being stable or volatile.		
Benchmark (Class H)	MSCI World SMID Cap Index (AUD)(Net)(Hedged)		
Fund’s investments and asset allocation	The Fund will hold international stocks. The portfolio allocation will generally be:		
	Assets	Min	Max
	Listed securities (or to be listed) on international exchanges*	80%	100%
	Cash or cash equivalents including short term money market instruments.	0%	20%
	* Includes the value of FX contracts for class H.		
	The Fund takes a bottom-up approach to investing with deep fundamental research of both the quantitative and qualitative aspects of investee companies. The Fund is benchmark unaware as the Investment Manager believes this unconstrained approach allows maximum flexibility to pursue attractive risk adjusted investments. The intention of the Fund is to hold high quality businesses that generate attractive returns on capital employed through a full market cycle with low levels of debt, managed by competent executive teams that are highly aligned.		
	In addition, FX contracts may be used to hedge the currency exposure of assets held by the Fund in one currency, against movement in other currencies, including but not limited to the Australian dollar.		

Recommended minimum investment period	5–7 years.
Distribution frequency	Annual (if any)
Borrowing	Nil. The Fund will not short sell any securities or leverage the assets of the portfolio.
Risk	High. This Fund has been assigned a ‘higher risk’ designation based on its exposure to a diversified global portfolio of small and mid cap markets equities.
Fund Performance	For up-to-date performance, unit prices and commentaries, please visit www.fairlightam.com.au .
Suitability	The Fund is generally suited for persons seeking long-term capital growth and those who can tolerate a high level of risk. You should consider the TMD and speak with your financial adviser before investing in the Fund.
Labour and environmental, social or ethical considerations	The Responsible Entity does not take into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments and has delegated investment decisions for the Fund to the Investment Manager. The Investment Manager takes into account labour standards and environmental, social or ethical considerations when selecting, retaining or realising investments. As a signatory to the United Nations-backed Principles for Responsible Investment, the Investment Manager has incorporated environmental, social and corporate governance (ESG) principles into its investment processes. For further information, please visit Fairlight’s website: www.fairlightam.com.au and Part F of the Reference Guide.
Changes to the Fund	We have the right to close or terminate the Fund or a class and make changes to the Fund including the investment return, objective, the benchmark, asset classes and asset allocation ranges and currency strategy (if any), without prior notice in some cases. We will inform investors of any material change to the Fund’s details via the Fairlight website, in the next regular communication or as otherwise required by law. Where we consider the changes to be significant, we will notify you of the changes as soon as practicable or as otherwise required under the Corporations Act.

6. Fees and 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 account 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 fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** Moneysmart website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

Fees and costs summary

This section shows fees and other costs that you may be charged. Information in the following table can be used to compare costs between different simple managed investment schemes. 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 section 7 of this document. You should read all the information about fees and costs because it is important to understand their impact on your investment.

Fairlight Global Small & Mid Cap (SMID) Fund

Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs¹		
Management Fees and Costs		
The fees and costs for managing your investment	Class A: Estimated to be 1.30% p.a of NAV referable to Class A, comprised of:	The management fees and costs are calculated and accrued daily and paid monthly in arrears out of the Fund’s assets referable to the applicable class. Indirect costs ² will be deducted from the assets of the Fund referable to the applicable class as and when incurred.
	Management fee: 1.25% p.a. of NAV	
	Administration fee: 0.05% p.a. of NAV	
	Indirect costs: Nil	
	Class H: Estimated to be 1.37% p.a of NAV referable to Class H, comprised of:	
	Management fee: 1.25% p.a. of NAV	
	Administration fee: 0.05% p.a. of NAV	
	Hedging fee: 0.07% p.a. of NAV	
	Indirect costs: Nil	

Performance Fees

Amounts deducted from your investment in relation to the performance of the product	0.38% ³ of NAV referable to both Class A and Class H	In respect of each class, the performance fee for the Fund is 15% of any net return, in excess of the benchmark return. The performance fee is calculated and accrued on a daily basis and, if payable, is paid directly to the Investment Manager bi-annually in arrears from the assets of the Fund referable to the applicable class. The performance fee is reflected in the Fund's unit price and is referable to both Class A and Class H.
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Transaction Costs

The costs incurred by the Fund when buying or selling assets	0.08% p.a. of NAV ⁴ referable to both Class A and Class H	Transaction costs are variable and deducted from the Fund as they are incurred and reflected in the unit price referable to the applicable class. They are disclosed net of amounts recovered by the buy-sell spread.
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Member activity related fees and costs (fees for services or when your money moves in or out of the Fund)

Establishment Fee

The fee to open your investment	Nil	Not Applicable.
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Contribution Fee

The fee on each amount contributed to your investment	Nil	Not Applicable.
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Buy/Sell Spread

An amount deducted from your investment representing costs incurred in transactions by the Fund	Buy: +0.25% Sell: -0.25%	These are the amounts recovered by the Fund when you transact. Buy-sell spreads are included in the application and withdrawal prices and effectively increase the amount you pay when you buy units and reduce the amount you receive when you sell units.
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Withdrawal Fee

The fee on each amount you take out of your investment	Nil	Not Applicable.
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Exit Fee

The fee to close your investment	Nil	Not Applicable.
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Switching Fees

The fee for charging investment options	Nil	Not Applicable.
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¹ The management fee may be negotiated with wholesale clients. Please refer to 'Differential Fees' below for further information. All fees quoted below are inclusive of GST and net of any RITC. See below for more details as to how management costs are calculated.

² Indirect costs are calculated with reference to the relevant costs incurred during the financial year ending 30 June 2023. Based on information available as at the date of this PDS, the Fund did not incur any indirect costs in the past financial year, although the Fund may incur these costs in the future.

³ The reasonable estimate of the Performance Fee is based on the average of the actual performance fees paid over the previous five (5) financial years (to 30 June 2023).

⁴ Transaction Costs are shown net of any amounts recovered by the Fund from the buy-sell spread based on the previous financial year.

Example of annual fees and costs

This table gives an example of how the ongoing annual fees and costs for the Fund can affect your investment over a one (1) year period. You should use this table to compare the Fund with other managed investment schemes.

Example: Fairlight Global Small & Mid Cap (SMID) Fund Class H	Example: Balance of \$50,000 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
PLUS Management fees and costs	1.37% p.a. of NAV	And, for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$685 each year.
PLUS Performance fees	0.38% p.a.	And, you will be charged or have deducted from your investment \$190 in performance fees each year.
PLUS Transaction costs	0.08% p.a.	And, you will be charged or have deducted from your investment \$40 in transaction costs.
EQUALS Cost of the Fund	1.83% p.a.	If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs of \$915* each year. What it costs you will depend on the fees you negotiate with the Fund.

*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. When calculating the ongoing annual fees and costs, the law says we must assume that the value of your investment remains at \$50,000 and the Fund's unit price does not fluctuate. The above example therefore assumes the additional \$5,000 is invested at the end of the year and the value of the investment is constant over the year. Ongoing annual fees and costs actually incurred will depend on the market value of your investment and the timing of your contributions (including any reinvestment of distributions). The example assumes no abnormal expenses are incurred, no service fees are incurred by you and no fees are negotiated. **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, which you may use to calculate the effects of fees and costs on account balances. 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.

Additional explanation on fees and costs

Management fees and costs: Management fees and costs include management, administration and hedging fees. Hedging fees are applicable to Class H only.

Management fees: The management fees for the Fund of 1.25% p.a. of NAV for Class A and 1.37% for Class H, is payable to the Investment Manager for managing the assets of the Fund. These fees are accrued daily and paid monthly in arrears.

Hedging fees: A hedging fee of 0.07% p.a. of the NAV also applies to Class H units only.

Administration fees: Administrative expenses, such as administration and custody fees, audit fees and other ordinary expenses of operating the Fund are covered by the administration fee which is included as part of the management fee and costs and is capped at 0.05% p.a. of NAV.

Performance fees: A performance fee of 15% of any outperformance relative to the benchmark (being the MSCI World SMID Cap Index Net in AUD or hedged for Class H), after deduction of all fees and expenses and provided any underperformance from previous periods has been recovered, may apply. Should the absolute performance of the Fund be negative in the period, a performance fee will not be payable in that period. The performance fee is accrued daily, reflected in the unit price, and, if payable, paid bi-annually in arrears to the Investment Manager from the Fund's assets.

Indirect costs: Indirect costs include any amounts not charged as a fee that RE knows, or may reasonably estimate, has reduced or will reduce (directly or indirectly) the income of the Fund, or the value of the Fund's assets. It is estimated that there are no additional indirect costs associated with investing in the Fund.

Transaction costs: Transaction costs are the cost of buying and selling the Fund's assets and include but are not limited to brokerage, settlement costs, bid-offer spreads on investments and currency transactions and any borrowing costs, clearing and stamp duty costs. Transaction costs are incurred as part of the day-to-day trading of the Fund and as investors move in and out of the Fund. When you invest in the Fund, the Investment Manager may buy (and sell) investments, and incur these costs. When you withdraw, Fairlight may sell investments so we can pay your cash to you, and will incur these costs. These costs are also incurred in connection with day-to-day trading within the Fund. Some of these costs are recovered through the buy/sell spread. Our estimate of the total transaction costs for the Fund that may be payable during a financial year is 0.20%. We expect this amount to vary from year to year as it will be impacted by the Fund's volume of trading, brokerage arrangements and other factors. Of this amount, we expect some costs will be recovered through the buy/sell spread. Again, we expect this recovery amount to vary from year to year as it will be impacted by the volume of applications and withdrawals and any changes in the buy/sell spread for the Fund. The net transaction cost is the difference between these two amounts:

Gross transaction costs estimate	Estimated recovery through buy/sell spread	Net transaction costs estimate
0.20%	0.12%	0.08%

If an investor had a balance of \$100,000 through the year, their investment would have been impacted by \$80 for the year.

Buy/Sell Spread: A buy/sell spread is an adjustment to the unit price reflecting our estimate of the transaction costs that may be incurred as a result of the purchase/sale of assets arising from the buying/selling of units. This adjustment ensures that existing investors do not pay costs associated with other investors acquiring/withdrawing units from the Fund. The buy/sell spread is reflected in the buy/ sell unit price. Currently, our buy/sell spread is estimated to be 0.25% of the unit price (that is +0.25% on the entry price and -0.25% on the exit price). So, if the net asset value of each unit is \$1.00, on entry we adjust the unit price up approximately 0.25% (up 0.25 cents) and on exit we adjust the unit price down approximately 0.25% (down 0.25 cents). The buy/sell spread is not paid to the RE or the Investment Manager. For example, if you invested \$50,000 in the Fund the cost of your buy spread would be \$125, and the cost of your sell spread on withdrawing \$50,000 from the Fund would be \$125. Updated information on the buy and sell spreads will be posted on www.fairlightam.com.au.

Changes to fees: At its discretion and without the consent of investors, we may change the fees and costs set out in this PDS up to the amounts set out in the Constitution, or apply such fees set out in the Constitution that are not currently charged. Reasons might include changing economic conditions and changes in regulation. However, we will give investors at least thirty (30) days' prior written notice of any increase to fees or as otherwise required by law.

GST: Government taxes such as GST will be applied to your account as appropriate.

Fees to financial advisers: Additional fees may be payable by you to your financial adviser as negotiated by you. We do not pay any commissions to financial advisers.

mFund fees: Additional fees may be payable to approved ASX brokers (or your financial adviser who uses a stockbroking service on your behalf) or accessing the Fund through mFund while the Fund is an mFund product.

Differential fees: The Responsible Entity or the Investment Manager may from time to time negotiate a different fee arrangement with certain Wholesale Investors. There are other classes of units with lower management fees than as offered under this PDS. Please contact Fairlight for further information.



You should read the important additional information about 'Information on Fees and Costs' before making a decision to invest in the Fund. Go to Part C of the Reference Guide for the Fund available at www.fairlightam.com.au. The material relating to 'Information on Fees and Costs' may change between the time you read this PDS and the date you acquire or dispose of the product.

7. How managed investment schemes are taxed

WARNING: Investing in a registered managed investment scheme (like the Fund) is likely to have tax consequences. You are strongly advised to seek professional tax advice before investing in the Fund.

The tax implications from an investment in the Fund can be quite complex and depend on a number of factors, including whether you are a resident or non-resident of Australia for tax purposes and whether you hold the units as a long-term investment or for short-term trading purposes. The following is a brief summary of tax information relating to Australian tax residents who hold their units in the Fund on capital account for income tax purposes:

- Registered managed investment schemes (like the Fund) do not pay tax on behalf of Australian resident investor.
- As an investor, you will be assessed for tax on any income and capital gains generated by the Fund.



You should read the important additional information about 'How Managed Investment Schemes are Taxed' before making a decision to invest in the Fund. Go to Part E of the Reference Guide for the Fund available at www.fairlightam.com.au. The material relating to 'How Managed Investment Schemes are Taxed' may change between the time you read this PDS and the date you acquire or dispose of the product.

8. How to apply

Please use the application form accompanying this PDS to apply for units in the Fund. You may complete your application online by going to the Fund's website. Once completed, please post the completed application forms to Apex at GPO Box 4968, Sydney NSW 2001, or via email at registry@apexgroup.com, or by fax on +61 2 9251 3525.

Cooling off rights

You have a fourteen (14) day cooling off period in which to decide whether the investment is right for you commencing from either the time your first investment is confirmed by us, or the end of the fifth (5th) Business Day after units are issued to you - whichever occurs earlier. For IDPS investors, you should consult your IDPS operator about any cooling off rights you may have.

Enquiries and complaints

If you have any enquiries regarding the Fund, please contact the Investment Manager at hello@fairlightam.com.au for more information.

The RE has established procedures for dealing with complaints. If an investor has a complaint, they can contact the RE or the Investment Manager using the contact details provided in this PDS. We will endeavour to resolve your complaint fairly and as quickly as we can. We will respond to your complaint within the maximum response timeframe of thirty (30) days. If we are unable to respond within the maximum response time because we have not had a reasonable opportunity to do so, we will write to you to let you know of the delay.

All investors (regardless of whether you hold units in the Fund directly or hold units indirectly via a platform) can access the Responsible Entity's complaints procedures outlined above. If investing via a platform and your complaint concerns the operation of the platform then you should contact the platform operator directly.

If an investor is not satisfied with the final complaint outcome proposed, any aspect of the complaints handling process or a delay in responding by the maximum timeframe, the Australian Financial Complaints Authority (AFCA) may be able to assist. AFCA operates the external complaints resolution scheme of which the Responsible Entity is a member. If you seek assistance from AFCA, their services are provided at no cost to you.

You can contact AFCA on 1800 931 678, or by writing to:

Australian Financial Complaints Authority
GPO Box 3, Melbourne Vic 3001
Email: info@afca.org.au
Website: www.afca.org.au



You should read the important additional information about 'How to Apply' before making a decision to invest in the Fund. Go to Part D of the Reference Guide for the Fund available at www.fairlightam.com.au. The material relating to 'How to Apply' may change between the time you read this PDS and the date you acquire or dispose of the product.

Reference Guide

Fairlight Global Small & Mid Cap (SMID) Fund

ARSN: 629 066 913 (Fund)

Class A (Unhedged) APIR: PIM7802AU

Class H (Hedged) APIR: PIM0941AU

Date: 8 April 2024

The Trust Compant (Re Services) Limited

ABN 45 003 278 831

Australian Financial Services Licence (AFSL) No. 235150

The information in this document forms part of the Product Disclosure Statement (**PDS**) dated 8 April 2024 by the Trust Company (RE Services) Limited ABN 45 003 278 831 AFSL No 235150 (**RE**) as responsible entity of the Fairlight Global Small & Mid Cap (SMID) Fund ARSN 629 066 913.

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- Part B: Additional Important Information on Risks of Managed Investment Schemes
- Part C: Additional Important Information on Fees and Costs
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- Part E: Additional Important Information on How Managed Investment Schemes are Taxed
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About the Reference Guide

The information in this Reference Guide forms part of the PDS issued by The Trust Company (RE Services) Limited (**RE, we, our or us**) as the responsible entity of the Fairlight Global Small & Mid Cap (SMID) Fund (the **Fund**). Defined terms used in the PDS have the same meaning in this Reference Guide unless stated otherwise. We recommend that you keep a copy of the PDS for the Fund and this Reference Guide for future reference.

The information in the PDS and this Reference Guide is general information only and has been prepared without considering your personal objectives, financial situation or needs. You should read this Reference Guide together with the PDS (in their entirety) and TMD before deciding to invest in the Fund. Before investing, you should obtain financial advice tailored to your personal circumstances.

You can access the PDS, this Reference Guide and the TMD for the Fund at www.fairlightam.com.au. We will provide to you a hard copy of the PDS and this Reference Guide free of charge upon request when you contact us at hello@fairlightam.com.au.

Contact Details for the RE, Fairlight and Apex are as follows:

The Trust Company (RE Services) Limited (the Responsible Entity)	Fairlight Asset Management Pty Ltd (Fairlight)	Apex Fund Services Pty Ltd (Apex)
	ABN 57 628 533 308 Corporate Authorised Representative No. 1277649 of AFSL No 247293	ABN 81 118 902 891 AFSL No 303253
Level 18, 123 Pitt Street, Sydney NSW 2000	Level 11, 10 Carrington Street, Sydney 2000	GPO Box 4968 Sydney NSW 2001
T: (02) 9229 9000	T: (02) 8231 6486	T: 1300 133 451
Web: www.perpetual.com.au	E: hello@fairlightam.com.au Web: www.fairlightam.com.au	E: registry@apexgroup.com Web: www.apexgroup.com

**Any reference to MSCI in the PDS or the Reference Guide means MSCI and its affiliates (collectively, “MSCI”). MSCI are not affiliated with the Investment Manager or the Responsible Entity and do not approve, endorse, review, or recommend the Fund. MSCI and the Benchmark are trademarks or service marks of MSCI and have been licensed to the Investment Manager. MSCI does not guarantee the timeliness, accurateness, or completeness of any data or information relating to the Benchmark.*

Part A: How the Fairlight Global Small & Mid Cap (SMID) Fund Works

What do you invest in?

This Reference Guide and this PDS relates to an investment in the Currency Unhedged Class (Class A) and Currency Hedged Class (Class H).

Investing and Withdrawing

Investing in the Fund

To invest in the Fund, complete the application form accompanying the PDS or as available on the Fairlight website. Additional investments can be made at any time in writing and will generally be processed daily, provided the additional investment is received before 2pm (Sydney Time) on a Business Day. Applications are subject to the completion of client identification procedures that we and the Administrator consider necessary to satisfy our obligations under the relevant anti-money laundering and counter terrorism legislation. Any interest earned in the application or distribution account will be retained by the Fund.

If you apply for units in the Fund using electronic means, you accept full responsibility (to the extent permitted by law) for any loss arising from the RE acting upon the application forms and supporting documents received by email, post or fax. You release from and indemnify the RE and its agents for any liabilities arising from the RE or its agents (including the Administrator) acting on the information provided by you within the application forms and supporting documents received by email, post or fax, even if those documents are ultimately found to be deficient. You also agree that neither you nor any other person has any claim against the RE and its agents (including the Administrator) in relation to a payment processed, units issued, or other action taken by us if we rely on the information provided in the application forms and supporting documents received by email, post or fax.

Withdrawing from the Fund

If you wish to withdraw your units, you must provide a signed withdrawal request form which can be found under the 'Documents and Forms' section of our website.

The RE only accepts scanned or faxed withdrawal requests on the following conditions:

- (a) all instructions are legible;
- (b) all instructions bear your investor number and signature; and
- (c) withdrawal proceeds will only be transferred to the financial institution account previously nominated on the application form originally received from you or otherwise notified to us in writing. (Note that to make any account changes, the RE requires an original authorisation signed by the account signatories).

These terms and conditions are additional to any other requirements for giving withdrawal instructions. To apply to withdraw units in the Fund using electronic means, you must accept full responsibility (to the extent permitted by law) for any loss arising from the RE acting upon faxed or scanned instructions which comply with the above conditions and you also agree to release and indemnify the RE and its agents (including the Administrator) in respect of any liabilities arising from us acting on faxed or scanned instructions even if those instructions are ultimately found to be deficient. You also agree that neither you nor any other person has any claim against the RE and its agents (including Administrator) in relation to units withdrawn, a payment made or action taken by the RE if we rely on documents purportedly received from you by email, post or fax in accordance with the above conditions. The amount of money you receive is determined by the unit price calculated at the time of the withdrawal request. We can withhold from your account any amounts owed by you. We pay withdrawal proceeds to your bank account; however, we are permitted under the Constitution to pay proceeds in kind (i.e. in specie).

Electronic or facsimile instructions

These terms and conditions are additional to any other requirements for investing in and withdrawing from the Fund.

If you apply for units in the Fund or apply to withdraw units in the Fund using electronic means, you accept full responsibility (to the extent permitted by law) and indemnify the RE for any loss arising from the RE acting upon any electronic, faxed or scanned instruction which comply with the above conditions (even if not genuine), the application form and supporting documents, or withdrawal form received by electronic means such as email, post or fax. You release from and indemnify the RE and its agents (including the Administrator) for any liabilities arising from the RE or its agents (including the Administrator) acting on any instruction, application forms and supporting documents, or withdrawal form received by email, post or fax, even if those documents are ultimately found to be deficient. You also agree that neither you nor any other person has any claim against the RE and its agents (including the Administrator) for units withdrawn, payments processed, units issued, or other action taken by us if we rely on any instruction or application forms and supporting documents received by electronic means such as email, post or fax.

Distributions

Distributions to non-residents may incur withholding tax.

All distributions are paid in Australian dollars. If you do not have a valid Australian financial institution account on file, the income distributions will be reinvested. Distributions will not be paid by cheque. If investing through an IDPS, other conditions may apply and you should consult the IDPS terms and conditions.

Investing via an IDPS

Relevant references to "you" (for example, keeping you informed of material changes) are references to the IDPS operator or its custodian as the holder of the units.

We are not responsible for the operation of any IDPS through which you invest. Indirect investors complete the application forms for the IDPS and receive reports from that operator, not from us. The minimum investment, balance and withdrawal amounts may be different. You should also take into account the fees and charges of the IDPS operator as these will be in addition to the fees paid in connection with an investment in the Fund.

Delays

We can delay (suspend) withdrawals or applications for such a period as considered necessary in our view to protect the Fund or the interests of investors as a whole in circumstances including but not limited to:

- (a) any relevant financial, stock, bond, note, derivative or foreign exchange market is closed;
- (b) trading on any such market is restricted;
- (c) an emergency (including an emergency caused by a mechanical or electronic malfunction) exists as a result of which it is not reasonably practicable for the RE to acquire or dispose of the assets or to determine fairly the unit price;
- (d) any state of affairs exists as a result of which it is not reasonably practicable for the RE to acquire or dispose of the assets or to determine fairly the unit price;
- (e) any moratorium declared by a government of any country in which a significant proportion of the Fund is invested exists;
- (f) we receive on any one day a quantity of withdrawal requests representing more than 5% of the value of the investments of the Fund. We can stagger withdrawal payments; or
- (g) the Fund terminates or the RE is directed to terminate the Fund.

The Constitution for the Fund sets out the full range of circumstances in which we can delay application or withdrawal of your money.

Compulsory Withdrawals

The RE can also withdraw some or all of your units without your permission including if your account falls below the minimum investment amount or if law requires. The RE may redeem some or all of an investor's units in the Fund without the permission of an investor, in accordance with the Constitution or as permitted by law. This may occur in such circumstances where an investor breaches their obligations to the RE, where an investor's account falls below the minimum stipulated investment amount or if required by the law.

Transactions via mFund

While the Fund continues to be admitted to mFund, you may invest in the Fund using an approved ASX broker or through your financial adviser who uses a stock broking service on your behalf, enabling you to transact with the ASX's mFund Settlement Service (**CHESS**).

Your ASX broker will process a completed application or withdrawal request for units through CHESS. CHESS will confirm the order with your ASX broker once it is received and accepted by the Administrative Agent. Correctly completed application or withdrawal requests for units received by the Administrative Agent will be forwarded by CHESS to your ASX broker for your payment or to receive proceeds, respectively*. For application or withdrawal requests made through mFund, the payment options will depend on the requirements of the ASX broker.

For application requests, you will need to provide your application money to your ASX broker. The Administrative Agent will calculate and allot new units in the Fund to your CHESS Holder Identification Number (**HIN**). CHESS will notify your ASX broker of the Unit price and units allotted. If you are allotted units (through transfer or certain corporate actions) which are not broker-sponsored, your holding will be issuer sponsored and you will be provided with a security reference number (**SRN**). Please refer to www.asx.com.au/mfund for additional information. Note that mFund is not a trading facility and does not facilitate buying and selling between investors on the market.

*When investing via mFund, any errors made on the application instruction may result in application or withdrawal requests being automatically rejected by the registry system. Any rejected requests will not be processed and will require resubmission.

Part B: Additional Important Information on Risks of Managed Investment Schemes

All investments carry risk. The likely investment return and the risk of losing money is different for each managed investment scheme as different strategies carry different levels of risk depending on the underlying mix of assets that make up each fund. Those assets with potentially the highest long term return (such as shares) may also have the highest risk of losing money in the shorter term. Investment in the Fund is subject to investment risk.

We have set out below additional risks that may affect the Fund:

Currency Hedging Risk (Hedged Classes): Although the Fund's foreign currency exposure is hedged, the hedge may not provide complete protection from adverse currency movements. Currency markets can be extremely volatile and are subject to a range of unpredictable forces. The foreign currency exposure of the Fund will be hedged back to Australian dollars.

Derivative Risk (Hedged Classes): Derivatives are contracts between two (2) parties that usually derive their value from the price of a physical asset or market index. Forward foreign exchange contracts are utilised to hedge the Fund's foreign currency exposure. While the use of derivatives offers the opportunity for higher gains, it can also magnify losses to the Fund. Risks associated with the use of derivatives include that the value of a derivative may fall as a result of an adverse movement in the underlying asset or index, the Fund not being able to meet payment obligations as they arise and the risk that the other party with whom the derivative contract is held will fail to perform its contractual obligations.

International Investment Risk: The Fund may invest in international assets which may give rise to currency exposure. There is a risk that currency fluctuation may adversely impact the value of international stock positions.

For example, if the Australian dollar falls, the value of international investments expressed in Australian dollars can increase and has the potential to increase the value of the Fund's investments.

Conversely, if the Australian dollar rises, the value of international investments expressed in Australian dollars can decrease and this has the potential to reduce the value of the Fund's investments. The Fund may not always be currency hedged. Where the Fund's foreign currency exposure is hedged, it is typically hedged using forward foreign exchange contracts. These contracts will generally be of limited duration and reset regularly, resulting in a cash receipt or cash payment by the Fund. The contracts are not guaranteed by an exchange or clearing corporation and generally do not require payment of margin. To the extent that the Fund has unrealised gains in such instruments or has deposited collateral with its

counterparty(ies) the Fund is at risk that its counterparty may fail to honour its obligations. Further, any hedge may not provide complete protection from adverse currency movements. Currency markets can be extremely volatile and are subject to a range of unpredictable forces.

Conflict of Interest Risk: Fairlight may be the Investment Manager of other funds not described in the PDS and entities within the 'Perpetual Group' (comprising Perpetual Limited and its subsidiaries, including the RE) may act in various capacities (such as responsible entity, trustee and custodian) for other funds or accounts. The Responsible Entity and the Investment Manager may be subject to conflicts of interest when performing their duties in relation to the Fund. Both the Responsible Entity and the Investment Manager have conflicts of interest policies and procedures in place that are designed to appropriately manage these conflicts of interest that arise in relation to managing the Fund.

Interest Rate Risk: Changes in interest rates may also adversely affect the value or profitability of the assets of the Fund. Changes in the general level of interest rates may impact the Fund's profitability.

Interest rates are highly sensitive to many factors beyond the control of the Fund, including, but not limited to, governmental, monetary and tax policies, domestic and international economic and political considerations, fiscal deficits, trade surpluses or deficits and regulatory requirements.

Operational Risk: The RE has appointed the Investment Manager, Custodian and Administrator of the Fund. We are satisfied that these providers have in place adequate internal controls. However, there still may be break downs in operations and procedures that cannot be prevented that may result in a loss to the Fund. This could be the result of oversight, ineffective security processing procedures, computer system problems or human error. In addition, the Investment Manager, Custodian and Administrator of the Fund may change.

Cross Class Liability: The Fund may enter into FX currency contracts for the purposes of hedging currency risk for Class H units. Any loss or liability relating to these contracts which cannot be satisfied by the assets of that class may be satisfied by all assets of the Fund.

Concentration Risks: The Fund may invest a relatively high investment concentration of assets into a relatively small number of securities, or into securities with a relatively high level of exposure to the same sector. This may cause the value of the Fund's investments to be more affected by any single adverse economic, political or regulatory event than the investments of a more diversified investment portfolio.

Political and Regulatory Risks: This is the risk that the value or tax treatment of either the Fund itself or investments of the Fund, or the effectiveness of the Fund's trading or investment strategy may be adversely affected by changes in government (including taxation) policies, regulations and laws (including those affecting registered managed investment schemes), or changes in generally accepted accounting policies or valuation methods.

Cyber Risk: There is a risk of fraud, data loss, business disruption or damage to the information of the Fund or to investors' personal information as a result of a threat or failure to protect the information or personal data stored within the IT systems and networks of the Responsible Entity and its agents.

Foreign Account Tax Compliance Act ('FACTCA') Risk: The Fund intends to be treated under Australian FATCA Rules as a Reporting Financial Institution or a trustee-documented trust, and is not expected to be subject to a 30% FATCA withholding tax on US sourced income. However, this cannot be assured given the complexity of the Australian FATCA Rules.

mFund Registration Risk: While the Fund is an mFund product, if you invest via mFund, then you may be exposed to some additional counterparty risks. Losses can be incurred if a counterparty fails to deliver on its contractual obligations, experiences financial difficulty or abandons the mFund settlement service. You may incur loss through exposure to a counterparty. In addition, there is some risk that the ASX may suspend or revoke the admission of the Fund to the mFund settlement service, that the ASX's systems could fail, or that there could be errors in connection with the system. As a result, investors may experience delays in processing applications or redemptions.

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

Part C: Additional Important Information on Fees and Costs

Management Fees

Management fees and costs are paid out of the Fund's assets and will reduce the net asset value of the Fund. This is reflected in the unit price of the relevant class of units. Management fees and costs do not include extraordinary or abnormal expenses such as without limitation, costs of litigation to protect investors' rights, costs to defend claims in relation to the Fund, investor meetings, termination and wind up costs. Further, management fees and costs exclude transactional and operational costs.

Performance Fees

A performance fee of 15% of any outperformance to the benchmark (being the MSCI World SMID Cap Index Net (AUD)(Net) for Class A or MSCI World SMID Cap Index (AUD)(Net)(Hedged) for Class H), after the deduction of all fees and expenses and provided any underperformance from previous periods has been recovered, may be payable. Should the absolute performance of the Fund be negative in the period, a performance fee will not be payable in that period. The performance fee is accrued daily, reflected in the unit price of the relevant class of units, and, if payable, paid bi-annually to the Investment Manager from the Fund's assets referable to the relevant class of units.

Indirect Costs

If unusual or non-recurrent expenses are incurred, these will be deducted these from the Fund's assets. Indirect costs do not include transaction costs and may differ from the current financial year in the future.

Buy/Sell Spread

A buy/sell spread is an adjustment to the unit price reflecting our estimate of the transaction costs that may be incurred as a result of the purchase/sale of assets arising from the buying/selling of units. This adjustment ensures that existing investors do not pay costs associated with other investors acquiring/withdrawing units from the Fund. There is no spread payable on reinvestment of distributions. The buy/sell spread is not paid to the RE or the Investment Manager. As the buy/sell spread is reflected in the buy/sell unit prices, you won't see transaction costs on any account statement we send you. We may vary the buy and sell spreads from time to time.

We have a documented policy in relation to the guidelines and relevant factors taken into account when calculating unit prices, including all transaction costs and the buy/sell spread. We call this our unit pricing policy. We keep records of any decisions which are outside the scope of the unit pricing policy, or inconsistent with it. A copy of the unit pricing policy and records is available free on request.

Changes to Fees

All fees can change. Reasons might include changing economic conditions and changes in regulation. However, we will give you thirty (30) days' written notice of any increase to fees. The Constitution for the Fund sets the maximum amount we can charge for all fees. The Constitution also entitles us to charge a management fee of up to 3% p.a. of the Fund's gross value, however, until further notice we are charging less than this maximum. If we wished to raise fees above the amounts permitted in the Constitution, we would need investor approval. Please refer to our website for any updates on our estimates of any fees and costs (including indirect costs and transaction costs) which are not considered to be materially adverse from a retail investor's point of view. Remember, past performance is not an indicator of future performance and any fee or cost for a given year may not be repeated in a future year.

GST

In addition to the fees and costs described in the PDS, standard government fees, duties and bank charges may also apply such as stamp duties. The fees outlined in the PDS are inclusive of GST and take into account any RITC that may be available.

IDPS Additional Fees

If you invest in the Fund via an IDPS, additional fees may be charged by the IDPS operator for investing in the Fund. You should speak to the IDPS operator for further information.

mFund Fees

You should consider the Financial Services Guide provided by your ASX broker or your adviser before accessing the Fund through mFund as additional fees may be payable when you access Fund through mFund.

Part D: Additional Important Information on How to Apply for units in the SMID Fund

You need to invest at least \$20,000 initially and you will need to maintain a minimum of \$10,000 in your account.

We do not earn interest, nor do we pay you interest on, application monies held prior to the time we issue units to you. In the event that the RE exercises its discretion to refuse an application, the application funds received from an Investor be returned without interest. Additional investments can be made at any time in writing. Generally, the minimum amount for additional investments is \$10,000. For IDPS investors, please consult your IDPS operator about investing.

To apply for units in the Fund, please complete the application form accompanying the PDS or complete the application form available from the Fairlight website. Once you have completed the application form, please send the application form and the required supporting documents to Apex, via one of the following:

By Post: Apex Fund Services Pty Ltd

Attention: Unit Registry

GPO Box 4968, Sydney NSW 2001

By email: registry@apexgroup.com

By fax: +61 2 9251 3525

If the application form is incomplete or the identification documents do not meet the Responsible Entity's requirements the Registry Manager will not process the application form. The Responsible Entity reserves the right to reject any application at its discretion.

Please also refer to page 9 of the application form for information concerning investment payment details.

If you require any assistance, please contact Apex on 1300 133 451.

Part E: Additional Important Information on How Managed Investment Schemes are Taxed

The RE does not provide tax advice. The following tax information provided is of a general nature and is based on current Australian tax laws and interpretation at the date of this Reference Guide as they relate to Australian resident individual taxpayers (unless otherwise stated) who hold their investment on capital account. As the effects of tax on investments can be complex and may change over time, and are dependant on your individual circumstances, it is important that you seek professional tax advice before you invest or deal with your investment.

It is the intention of the Fund to be treated as a flow-through entity for Australian tax purposes. Generally, Australian income tax won't be payable by the Fund if investors are made 'presently entitled' to all of the distributable income of the Fund for an income year. Net income of the Fund that is not made 'presently entitled' to an investor will be subject to tax at the highest marginal tax rate (plus the Medicare levy).

Investors will be assessed for tax in relation to their proportionate share of the Fund's taxable income. Investors may also be entitled to claim tax credits/offsets or have the benefits of some concessions (such as the capital gains tax discount).

We will distribute income and capital gains, if any, shortly after 30 June each year. Distributions may comprise the following components:

- assessable income (like dividends and interest)
- net taxable capital gains (from the sale of the Fund's investments)

- non-assessable amounts (like tax deferred amounts) and
- tax credits/offsets (like franking credits attached to franked dividend income or offsets for tax paid on foreign income).

Additionally, Australian and New Zealand residents are generally subject to capital gains tax on gains when they withdraw any money or transfer units.

We will send you an annual tax statement each year to help you to complete your tax return.

The withdrawal of any money or transfer of units may give rise to a capital gains tax liability or capital loss. Depending on the kind of taxpayer you are, and how long you have held your units, you may be entitled to a capital gains discount concession which can reduce any capital gains tax liability by up to one half.

A transfer of units is executed at the Fund's net asset value unit price on the relevant dealing day, and no buy/sell spread is applied. Transferring units may give rise to tax consequences and the RE recommends that you check the tax implications with your tax adviser before sending us a transfer request. Units cannot be transferred from one investor to another person or entity without the RE's prior consent.

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

Attribution Managed Investment Trust (AMIT)

The Tax Laws Amendment (New Tax System for Managed Investment Trusts) Act 2016 governs the Attribution Managed Investment Trust (AMIT) regime.

The AMIT regime applies to managed investment schemes that meet the eligibility requirements and that make an irrevocable election to become an AMIT. Under the AMIT regime, the Fund is a flow-through entity that must attribute its taxable income to investors on a fair and reasonable basis so that the Fund itself is not subject to tax.

The RE has made the election for the Fund to operate as an AMIT. The AMIT rules contain several provisions that will impact on the taxation treatment of the Fund. The key features include:

- an attribution model for determining member tax liabilities, which also allows amounts to retain their tax character as they flow through a MIT to its investors;
- the ability to carry forward understatements and overstatements of taxable income, instead of re-issuing investor statements;
- deemed fixed trust treatment status under the income tax law;
- upwards cost base adjustments to units to address double taxation; and
- legislative certainty about the treatment of tax deferred distributions.

Reforms to the taxation of trusts are ongoing so investors should seek their own advice and monitor the progress of announcements and proposed legislative changes to assess their impact.

US Tax Withholding and Reporting Under the Foreign Account Tax Compliance Act (FATCA)

The United States of America has introduced rules (known as FATCA) which are intended to prevent US persons from avoiding tax. Broadly, the rules may require the Fund to report certain information to the Australian Taxation Office (ATO), which may then pass the information on to the US Internal Revenue Service (IRS). If you do not provide this information, we will not be able to process your application.

To comply with the requirements, the Responsible Entity will collect certain information about you and undertake certain due diligence procedures to verify your FATCA status and provide information to the ATO in relation to their financial information as required by the ATO (if any) in respect of any investment in the Fund.

Common Reporting Standard

The Australian government has implemented the OECD Common Reporting Standards Automatic Exchange of Financial Account Information (CRS), effective from 1 July 2017. CRS, like the FATCA regime, requires banks and other financial institutions to collect and report certain information to the ATO.

CRS will require certain financial institutions to report information regarding certain accounts to their local tax authority and follow related due diligence procedures. The Fund is expected to be a 'Financial Institution' under the CRS and intends to comply with its CRS obligations by obtaining and reporting information on relevant accounts (which may include your personal information and your units in the Fund) to the ATO. If you do not provide this information, we will not be able to process your application.

For the Fund to comply with its obligations, we will request that you provide certain information, documentation and certifications to us. We will determine whether the Fund is required to report your details to the ATO based on our assessment of the relevant information received. The ATO may provide this information to other jurisdictions that have signed the "CRS Competent Authority Agreement", the multilateral framework agreement that provides the mechanism to facilitate the automatic exchange of information in accordance with the CRS. The Australian Government has enacted legislation amending, among other things, the Taxation Administration Act 1953 of Australia to give effect to the CRS.

Part F: Other Important Information

Fund Performance and Size

If you are interested in up to date performance of the Fund, the latest investment mix of the Fund, current unit prices or the current size of the Fund, then ask your financial adviser or go to www.fairlightam.com.au. Your financial adviser will give you paper copies of the information free of charge. You can always call the Investment Manager, their contact details are set out on page 1 of the PDS and page 2 of this Reference Guide. Again, up to date information is always free of charge.

Past performance is not a reliable indicator of future performance. Returns are not guaranteed.

Keeping You Informed

We will:

- confirm every transaction you make;
- soon after June each year send you a report to help you complete your tax return;
- each year (around September) make the financial accounts of the Fund available to you on www.fairlightam.com.au;
- send you an annual statement;
- notify you of any material changes to the PDS and any other significant event as required by law; and
- place updated information that is not materially adverse or subject to change from time to time on the Fund's website.

We will ensure that the information required to be disclosed while the Fund is an mFund is displayed on the Investment Manager's website at www.fairlightam.com.au and via the ASX website (www.asx.com.au/mfund) via the markets announcement platform on a periodic basis.

As at the date of the PDS, the Fund has one hundred (100) investors or more, meaning it will be considered as a "disclosing entity" for the purpose of the Corporations Act. This means the Fund is subject to regular reporting and disclosure obligations. Any continuous disclosure obligations we have will be met by following ASIC's good practice guidance via website notices rather than lodging copies of those notices with ASIC unless required by the Corporations Act. When the RE becomes aware of material information that would otherwise be required to be lodged with ASIC as part of our continuous disclosure obligations, it will ensure this information is made available as soon as practicable on www.fairlightam.com.au. If you would like hard copies of this information, please contact Apex on 1300 133 451, and we will send it to you free of charge. Copies of any documents lodged with ASIC in relation to the Fund may be obtained from, or can be inspected at, an ASIC office. Investors have a right to obtain a copy of the most recent annual financial report and any half-yearly financial report lodged with ASIC and any continuous disclosure notices given by the Fund after that annual financial report but before the date of the PDS free of charge.

Consents

Fairlight and Apex have each given, and as at the date of the PDS, have not withdrawn their consent to inclusion in the PDS of the statements concerning them in the form and context in which they are included. Fairlight and Apex do not guarantee the repayment of capital or any particular rate of capital or income return.

Privacy

The Responsible Entity may collect personal information from you in the application and any other relevant forms to be able to process your application, administer your investment and comply with any relevant laws. If you do not provide us with your relevant personal information, we will not be able to do so. In some circumstances we may disclose your personal information to Perpetual's related entities or service providers that perform a range of services on our behalf and which may be located overseas.

Privacy laws apply to our handling of personal information and the Responsible Entity will collect, use and disclose your personal information in accordance with our privacy policy, which includes details about the following matters:

- the kinds of personal information the Responsible Entity collects and holds;
- how the Responsible Entity collects and holds personal information;
- the purposes for which the Responsible Entity collects, holds, uses and discloses personal information;
- how you may access personal information that we hold about you and seek correction of such information (note that exceptions apply in some circumstances);
- how you may complain about a breach of the Australian Privacy Principles (APP), or a registered APP code (if any) that binds the Responsible Entity, and how the Responsible Entity will deal with such a complaint;
- for New Zealand investors, how you may complain about a breach of the New Zealand Information Privacy Principles, and how the Responsible Entity will deal with such a complaint; and
- whether the Responsible Entity is likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for the Responsible Entity to specify those countries.

The privacy policy of the Responsible Entity is publicly available at www.perpetual.com.au or you can obtain a copy free of charge by contacting the Responsible Entity. Your personal information will also be used in accordance with the Administrator's privacy policy. You may obtain a copy of the Administrator's privacy policy at www.apexgroup.com.

If you are investing indirectly through an IDPS, we do not collect or hold your personal information in connection with your investment in the Fund (as the IDPS operator becomes the unitholder in the Fund). Please contact your IDPS operator for more information about their privacy policy.

Anti-Money Laundering and Counter-Terrorism Financing

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (**AML Act**) and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to Perpetual (**AML Requirements**), regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The AML Act is enforced by the Australian Transaction Reports and Analysis Centre (**AUSTRAC**). In order to comply with the AML Requirements, Perpetual is required to, amongst other things:

- verify your identity and the source of your application monies before providing services to you, and to re-identify you if they consider it necessary to do so; and
- where you supply documentation relating to the verification of your identity, keep a record of this documentation.

Perpetual and the Administrator as its agent (collectively, the **Entities**) reserve the right to request such information as is necessary to verify your identity and the source of the payment. In the event of delay or failure by you to produce this information, the Entities may refuse to accept an application and the application monies relating to such application or may suspend the payment of withdrawal proceeds if necessary to comply with AML Requirements applicable to them. Neither the Entities nor their delegates shall be liable to you for any loss suffered by you because as a result of the rejection or delay of any subscription or payment of withdrawal proceeds.

The Entities have implemented several measures and controls to ensure they comply with their obligations under the AML Requirements, including carefully identifying and monitoring investors. Because of the implementation of these measures and controls:

- transactions may be delayed, blocked, frozen or refused where an Entity has reasonable grounds to believe that the transaction breaches the law or sanctions of Australia or any other country, including the AML Requirements;
- where transactions are delayed, blocked, frozen or refused the Entities are not liable for any loss you suffer (including consequential loss) caused by reason of any action taken or not taken by them as contemplated above, or because of the Entities' compliance with the AML Requirements as they apply to the Fund; and
- the Entities or any agents acting on their behalf may from time to time require additional information from you to assist it in this process.

The Entities have certain reporting obligations under the AML Requirements and are prevented from informing you that any such reporting has taken place. Where required by law, an entity may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC. The Entities are not liable for any loss you may suffer as a result of our compliance with the AML Requirements.

Environmental, Social, Ethical and Governance (ESG) Considerations

The Fund is not designed for investors who are looking for funds that meet specific environmental, social and governance (ESG) goals. Integration of ESG considerations (as described below) does not imply that the Fund is marketed or authorised as an ESG product in Australia. While the Investment Manager has systems and controls in place to oversee and review information provided by third-parties, there is a risk that errors or undisclosed changes from third-parties may result in inadvertent exposure to otherwise excluded investments. Investors may also have differing views, opinions and understanding of the meaning of ESG-related terminology used in this PDS and Reference Guide to the Investment Manager.

The Responsible Entity has delegated investment decisions for the purposes of selecting, retaining or realising investments for the Fund to the Investment Manager, Fairlight, who operates the Fund in accordance with the terms of the investment management agreement.

The Investment Manager's analysis of ESG considerations is drawn upon as part of its investment strategy for the Fund. The Investment Manager considers ESG issues at each stage of the investment process, including initial screening, stock research reports and the portfolio management process.

The Investment Manager is a signatory to the United Nations Principles for Responsible Investment (PRI). Through implementation of the PRI Principles, Fairlight will seek to analyse and engage companies on their significant governance, environmental and social issues that have the potential to impact on company perception and performance.

As part of its ESG analysis, the Investment Manager uses industry exclusion screens to account for the more obvious sources of ESG risk found in sectors including, but not limited to, tobacco, armaments, gambling, and mining. A maximum of 10% aggregate gross revenue exposure by companies to these restricted industries is permitted before these companies are excluded from ownership by the Fund. Note that the revenue data will be predominantly based on MSCI data. There are limitations of using revenue data and in such cases, revenues are estimated. The exclusions may not exclude a company or an issuer if data about that company or the issuer is incomplete, inaccurate or unavailable.

As part of the ESG analysis, the Investment Manager scores all researched companies across a range of ESG metrics which generates a cost of capital charge that is an input into company valuation. Fairlight has developed and implemented a proprietary scoring framework which each company will be assessed against to determine the company's individual ESG score. The proprietary scoring framework is based upon factors categorised across 3 pillars including Environmental (E), Social (S), and Governance (G). Based on this individual ESG score, companies with relatively poor ESG practices incur a larger discount rate than those that are best practice however, ESG score is not the only determining factor.

For further details on the Investment Manager's approach to ESG or its proprietary scoring framework, please refer to Fairlight's ESG Annual Review and Responsible Investing Policy available at www.fairlightam.com.au/responsible-investing.

Part G: Other Important Information for New Zealand Investors

Warning Statement

1. This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.
2. This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.
3. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
4. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
5. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
6. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
7. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

Additional Warning Statement: Currency Exchange Risk

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

Additional Warning Statement: Dispute Resolution Process

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

The above statements are required pursuant to New Zealand's financial markets legislation.

New Zealand Disclosures Relating To Distribution Reinvestment

Distributions from the Fund will be automatically reinvested resulting in additional units being issued to you, unless you have elected otherwise. Units issued as part of a distribution will be allotted in accordance with the terms and conditions set out in the PDS and Reference Guide.

The allotment of units as part of a distribution described in this PDS is offered to New Zealand investors on the following basis:

- At the time the price of the units allotted as part of a distribution reinvestment is set, the RE will not have any information that is not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the units if the information were publicly available.
- The right to acquire, or require the RE to issue, units as part of a distribution reinvestment will be offered to all investors in the Fund of the same class, other than those who are resident outside New Zealand and who are excluded by the RE so as to avoid breaching overseas laws.
- Every investor to whom the right is offered will be given a reasonable opportunity to accept it.
- Units will be issued or transferred on the terms disclosed to investors in this PDS, and will be subject to the same rights as units issued or transferred to all investors of the same class who agree to receive the units.

You have the right to receive from us, on request and free of charge within five (5) Business Days, a copy of:

- the most recent annual report of the Fund (if any)
- the most recent financial statements of the Fund (if any) and, if those statements are not audited or reviewed by an auditor, a statement to that effect
- a copy of the auditor's report on those statements (if any)
- the current PDS
- the current TMD
- the Constitution of the Fund and any amendments to it.

Copies may be obtained electronically online at www.fairlightam.com.au or through the RE.

Within thirty (30) days of the day on which the units in the Fund are allotted to you, you will be sent a statement of the amount of the distribution and the number of units that have been allotted to you.

The above statements are required pursuant to New Zealand's financial markets legislation. For the avoidance of any doubt, Apex will only remit distributions in Australian dollars and to an Australian bank account in the name of the unit holder. You may remit redemptions in Australian dollars to a New Zealand bank account in the name of the unit holder however you may incur an unfavourable currency conversion rate by your bank or financial institution. If you credit NZ dollars to Apex's application account you may incur an unfavourable currency conversion rate and you will also have to pay any applicable fees. You can avoid these fees by only crediting Australian dollars.

Glossary

Unless otherwise defined, the following terms used in the PDS and Reference Guide have the following meaning:

ABN means Australian Business Number.

Administrator or Custodian or Apex means Apex Fund Services Pty Ltd (ABN 81 118 902 891, AFSL 303253).

AFCA means Australian Financial Complaints Authority.

AFSL means Australian Financial Services Licence.

AMIT means an Attribution Managed Investment Trust.

AML Act means the *Anti-Money-Laundering and Counter-Terrorism Financing Act 2006 (Cth)* and related rules and regulations.

AML Requirements means the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)* and related rules and regulations.

APP means Australian Privacy Principle.

Assets means the assets of the fund.

AUSTRAC means the Australian Transaction Reports and Analysis Centre.

Business Day means a day that is not a Saturday, Sunday or public holiday in Sydney, New South Wales, Australia.

CAR means Corporate Authorised Representative.

Constitution means the constitution establishing the Fund dated 26 September 2019, and as amended from time to time.

CRS means the *Tax Laws Amendment (Implementation of the Common Reporting Standard) Act 2016 (Cth)*.

Corporations Act means the *Corporations Act 2001 (Cth)*.

Entities means Perpetual and the Administrator.

ESG means environmental, social and corporate governance.

Ex-distribution mid-price means the mid-price first calculated after the end of a distribution period excluding the Fund income for the period.

FACTA means the US Foreign Account Tax Compliance Act.

Fund means the Fairlight Global Small & Mid Cap (SMID) Fund.

Fund Outperformance means the amount by which the Fund outperforms its benchmark (MSCI World SMID Cap Index Net in AUD), after the deduction of all fees and expenses, provided any underperformance from previous periods has been recovered.

Gross value of the Fund, Fund's gross value or GAV means the aggregate value of all of the Fund assets.

GST means Australian Goods and Services Tax.

HIN means a CHESS Holder Identification Number.

IDPS means an investor directed portfolio service, such as an investment platform.

Investment Manager means Fairlight Asset Management Pty Limited (ABN 45 003 278 831, AFSL No 235150).

Investor means a person who owns Units.

Mid-price means the unit price determined by the Administrator which does not include any buy/sell spread.

NAV means the net asset value of the Fund.

PDS means the product disclosure statement.

Responsible Entity, RE, Perpetual, we, us or our means The Trust Company (RE Services) Limited (ABN 45 003 278 831, AFSL No 235150).

RITC means reduced input tax credits.

SRN means a security reference number.

TMD means a target market determination issued by the Responsible Entity in accordance with section 944B of the Corporations Act.

TFN means tax file number.

US means the United States of America.

You, your or investor refers to a person applying for a unit in the Fund or a unitholder.