



Smallco Broadcap Fund

Product Disclosure Statement

20 April 2020

This Product Disclosure Statement (“PDS”) is a summary of significant information. Important additional information is contained in the Smallco Broadcap Fund Reference Guide (“Reference Guide”) which forms part of this PDS. The Reference Guide is available at smallco.com.au or you can request a copy by calling Smallco on 02 8256 1000.

If you received this PDS electronically we will provide you, free of charge, with a paper copy of this PDS (together with the application form) and any information it incorporates by reference upon request. Please phone us on 02 8256 1000. If you make this PDS available to another person, you must give them the entire PDS, including the application form.

You should consider the information contained in both the PDS and the Reference Guide before making a decision about the Fund. The information provided in this PDS is general information only and does not take account of your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances before making an investment decision.

This PDS is current at the date of issue. Certain information in both this PDS and the Reference Guide is subject to change. We will notify you of any changes that have a materially adverse impact on investors that affect the information contained in this PDS. Any updated information which is not materially adverse may be obtained online at www.smallco.com.au or by calling us on 02 8256 1000. A paper copy of the updated information will be provided free of charge on request.

This PDS has not been lodged with the Australian Securities and Investments Commission (“ASIC”) and is not required to be lodged. ASIC takes no responsibility for the contents of this PDS.

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Australian Financial Services Licence (AFSL) No. 224108

Responsible Entity and Investment Manager:
Smallco Investment Manager Limited

1. About Smallco

Smallco Investment Manager Limited ("**Smallco**" the "**Manager**", "**we**" or "**us**") is the responsible entity and investment manager of the Fund and the issuer of this PDS and of units in the Smallco Broadcap Fund ("**SBF**" or the "**Fund**").

2. How the Fund works

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

Investors in a unit trust are allocated a number of units. The price of each unit reflects the value of the trust assets. The price of units will vary as the market value of assets of the trust rises or falls.

The Manager has appointed JP Morgan Chase Bank, N.A. as the custodian of the Fund's assets. Its role is limited to holding the assets of the Fund as agent of the Manager. It has no supervisory role in relation to the operation of the Fund and is not responsible for protecting investors' interests.

The Manager has appointed Link Fund Solutions Pty Limited as the Fund's administrator.

Applying for units

Generally the minimum investment amount is \$40,000 unless you are investing indirectly through a master trust or wrap account. If investing directly, you should apply using the application form accompanying this PDS.

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

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

Making additional investments

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

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

Smallco is a professional investment manager with specialist expertise in investing in smaller companies listed on the Australian Securities Exchange ("**ASX**").

An adjustment is made for the buy-sell spread.

Distributions

Deposits to your account are processed as soon as practicable after the end of June each year.

Income distributions will generally be calculated based on the Fund's net income at the end of the distribution period divided by the number of units on issue.

You may elect to reinvest any income distributions automatically in additional units. Use the application form or contact us. Where distributions are reinvested, units are issued at the price at the end of the relevant distribution period. The price of such additional units will not be subject to the buy/sell spread.

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

Withdrawals

You may request a withdrawal of all or part of your investment by notifying the Manager in writing by 4pm Sydney time on any Business Day. Unless the Manager has agreed other arrangements with an investor, the request must be an original and signed by the signatories on the account. The minimum amount you can withdraw is \$5,000 and the minimum balance remaining will generally need to be \$40,000. The Manager reserves the right to require an investor to withdraw in full a holding of less than \$40,000.

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

It usually takes five Business Days to process a withdrawal request, although the Fund's constitution allows the Manager 60 days. The funds are paid directly to your nominated account.

The Manager reserves the right to meet withdrawal requests by transferring assets of the Fund to the withdrawing investor in specie.

Any amount you owe to the Manager or that the Manager owes someone else with respect to your investment (for example, the Australian Taxation Office) may be withheld from the amount that is paid to you.

The Manager can delay access to your money in some circumstances (although at the date of the PDS this has never

happened in relation to any fund managed by the Manager), for example:

- when something impacts on the ability to calculate net asset value (for example, if markets are closed or disrupted) the Manager can delay payment for as long as that situation continues; or
- when a quantity of withdrawal requests representing more than 25% of the Fund's value is received in a rolling month, the Manager can stagger withdrawal payments over such time as it determines.

If the Fund is not sufficiently liquid, then you will only be permitted to withdraw if the Manager makes a withdrawal offer to all investors in accordance with the Fund constitution and the Corporations Act.

3. Benefits of investing in the Fund

Significant features

The Fund is a concentrated, Australian equities fund that can invest up to 40% of its assets in companies with a market capitalisation of less than \$1 billion and aims to deviate significantly from the index when appropriate opportunities are found.

The Manager's aim is to outperform the S&P/ASX 300 Accumulation Index after fees on a rolling three year basis, although returns are not guaranteed.

It is the aim of the Manager that high compound returns will come mostly from capital appreciation which will be reflected in the unit price, but net realised profits, if they occur, will be distributed annually shortly after 30 June of each year. These distributions may carry imputation tax credits.

How the unit price is calculated

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

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

Significant benefits

There are many benefits of investing in the Fund. Some of the significant benefits include:

- the specialist investment expertise of the Manager;
- access to investment opportunities that individual investors usually cannot achieve;
- managed funds can often invest for a lower cost than ordinary investors;
- services to make investing easier – you will receive a confirmation of investment or withdrawal plus regular statements to keep you up to date with your investment, including an annual taxation statement (if you invest through a master trust or wrap account, the operator of that service will provide you with that information); and
- having clear legal rights through a robust corporate governance structure.

You should read important information about the benefits of investing in the Fund before making a decision to invest. **Go to Part A of the Reference Guide**, which is available at www.smallco.com.au or contact us on 02 8256 1000. The material relating to the benefits of investing in the Fund may change between the time you read this PDS and when you acquire the product.

4. Risks of managed investment schemes

All investments are subject to risks. 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 level of short-term risk.

Significant risks of the Fund

Smallco considers the significant risks for the Fund to be:

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

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

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

Currency risk: The Fund can invest in companies listed in Australia which have operations in foreign countries. When those countries' currencies change in value relative to the Australian dollar, the value of the investment changes.

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

Counterparty or default risk: A counterparty which has entered into a contractual obligation in relation to the Fund will fail to perform its obligations. This may result in a loss of capital for the Fund. Counterparties may include stockbrokers, banks and other parties to share and option transactions.

Concentration risk: The Fund will generally hold shares in between 20 and 30 companies but it is not restricted to this sized portfolio. Investing in a small number of companies reduces diversification benefits and increases risk as does holding a concentration of stocks within a particular sector.

Liquidity risk: If the Fund has insufficient cash, or has problems selling its listed investments, access to your money could be delayed. Similarly, if there is an interruption to regular trading on the ASX or for a particular asset of the Fund, there may be delays in processing withdrawal requests due to difficulties in selling investments. Units in the Fund are not quoted on any stock exchange and therefore cannot be sold through a stockbroker.

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

Regulatory risk: laws and regulations affecting the Fund may change in the future.

Risks applicable to managed funds generally

Other significant risks to managed funds include that the value of investments and level of returns will vary, and future returns may differ from past returns. Returns are not guaranteed and investors may lose some of their money.

The level of risk appetite for each investor will vary depending on a range of factors including their age, investment time frames, their other investments and their risk tolerance. These risks can be managed but cannot be completely eliminated.

You should read important information about the benefits of investing in the Fund before making a decision to invest. **Go to Part B of the Reference Guide**, which is available at www.smallco.com.au or contact us on 02 8256 1000. The material relating to the benefits of investing in the Fund may change between the time you read this PDS and when you acquire the product.

5. How we invest your money

You should consider the likely investment return, risk and your investment time frame before choosing to invest in SBF.

Snapshot of SBF

- Typically holds 20-30 stocks.
- Aims to outperform the S&P/ASX 300 Accumulation Index after fees on a rolling three year basis. Note the investment return objective is not intended to be a forecast. It is merely an indication of what SBF aims to achieve over the medium to long term. SBF may not be successful in meeting this objective. Returns are not guaranteed.
- Level of risk: high. This means that over a 20 year period, investors will generally experience a negative annual return for 4 to 6 years.
- Suggested investment timeframe: at least 5 years.
- Borrowing: SBF does not borrow and derivatives are not used to gear SBF
- SBF is designed for investors who can tolerate a high level of risk and invest in SBF as one part of a diversified portfolio of investments.

You should read important information about the benefits of investing in the Fund before making a decision to invest. **Go to Part C of the Reference Guide**, which is available at www.smallco.com.au or contact us on 02 8256 1000. The material relating to the benefits of investing in the Fund may change between the time you read this PDS and when you acquire the product.

Investment strategy

SBF can invest up to 40% in companies with less than \$1 billion in market capitalisation and typically 25-40% of SBF's assets are invested in such companies

Smallco will limit the number of investors in SBF when necessary to protect SBF's ability to invest a significant component of its assets in companies with less than \$1 billion in market capitalisation. It will continue to manage capacity and limit inflows using its power under the Fund's constitution to reject applications at its discretion.

Labour standards and environmental, social and ethical considerations are not specifically taken into account in the selection, retention and realisation of investments relating to SBF.

Smallco can change the Fund's investment strategy and style in the future and will notify investors of any such change.

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 fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100 000 to \$80 000).

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

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

Information in the following table can be used to compare costs between different managed investment schemes. Fees and costs are deducted from the assets of the Fund and reduce the investment return to investors.

| Type of fee or cost | Amount |
|--|--|
| Fees when your money moves in or out of the Fund[^] | |
| Establishment fee | Nil |
| Contribution fee | Nil |
| Withdrawal fee | Nil |
| Exit fee | Nil |
| Management costs^{^^} - The fees and costs for managing your investment | |
| Investment Management Fee [*] | 1.20% pa [*] |
| Performance fee | 15.0% of any outperformance of the S&P/ASX 300 Accumulation Index provided any prior underperformance has been caught up |
| Ordinary expenses ^{^^^} | Nil |
| Abnormal expenses ^{^^^} | Nil |
| Indirect costs ^{^^^} | Nil |

[^] Buy/sell spreads apply when you invest in the Fund and when you withdraw from the Fund. See "Additional explanation of fees and costs" for more detail.

^{^^} All fees are expressed as a percentage of net asset value of the Fund excluding accrued fees. Unless otherwise stated, all fees quoted in this PDS are inclusive of GST, after allowing for an estimate for Reduced Input Tax Credits (RITC).

^{^^^} This is an estimate only. Please refer to our website for any updates on these estimates which are not considered materially adverse from a retail investor's point of view.

^{*}The amount of this fee can be negotiated (for wholesale investors only).

Example of annual fees and costs

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

| EXAMPLE | | BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR |
|---|-------|--|
| Contribution Fees | Nil | For every additional \$5,000 you put in, you will be charged \$0. |
| PLUS Management Costs of 1.20% pa* comprising: | 1.20% | And , for every \$50 000 you have in the Fund you will be charged \$600 each year, comprising: |
| Investment Management fee: | Nil | \$600 |
| Performance fee^: | Nil | \$0 |
| Ordinary expenses^: | Nil | \$0 |
| Abnormal expenses^: | Nil | \$0 |
| Indirect costs^: | | \$0 |
| EQUALS Cost of Fund | 1.20% | If you had an investment of \$50 000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of \$600 each year. What it costs you will depend on the fees you negotiate. |

* When calculating management costs in this table, 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. Management costs actually incurred will depend on the market value of your investment and the timing of your contributions (including any reinvestment of distributions) during any 12 month period. The example assumes no abnormal expenses are incurred, that fees are not individually negotiated with us and there is no performance fee earned. The example is based on the net assets of the Fund, with all fees expressed as a per annum percentage of the net asset value of the Fund, excluding accrued fees.

^ This is an estimate only. Please refer to our website for any updates on these estimates which are not considered materially adverse from a retail investor's point of view.

In the financial year ended 30 June 2019 we received a performance fee of 0.23%. However we do not expect to receive a performance fee for the current financial year and have therefore estimated the performance fee to be nil.

If you would like to calculate the effect of fees and costs on your investment you can visit the ASIC website (www.moneysmart.gov.au) and use their managed investment fee calculator.

Additional information on fees and costs

About management costs

Management costs include the investment management fees, performance fees, ordinary and abnormal expenses and any indirect costs. Management costs paid out of Fund assets reduce the net asset value of the Fund and are reflected in the unit price. Management costs exclude transaction costs (i.e. costs associated with investing in the underlying assets, some of which may be recovered through buy-sell spreads).

Fees payable to us are calculated and accrued daily based on the net asset value of the Fund excluding accrued fees. Investment management fees are paid monthly in arrears. Performance fees are paid quarterly in arrears.

Indirect costs form part of management costs and include fees and expenses arising from any investment which qualifies as an interposed vehicle (e.g. any underlying fund that the Fund may invest in) and certain OTC derivative costs. The Fund's indirect costs are based on the financial year ending 30 June 2019 and are estimated to be nil. Actual indirect costs for future years may differ.

The ordinary expenses for the Fund are based on the financial year ending 30 June 2019 and are estimated to be nil. These are the ordinary and every day expenses incurred in operating the Fund and are deducted from the assets of the Fund as and when they are incurred. The constitution of the Fund provides that expenses we incur in relation to the proper performance of our duties in respect of the Fund are payable or reimbursable out of the assets of the Fund and are unlimited. We reserve the right to recover abnormal expenses from the Fund. Abnormal expenses are expected to occur infrequently and may include (without limitation) costs of litigation to protect investors' rights,

costs to defend claims in relation to the Fund, investor meetings and termination and wind up costs.

Performance fees

We are entitled to a performance fee of 15% inclusive of GST (after allowing for an estimate of Reduced Input Tax Credits) of the Fund's outperformance of the S&P/ASX 300 Accumulation Index benchmark for each quarter, provided that any underperformance against the benchmark has been caught up. For this purpose, the Fund's performance is determined by comparing the Fund's unit price (after all fees) at the beginning of the most recent quarter in which a performance fee was earned with the current unit price, calculated after management fees (but before performance fees), adjusted for distributions.

The performance fee is calculated and accrued daily, and reflected in the unit price. It is paid to us quarterly in arrears within 7 days of the end of each calendar quarter.

Transactional and operational costs

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

Some of these costs are recovered through the buy/sell spread. A buy/sell spread is an adjustment to the unit price reflecting our estimate of the transaction costs that may be incurred as a result of the purchase/sale of assets arising from the acquiring /

withdrawing 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 entry/exit unit price. Currently, our buy/sell spread is estimated to be +0.45% on the entry price and – 0.45% 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 0.45% (up 0.45 cents) and on exit we adjust the unit price down approximately 0.45% (down 0.45 cents). The buy/sell spread is not paid to us. Because the buy/sell spread is reflected in the entry/exit unit prices, you won't see transaction costs on any account statement that is sent to you.

During the financial year ended 30 June 2019, the total transactional and operational costs for the Fund were estimated to be 0.15% of the net asset value of the Fund, of which 0.03% was recouped via the buy/sell spread, resulting in a net transactional and operational cost (transactional and operational costs less buy-sell spread) to the Fund of 0.12% of its net asset value.

We expect this amount to vary from year to year as it will be affected by the Fund's volume of trading, brokerage arrangements and other factors. The amount recovered through the buy-sell spread was calculated using actual applications and withdrawals during the last financial year. We expect this amount to vary from year to year as it will be affected by the volume of applications and withdrawals and any changes in the

buy-sell spread for the Fund. Based on an average account balance of \$50,000 over a one-year period, the net transactional and operational costs represent approximately \$60.

Adviser fees

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

Changes to fees and costs

We have the right to change the amount of fees without the investor's consent. Any increase to the amount of fees will not take effect until 30 days' notice has been given to investors.

The constitution for the Fund sets the maximum amount we can charge for all fees. If we wished to raise fees above the amounts allowed for in the Fund's constitution, we would need the approval of investors.

Please refer to our website for any updates on estimates of any fees and costs (including indirect costs and transactional and operational 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.

You should read important information about fees and costs before making a decision to invest. **Go to Part D of the Reference Guide**, which is available at www.smallco.com.au or contact us on 02 8256 1000. The material relating to fees and costs may change between the time you read this PDS and when you acquire the product.

7. How managed investment schemes are taxed

Investing in the Fund is likely to have tax consequences and you are strongly advised to seek professional tax advice. The Fund does not pay tax on behalf of members. Investors are

assessed for tax on any income and capital gains generated by the Fund.

You should read important information about how managed investment schemes are taxed before making a decision to invest. **Go to Part E of the Reference Guide**, which is available at www.smallco.com.au or contact us on 02 8256 1000. The material relating to taxation may change between you read this PDS and when you acquire the product.

8. How to apply

How to invest

If you wish to invest in the Fund, please complete the application form accompanying this PDS in BLOCK LETTERS.

Read the guidelines for required documentation under 'Required documentation under AML/CTF Act' in the application form and supply either an original or certified copy of the documents required.

Cooling off

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

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

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

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

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

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

Enquiries and complaints

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

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

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

Telephone 1800 931 678 (local call)

Email info@afca.org.au

Web www.afca.org.au

9. More information

Investing through a master trust or wrap account

In the case of investments through a master trust or wrap account, the operator of that service (not the individual) is the investor in the Fund. It follows that the operator has the rights of an investor and can exercise, or decline to exercise, those rights in accordance with that operator's arrangements with the individual investor.

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

Indirect investors do not receive income or reports directly from Smallco, nor do they directly participate in investor meetings or winding up of the Fund. Indirect investors will receive reports on their investment from the operator of that service, not from Smallco.

If you invest indirectly, you are able to access Smallco's complaints procedure with respect to the Fund. However, if you have an enquiry or complaint about the operator of the master trust or wrap account service, then any enquiries and complaints should be directed to the operator of that service, not to Smallco.

Keeping investors informed

Smallco will:

- confirm every transaction investors make (which includes applications, withdrawals and any variation of terms while you hold units);
- report to investors annually including on opening and closing balances and a summary of all transactions;
- send a distribution tax statement as soon as is practicable after June 30; and
- notify investors when the annual financial report of the Fund is available each year (around September).

You should read important information about the Fund (including Privacy and Anti-money laundering before making a decision to invest. **Go to Part F of the Reference Guide**, which is available at www.smallco.com.au or by contacting us on 02 8256 1000. The material relating to the Fund may change between the time you read this PDS and when you acquire the product.

Mail Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001

AFCA's operations are financed by its members, including the Manager. AFCA is free to consumers. For information on the AFCA Rules governing its jurisdiction and processes, please refer to www.afca.org.au.

Smallco satisfies its continuous disclosure obligations for any relevant matters as required under the Corporations Act by posting continuous disclosure notices on its website at www.smallco.com.au. As the Fund has more than 100 investors and is therefore a disclosing entity, you have the right to obtain a copy of the Fund's annual financial report most recently lodged with ASIC, any half year financial report lodged with ASIC and any continuous disclosure notices lodged after the annual financial report and before the date of this PDS and any notices moving forward. If you would like hard copies of this information, call Smallco on (02) 8256 1000.

Privacy

Smallco uses personal information about investors to process their applications, administer their investments, conduct research and comply with relevant laws.

Smallco has a Privacy Policy which can be obtained by contacting Smallco.

Anti-money laundering

Smallco is bound by laws about the prevention of money laundering and the financing of terrorism, including the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) ("**AML/CTF Act**") and to this end has an Anti-Money Laundering and Counter-Terrorism Policy. In processing your application, Smallco will be required to identify the source of your funds and similar matters and may request further information from you.

Consents

JP Morgan Chase Bank, N.A. and Link Fund Solutions were not involved in preparing, nor do they take any responsibility for, this PDS and they give no guarantee as to the success of the Fund, nor the repayment of capital or any particular rate of capital or income return.

JP Morgan Chase Bank, N.A. and Link Fund Solutions Pty Limited have each given, and as at the date of this PDS have not withdrawn, their consent to inclusion in this PDS of the statements concerning them in the form and context in which they are included.



Smallco Broadcap Fund

Application Form

ARSN 163 030 626 APIR ASC0003AU

ABN 89 092 626 090

Australian Financial Services Licence (AFSL) No. 224108

Responsible Entity and Investment Manager:
Smallco Investment Manager Limited

Contact Details

Phone: (02) 8256 1000

Fax: (02) 8256 1010

Mailing address: Smallco Investment Manager Limited
GPO Box 4564
SYDNEY NSW 2001

Email: smallco@smallco.com.au

Web address: www.smallco.com.au

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

The offer of units in the Fund is not available to foreign investors (as defined in the Reference Guide).

Instructions on completing the application form (existing investors)

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

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

Instructions on completing the application form (new investors)

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

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

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

Required documentation under AML/CTF Act

To comply with our obligations under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) we are required to collect and confirm certain information about new clients. The type of documentation that we require from you will depend upon the type of investor you are.

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

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

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

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

- **the post office:** a permanent employee of the Australian Postal Corporation with two or more years of continuous service who is employed in an office supplying postal services to the public
- **an accountant** who is a member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants, with two or more years of continuous membership
- **a lawyer** who is enrolled on the roll of the Supreme Court of a state or territory or the High Court of Australia, as a legal practitioner
- **an officer of a financial institution** with two or more years of continuous service with one or more financial institutions (for the purposes of the Statutory Declaration Regulations 1993 (Cth))
- **a judge**
- **a magistrate**
- **a Justice of the Peace**
- **a police officer**

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

A. Individual investor/Joint investors/Sole trader/Individual or Joint trustees/Agent of an investor

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

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

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

B. Australian company/Australian corporate trustee

Please provide:

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

C. Self-managed superannuation funds

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

- Please provide an ABN of the superannuation fund. Smallco will obtain any additional required documentation.

D. Trust fund other than Self-managed superannuation fund

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

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

E. Partnership

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

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

- a copy of the partnership agreement
 - a notice issued by the Australian Taxation Office within the last 12 months (eg notice of assessment)
- AND
- if the partnership is regulated by a professional association: a copy of the current membership certificate
 - if the partnership is NOT regulated by a professional association: the name and address of all partners.

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

Smallco Broadcap Fund

ARSN 163 030 626

Application Form

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

Issued by Smallco Investment Manager Limited ABN 89 092 626 090
Australian Financial Services Licence No. 224 108
for the SmallCo Broadcap Fund - Product Disclosure Statement dated 20 April 2020

1. Additional Investments to Existing Accounts

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

Account name

SBF account number

Go to Section 7.

2. New Investor Details

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

Mr Ms Mrs Miss Other

Given Names*

Surname*

TFN/Exemption

Date of Birth*

Residential Address (to match AML/CTF documentation)*

Post Code

Are you a foreign investor?

No

Yes^

(as Defined in the Reference Guide)

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

Mr Ms Mrs Miss Other

Given Names*

Surname*

TFN/Exemption

Date of Birth*

Residential Address (to match AML/CTF documentation)*

Post Code

Are you a foreign investor?

No

Yes^

(as Defined in the Reference Guide)

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

Company/corporate trustee name*

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

ABN/ACN*

TFN/Exemption*

Registered Address*

Post Code

Are you a foreign investor (as Defined in the Reference Guide)

No

Yes^

* Required information for AML/CTF purposes

^ The offer of units in the Fund is not available to foreign investors (as defined in the Reference Guide)

2. New Investor Details (continued)

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

Trust name*

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

ABN*

TFN/Exemption*

Registered Address*

Post Code

Are you a foreign investor (as Defined in the Reference Guide)

No

Yes[^]

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

[^] The offer of units in the Fund is not available to foreign investors (as defined in the Reference Guide)

3. Contact Details

Contact Person

Postal Address

Post Code

Phone (include area code)

Business

Home

Fax

Mobile number

Email

4. Income Distributions

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

Reinvested in additional units in the Fund

Credited to my bank, building society or credit union account

please provide account details in Section 5

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

5. Investor Nominated Bank Account Details

Investor nominated bank account name

Institution

Branch

BSB number

Bank account number

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

| |
|--|
| |
| |
| |
| |

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

Please refer to p.2 of the Application Guide for required documentation or contact Smallco on (02) 8256 1000 or 1300 888 583 (cost of a local call)

7. Investment Details

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

\$

8. Adviser Use Only

Adviser name

Adviser's Stamp

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

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

9.1 Where to?

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

9.2 Superannuation Trusts, Deceased Estates and Charities?

Q1. Is the entity a special type of Trustee?

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

Where to now?

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

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

HELP:

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

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

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

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

Q2. Australia?

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

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

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

TFN or ABN

Or if you have an exemption, please tell us:

HELP: tell me about tax residence?

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

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

Q3. USA?

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

This includes:

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

No - continue to Q4

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

Q4. Other Countries?

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

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

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

9.4 Companies and trusts not covered in section 9.2

Q5. Australia?

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

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

Yes - Please tell us the entity's Tax File Number, and continue to Q6.

TFN

Or if you have an exemption, please tell us:

HELP: which entity?

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

Q6. Other Countries?

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

No - Continue to Q7.

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

Q7. USA?

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

No - continue to Q8

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

Q8. Are you a 'Financial Institution'?

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

No - continue to Q9

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

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

GIIN

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

HELP: No GIIN? Reasons we accept are:

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

Financial Institution includes:

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

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

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

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

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

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

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

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

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

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

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

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

No - continue to Q10

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

Q10. Is the entity 'passive'?

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

Yes – The entity is passive. Continue to Q11.

HELP: what is passive?

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

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

Q11. Tell us the "Controlling Persons"

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

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

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

HELP: Controlling Person?

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

Declaration and Statements - PDS

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

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

Signature of the applicant(s)

Name (Please Print)

Date

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Contact Details

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