

10 JULY 2026

Forager Concentrated Fund

Information Memorandum



Important Information

This Information Memorandum provides a summary of significant information you need to make a decision about units ('Units') in the Forager Concentrated Fund (the '**Fund**'), a wholesale fund giving investors exposure to a compact portfolio of Forager's highest-conviction listed investments.

Trust Company (RE Services) Limited ABN 45 003 278 831 ('**Trustee**'), is the trustee of the Fund and has appointed Forager Funds Management Pty Ltd ABN 78 138 351 345 AFSL 459312 ('**Forager**', the '**Investment Manager**', '**we**', '**our**', '**us**') as the investment manager of the Fund. Forager is the issuer of this document.

This investment is only available to wholesale clients, as the Corporations Act defines these terms ('**Wholesale Clients**'). If you are investing less than AUD \$500,000, then having an Accountant's Certificate is the easiest way to be a wholesale client: if this idea is new to you, speak to your accountant, or contact us or your financial adviser or accountant and you can be sent a suggested certificate. There are other ways you can be a wholesale client if none of these works for you: call us.

The information in this Information Memorandum is general information only and does not take into account your individual objectives, personal financial situation or needs. It is not intended to be a recommendation by Trustee or the Investment Manager or any associate, employee, agent or officer of the Trustee or Forager or any other person to invest in the Fund. We strongly recommend that you consult a licensed financial adviser to obtain financial advice that is tailored to suit your personal circumstances.

The investment offered in this Information Memorandum is available only to persons receiving this Information Memorandum (electronically or in hard copy) within Australia.

All monetary amounts referred to in this Information Memorandum are in Australian dollars ('**AUD**') and all phone/fax numbers are to phone/fax numbers in Australia (unless otherwise stated). Unless otherwise stated, all fees quoted in the Information Memorandum are inclusive of Australia's good and services tax ('**GST**') and the net effect of any applicable reduced input tax credits ('**RITC**').

The Fund is governed by the Fund's constitution as amended from time to time (the '**Constitution**') and subject to the additional disclosures made in this Information Memorandum. The Fund comprises assets which are acquired in accordance with the Fund's investment strategy.

Investors receive Units in the Fund, however these Units do not give the investor an interest in any particular asset of the Fund.

Neither the Trustee nor the Investment Manager or their associates, employees, agents or officers guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund. Past performance is no indication of future performance. Units in the Fund are issued by the Trustee on the terms and conditions described in this Information Memorandum. You should read this Information Memorandum in its entirety before making a decision to invest in the Fund.

Any forward-looking statements included in this Information Memorandum involve subjective judgment and analysis and are subject to significant uncertainties, risks and contingencies, many of which are outside the control of, and are unknown to, the Trustee, the Investment Manager and their associates, officers, employees, agents. Actual future events may vary materially from any forward-looking statements and the assumptions on which those statements are based. Given these uncertainties, you are cautioned not to place undue reliance on such forward-looking statements.

In particular, in considering whether to invest in the Fund, investors should consider the risk factors that could affect the financial performance of the Fund. Some of the risk factors affecting the Fund are summarised in section 3.

This Information Memorandum is authorised as disclosure for both investors investing directly in the Fund and indirect investors who wish to access the Fund through an investor directed portfolio service ('**IDPS**'), IDPS-like scheme, managed discretionary account, a nominee or custody service or any other trading platform (commonly, called a wrap account) (collectively, a '**Investment Service**').

If you gain access to the Fund through an Investment Service – that is, you are an indirect investor – the operator of the relevant Service ('**Investment Service Operator**') will invest for you and have the rights of an investor in the Fund. Certain provisions of the Constitution are not relevant to indirect investors. For example, indirect investors cannot attend investor meetings or transfer units in the Fund. You can request reports on your investments in the Fund from the Investment Service Operator and you should direct any inquiries to them.



Important Information

The information in this Information Memorandum may change over time. We may update this information where this does not involve a material adverse change and send or make it available to you. A paper copy of any updated information is also available free on request by contacting us. If a change is considered materially adverse, we will replace this Information Memorandum or issue a supplementary Information Memorandum.



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Overview

WHO IS WHO

Fund Name	Forager Concentrated Fund
Fund Established	9 July 2026
Trustee	The Trust Company (RE Services) Limited ABN 45 003 278 831 AFSL 235150
Investment Manager	Forager Funds Management Pty Ltd ABN 78 138 351 345 AFSL 459312
Administrator and Custodian	Apex Fund Services Pty Limited ACN 118 902 891
Unit Registry	Automic Pty Ltd ACN 152 260 814
Auditor	Ernst & Young ACN 288 172 749

FUND BASICS

Investment Thesis	This fund is designed as the purest expression of Forager's research capability—a small number of Forager's investment team's highest-return ideas held at meaningful weights.
Fund Type	Wholesale, long-only, concentrated equities fund structured as an unlisted wholesale unit trust.
About the Fund	The Fund invests in listed equities across Australian and international markets.
Why Invest	The Fund provides concentrated exposure to Forager's highest-conviction Australian and international equities ideas.
Who Can Invest	Wholesale Clients
Investor Profile	Investors seeking a high-conviction, higher-risk best of breed Forager equities strategy who can accept higher volatility, concentration risk and monthly liquidity.
Suggested Investment Timeframe	At least 5 years.
Key Differences from Forager's Retail Funds	The Fund holds fewer securities, takes larger individual positions, has monthly rather than daily liquidity, and has an absolute return performance target rather than an index-relative objective.

HOW YOUR INVESTMENT IS MANAGED

Performance Target	We target an absolute total (income + capital) return in excess of 10% per annum after management fees and ordinary expenses, but before any performance fees, over rolling 5-year periods. The Performance Target is not guaranteed.
Investment Universe	Listed equities across Australian and international markets.
Number of Investments	Typically 10–20 securities.
Position Sizes	Typical position sizes once the Fund is mature are expected to be approximately 4%–12% of the Fund at cost, with a maximum single position target exposure of 15%.
Cash Allocation	The Fund may hold up to 40% of its assets in cash.



Overview

Currency Management	Foreign currency exposure is intended to be hedged back to Australian dollars as far as is practicable through active currency exposure management, principally using foreign exchange forward contracts.
Distributions	Intended to be annual as at 30 June. The policy is to distribute the Fund's taxable income for each financial year. Distributions are reinvested by default unless the investor elects otherwise.
Unit Pricing	Units are generally priced monthly, based on the Fund's net asset value.
Leverage, Borrowing, Derivatives and Short Selling	The Fund is long-only. It will not use leverage as part of its investment strategy and will not short sell. Foreign exchange forward contracts will be used for currency hedging.

MECHANICS

Minimum Initial Investment	\$250,000 or such lesser amount the Trustee agrees.
Applications	Monthly. Completed applications and cleared funds must generally be received by 12pm AEDT on the last Sydney business day of the month.
Withdrawals	Monthly in normal market conditions, subject to the minimum investment period. Completed withdrawal requests must generally be received 10 clear Sydney business days before the end of the month.
Risk Level	High risk. The Fund is concentrated and may have higher volatility and greater stock-specific risk than a more diversified equities fund. Capital and returns are not guaranteed.
Fees and Costs	Total ordinary cost is up to 1.75% per annum, comprising a 1.25% management fee and ordinary operating expenses capped at 0.50%. A 20% performance fee applies to returns above the Performance Target to be calculated and paid half-yearly in respect of each 6 monthly period ('Performance Period' ending 30 June or 31 December. However when the total return of the Fund is less than the Performance Target return for a Performance Period, no performance fee is payable and a negative performance fee ('Prior Period Deficit') is carried forward to future periods. See section 6. 'Fees and costs' for details.
Buy-sell Spread	+0.20%/-0.20%
Minimum and Maximum Raise	The Investment Manager reserves the right to not proceed with the Fund and return investors' funds should the initial month's applications total less than \$10 million or such other amount it determines.



1. Snapshot

High Conviction

The Fund will concentrate our investment team's best ideas into a single high-conviction portfolio. The strategy draws on holdings and research from both existing Forager funds – the Forager International Shares Fund and the Forager Australian Shares Fund – selecting only the securities with the highest expected returns.

By removing some diversification constraints and holding fewer, larger positions, the Fund aims to have more concentrated exposure to the investments which our team has the most confidence in. This is expected to produce higher returns than the existing Forager funds over a full market cycle, alongside higher volatility.

A Concentrated Equities Fund

The Fund is a wholesale-only, long-only, concentrated equities fund managed by Forager.

The Fund invests in listed equities across Australian and international markets. The Fund will typically hold 10–20 investments and may hold larger individual positions than Forager's existing retail funds.

The Fund's investment objective is to achieve an absolute total (income + capital) return in excess of 10% per annum after management fees and ordinary expenses, but before any performance fees, over rolling 5-year periods.

The Fund is designed for Wholesale Clients seeking a more concentrated exposure to Forager's highest-conviction investment ideas and who are prepared to accept higher volatility, greater stock-specific risk and monthly rather than daily liquidity.

Focus on the Best Ideas

Portfolio construction is an important part of the process. Forager does not seek to replicate an index. Each fully researched investment is assessed by reference to its expected return, downside risk, business quality, financial risk and liquidity. Position sizes are then set having regard to the strength of the investment case and the role of the investment in the overall portfolio.

The Fund is designed to hold a concentrated portfolio of Forager's highest-conviction ideas.

It draws on the research capability and opportunity set developed across Forager's existing Australian and

international equities strategies, but selects only those securities that Forager considers to have the most attractive prospective returns.

As a result, the Fund is expected to hold fewer securities, and larger individual positions, than Forager's existing retail funds.

This greater concentration is intended to give investors more meaningful exposure to the ideas in which Forager has the highest confidence.

It also means that the Fund's performance will be more sensitive to the success or failure of individual investments.

Why Invest

The Fund is designed for Wholesale Clients seeking a more concentrated exposure to Forager's highest-conviction investment ideas than is available through Forager's existing retail funds.

The Fund may be attractive to investors who:

- want exposure to Forager's fundamental, bottom-up value investing approach,
- want a concentrated portfolio of Forager's highest-conviction Australian and international equities ideas,
- are prepared to accept higher volatility and greater stock-specific risk in pursuit of higher potential long-term returns,
- value a capacity-constrained strategy that is designed to preserve flexibility in smaller and less efficient parts of the market,
- want a product designed specifically for Wholesale Clients rather than a daily-liquid retail fund,
- prefer an absolute return benchmark rather than a relative index benchmark, and
- have a long-term investment horizon and do not require daily liquidity.

It is intended to be a high-conviction, higher-risk strategy suitable only for Wholesale Clients who understand and can tolerate the risks of a concentrated portfolio.

An Alternative to Forager's Other Funds

The Fund is designed to complement, rather than replace, Forager's existing retail funds:



1. Snapshot

- the Forager Australian Shares Fund, and
- the Forager International Shares Fund.

The Forager Australian Shares Fund invests predominantly in Australian shares, with the ability to invest in New Zealand shares and cash. Its investment objective is to outperform the S&P/ASX Small Ordinaries Accumulation Index over rolling 5-year periods.

The Forager International Shares Fund invests predominantly in international shares and cash, but typically holds a broader portfolio than the Fund. Its investment objective is to outperform the MSCI World SMID Index (Net) in Australian dollars over rolling 5-year periods.

By contrast, this Fund is a long-only, concentrated equities fund that invests in listed equities across Australian and international markets. It holds only 10–20 investments, takes larger individual position sizes and is available only to Wholesale Clients. Its investment objective is to achieve an absolute total (income + capital) return in excess of 10% per annum over the medium to long term. This objective is not a forecast or guarantee of performance. The Fund offers monthly rather than daily liquidity.

The Fund is therefore designed for investors who want a more concentrated and potentially higher-return exposure to Forager's highest-conviction ideas, and who are prepared to accept the additional volatility, concentration risk and reduced liquidity that come with that approach.

Targeted Returns and Distributions

The Fund's investment objective is to achieve an absolute total (income + capital) return in excess of 10% per annum after management fees and ordinary expenses, but before any performance fees, over rolling 5 year periods. This is called the **Performance Target**.

The Performance Target is not a forecast or guarantee of performance. Neither capital nor returns are guaranteed.

Annual Distributions

The Fund intends to make distributions annually as at 30 June. The policy is to distribute the Fund's taxable income for each financial year.

The amount of any distribution will depend on the income, realised gains and tax position of the Fund and may vary

significantly from year to year. The Fund may not make a distribution in a year where there is no distributable income.

Distributions are reinvested as a default. Use the application process or contact the Administrator to change this setting.

Risk and Volatility

This Fund should be considered a high-conviction, long-term investment strategy. It is high risk. Neither capital nor returns are guaranteed.

Its more concentrated portfolio means that the Fund is expected to have higher volatility and greater stock-specific risk than a more diversified equities fund.

The Fund may invest a relatively high percentage of its assets in a small number of investments. As a result, an adverse development affecting a single investment, sector, market or currency may have a greater effect on the Fund than it would have on a more diversified portfolio. This risk is greater when the fund size is smaller.

The Fund may have significant exposure to smaller and medium-sized listed companies. These companies may have lower trading liquidity, less research coverage and greater price volatility than larger listed companies, and may be more sensitive to changes in business conditions, financing conditions, regulation, management quality or investor sentiment.

The suggested minimum investment timeframe is at least 5 years.

Fees and Costs

The Fund's total ordinary cost is up to 1.75% per annum of net asset value, comprising a 1.25% per annum management fee and ordinary operating expenses capped at 0.50% per annum.

A performance fee of 20% applies to returns above the Performance Target calculated and paid half-yearly in respect of each 6 monthly period ('**Performance Period**') ending 30 June or 31 December. However when the total return of the Fund is less than the Performance Target return for a Performance Period, no performance fee is payable and a negative performance fee ('**Prior Period Deficit**') is carried forward to future period.

See the section 6 for further details on 'Fees and Costs'.



1. Snapshot

Applications

The Fund is available to Wholesale Clients only.

The minimum initial investment is \$250,000 or such lesser amount the Trustee agrees.

Applications are to be processed monthly at the end of each month, but the Administrator must receive your completed application and cleared funds by 12pm AEDT on the last Sydney business day of the month.

See section 5 for details.

Withdrawals on 2 Weeks' Notice

Withdrawals are to be processed monthly in normal market conditions.

The minimum withdrawal amount is \$25,000, subject to a minimum investment balance of \$250,000. These minimums are subject to the Trustee's discretion to accept a lower amount. Withdrawal requests are generally processed monthly at the end of each month, but the Administrator must receive your completed withdrawal requests 10 clear Sydney business days before the end of the month. The Trustee may accept withdrawal requests after this at its discretion.

Withdrawals may also be delayed, scaled back or suspended where required for liquidity, market or investor-protection reasons under the Fund documents.

See section 5 for details.



2. About the Fund

Portfolio Basics

The Fund is a long-only, concentrated equities fund that invests in listed equities across Australian and international markets.

The Fund is expected to hold 10–20 securities.

Typical position sizes once the Fund is mature are expected to be approximately 4%–12% of the Fund at cost, with a maximum single position target exposure of 15%.

The Fund is not designed to track an index or maintain index-like sector, country or security weightings. Portfolio exposure will be driven by Forager's assessment of the most attractive available opportunities, subject to the Fund's investment limits and liquidity considerations.

The Fund may hold significant cash where Forager:

- does not identify sufficient opportunities meeting its return and risk requirements,
- considers it prudent to retain liquidity
- seeks a more defensive positioning in times of significant market uncertainty.

The Fund may hold up to 40% of its assets in cash.

The Fund should not be considered a diversified equities fund.

The Fund is capacity constrained. The purpose of the capacity limit is to preserve Forager's ability to invest meaningfully in smaller and less widely followed companies where Forager believes pricing inefficiencies are more likely to exist. Capacity may increase over time subject to Forager's discretion.

International Exposure

The Fund invests in listed equities across Australian and international markets.

Investment exposure is expected to be focused on developed markets including Australia and NZ, the US, Japan and Europe. Companies in which the Fund invests could have operations in or business exposure to both developed and less developed markets.

The Investment Manager intends to hedge foreign currency exposure as far as is practicable through active currency exposure management using foreign exchange forward contracts.

The purpose of the currency management is to reduce the effect of movements in foreign exchange rates on the Fund's returns, so that returns are driven primarily by the performance of the underlying investments.

The overlay is an active currency management strategy but irrespective may not eliminate all currency exposure. The Fund may still have residual currency exposure because of timing differences, changes in the value of underlying securities, transaction costs, market movements, contract availability, cost inefficiencies, or practical implementation constraints.

Forager's Investment Philosophy

Forager is a fundamental value investor. Its investment approach is based on identifying securities that are trading at a significant discount to Forager's assessment of their underlying or intrinsic value.

Forager believes that market prices can, at times, diverge materially from business value. This may occur because of investor fear or pessimism, short-term market dislocation, limited research coverage, temporary business uncertainty, or because Forager has a different view from the market about a company's long-term prospects.

Where Forager can identify a meaningful gap between price and value, and where the potential return adequately compensates for the risks involved, the Fund may invest.

Forager's Investment Process

Forager's investment process is research-intensive and bottom-up.

Investment decisions are based primarily on Forager's assessment of individual businesses and securities, rather than on short-term market forecasts or index weightings. The team looks for opportunities in areas where it believes market inefficiencies are more likely to exist, including smaller and medium-sized companies, sectors affected by broad investor pessimism, companies or management teams with which Forager has prior experience, and high-quality businesses capable of compounding shareholder wealth over long periods.

Once a potential investment is identified, Forager undertakes detailed research. This typically includes analysis of the company's



2. About the Fund

-
- competitive position,
 - industry dynamics,
 - business strategy,
 - management team,
 - financial history,
 - balance sheet, risks,
 - opportunities and
 - valuation.

Although the process is bottom-up, Forager also considers the broader industry and economic factors that may affect a company's cash flows, valuation and risk profile.

Forager's valuation work takes account of both business quality and price. Companies with stronger balance sheets, more resilient earnings, attractive growth prospects, higher returns on capital and durable competitive advantages may justify higher valuations.

However, Forager is not limited to investing only in higher-quality businesses. It may also invest in more cyclical, complex or lower-quality businesses where, after allowing for the relevant risks, the security can be purchased at a sufficiently attractive price.

Leverage, Borrowing, Derivatives and Short Selling

The Fund is a long-only equities fund.

The Fund does not use leverage as part of its investment strategy and foreign exchange forward contracts will be used for currency hedging. The Fund does not borrow or engage in short selling.



3. Risk

This section provides you with risk disclosure that is relevant to the Fund. All investments carry risk. The likely investment return and the risk of losing money is different for each managed investment scheme as different strategies may carry different levels of risk depending on the portfolio of assets that make up the scheme. Those assets with potentially higher long-term returns may also have a higher risk of losing money in the shorter term. Please consult with a licensed financial adviser to determine your own risk/reward profile.

Risks can be managed but 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 appropriate level of risk for you will depend on a range of factors including your age, investment time frame, where other parts of your wealth are invested and your risk tolerance.

Some of the risks associated with an investment in the Fund and how Forager manages those risks are listed below.

RISK	DEFINITION
Concentration	The Fund holds only 10–20 positions and takes large individual position sizes. This may cause the value of the Fund's investments to be more affected by any single adverse business, economic, political or regulatory event than the investments of a more diversified portfolio.
Market and Economic Risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment, the causes of which may include 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, which may give rise to increased and/or prolonged market volatility.
Limited Liquidity	Access to your money may be delayed (see section 5). Overall market liquidity may contribute to the profitability of the Fund and your access to your money. Units in the Fund are not quoted on any stock exchange so you cannot sell them through a stockbroker. You may not be able to redeem your investment promptly where stocks in the portfolio are considered illiquid due to unexpected market or economic events.
Reliance on Key Personnel	The success of the Fund will depend in part upon the skill and expertise of Forager's investment professionals. Only a small number of investment professionals are responsible for managing the Fund and their personal circumstances can change or they may cease to be associated with the Fund. There can be no assurance that such professionals will continue to be associated with Forager, and any departure or resignation of any key employee of Forager could have an adverse impact on the performance of the Fund.
Tax Risks	Tax consequences to the Unit holders from an investment in the Fund may be complex. Further, changes to taxation legislation or its interpretation may impact adversely upon your after-tax returns. Potential Unit holders are strongly urged to review the discussion below under section 8 "Taxation".



3. Risk

Distribution Risk	No guarantee can be given concerning the future earnings of the Fund, the earnings or capital appreciations of the Fund's portfolio or the return of your investment. The Investment Manager may make poor investment decisions which may result in the Fund's returns being inadequate to pay distributions to Unitholders.
Regulatory Risk	Laws and regulations in various jurisdictions, particularly those relating to foreign investment and taxation, may impose costs and expenses on the Fund and its investments, including on income and gains recognised with respect to investments, or limitations on repatriation of capital or gains. 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.
Interest Rate Risk	Changes in interest rates may also adversely affect the value or profitability of the assets of the Fund. 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 balances and regulatory requirements.
International Investment Risk	The Fund will invest in international assets, which will give rise to currency exposure. The Fund will be hedged to Australian dollars as far as is practicable, however it may still have residual currency exposure because of timing differences, changes in the value of underlying securities, transaction costs, market movements, cost inefficiencies, contract availability or practical implementation constraints. Individual investments in the Fund may also have their own foreign currency exposure and the value of the Fund's investments may be impacted by currency fluctuations despite the hedge overlay. Currency markets can be extremely volatile and are subject to a range of unpredictable forces. The liquidity and trading value of currencies could be affected by global economic factors, such as inflation, interest rate levels, fiscal deficits, trade balances among countries and other factors that may affect capital flows from or to one currency jurisdiction relative to others, as well as the actions of sovereign governments and central banks.
Investment Management Risk	There is a risk that Forager will not achieve its performance objectives or not produce returns that compare positively against its peers. 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.
Company Specific Risk	When the Fund purchases a security in a company, it is exposed to the risks that company is itself exposed. The individual company may be affected by changes in factors such as the competitive environment in which they operate, regulation, technology, foreign exchange movements, changes in management and personnel and consumer preferences. Smaller companies in which the Fund typically invests are often more susceptible to these changes.



3. Risk

Other Risks of Investing in Emerging Markets	Investment exposure to developing and emerging markets will be subject to other risks, including limited liquidity in the markets for equities and other financial instruments, less sound banking systems, and uninsured exposure to intermediary and counter-party risks.
Cybersecurity 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 information technology systems and networks of the Trustee or other service providers.
Conflicts of Interest Risk	Forager may be the investment manager of other funds not described in this Information Memorandum and entities within the 'Perpetual Group' (comprising Perpetual Limited and its subsidiaries, including the Trustee) may act in various capacities (such as responsible entity, trustee and custodian) for other funds or accounts. Forager and Perpetual Group have implemented policies and procedures to identify and where possible mitigate or avoid the conflict.
Counterparty Risk	There is a risk of loss resulting from the insolvency or bankruptcy of a counterparty used by Forager to execute trades. The Trustee and Forager aim to keep this risk to a minimum by only selecting counterparties that they consider appropriate for the Fund and by regularly monitoring the counterparties.
Fund Risk	The Fund could terminate (for example, at a date the Trustee decides), fees and expenses could change (although we would always give you reasonable notice where practicable if fees were to increase), the Trustee could be replaced as trustee or Forager as investment manager, and their 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.
Operational Risk	The Trustee has appointed the Investment Manager, Custodian, Administrator and Unit Registry of the Fund. The Trustee is satisfied that these providers have in place adequate internal controls. However, there still may be breakdowns 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, human error. Circumstances beyond the reasonable control of the Trustee may occur, such as failure of technology or infrastructure, natural disasters or global pandemic. In addition, the Investment Manager, Custodian, Administrator and Unit Registry of the Fund may change.



4. The Team

The Trustee

The Trust Company (RE Services) Limited is the trustee of the Forager Concentrated Fund (the '**Fund**').

The Trustee is a wholly owned subsidiary of Perpetual Limited ABN 86 000 431 827 ('**Perpetual**'), and a part of Perpetual Group which has been in operation for over 135 years. Perpetual is an Australian public company that has been listed on the Australian Securities Exchange for over 55 years.

The Trustee holds Australian financial services licence number 235150 issued by Australian Securities and Investments Commission ('**ASIC**'), which authorises it to operate the Fund.

The Trustee is bound by the Fund's Constitution and the Corporations Act 2001 ('**Corporations Act**').

The Trustee has the power to delegate certain aspects of its duties. The Trustee has appointed Forager as the investment manager of the Fund. The Trustee is able to terminate the Investment Manager's appointment under the Investment Management Agreement at any time in circumstances including:

- where the Investment Manager enters into receivership, liquidation, or ceases to conduct business, or
- where the Investment Manager is in breach of any representations or warranties to the Trustee.

The Termination in these circumstances is without payment of any penalty.

The Trustee has appointed APEX Fund Services Pty Limited ACN 118 902 891 ('**Apex**'), and '**Custodian**' or '**Administrator**') as custodian and administrator of the Fund, and Automic Pty Ltd ACN 152 260 814 ('**Automic**', the '**Unit Registry**') to provide registry services for the Fund.

The Trustee is responsible for overseeing the operations of the Fund. As the Investment Manager, Forager is responsible for selecting and managing the assets of the Fund. For more information on the Fund's investments, see 'The Forager Concentrated Fund' below.

The Investment Manager

Forager is a boutique Australian fund manager seeking meaningful long-term returns from investments in unloved, under-researched and undervalued stocks. It manages actively managed equity portfolios across Australian and international markets, focusing on companies where Forager believes the market is mispricing value.

Founded by Steve Johnson in 2009, Forager has built its investment approach around fundamental research, long-term thinking and a willingness to invest in unpopular places. Its niche is smaller listed companies, where it believes market inefficiencies are more common and where careful, bottom-up research can uncover attractive opportunities.

Forager's investment philosophy is to buy securities trading at significant discounts to their underlying or intrinsic value. Its portfolios are deliberately active and concentrated, rather than designed to track an index, and its process is supported by a small, collaborative investment team, flexible mandates and a contrarian investment culture.

As at the dates of the current product disclosure statements, Forager managed approximately \$400 million across its Australian and International Funds.

You can read more about the Forager investment team at www.foragerfunds.com/about and Forager's investment philosophy in section 2.



5. Applications, Withdrawals and Distributions

Applications

Generally

The Fund is available to Wholesale Clients only.

The minimum initial investment is \$250,000 or such lesser amount the Trustee agrees.

Monthly Processing

Applications are to be processed monthly at the end of each month, but the Administrator must receive your completed application and cleared funds by 12pm AEDT on the last Sydney business day of the month

There can be delays, especially where paperwork is incomplete or funds take time to clear, and so it is suggested that you lodge your application early.

If not processed in that month, the Trustee will seek to carry over your application to the next processing day – usually the next month. Note that if an application is rejected or Units are not issued within one month after application money is received, the application money must be returned to you, less any taxes, bank fees or other costs. No interest is payable on application money—any interest is credited to the Fund.

How to Apply

To invest directly in Units in the Fund you can use the online application process provided by the Unit Registry at

<https://apply.automic.com.au/FGCF>

Application money can be paid via BPAY or EFT. We will not accept cash or cheques.

The application price of a Unit in the Fund is based on the net asset value of the Fund divided by the number of Units on issue. A buy-sell spread is then added to this Unit price to allow for transaction costs required to satisfy an application request (for more information see section 6 “Fees and costs”).

Indirect Investors

If you are investing through an Investment Service you should use the application form attached to your Investment Service guide (and not the Initial Application Form attached to this Information Memorandum) to invest in the Fund.

Additional Applications

The minimum amount for additional investments is \$25,000 (unless otherwise determined by the Manager). Additional investments are processed daily as described above and can be made at any time by logging into the Investor Portal hosted by the Unit Registry at

<https://investor.automic.com.au/#/home>

where you can click into “Details” under your Fund holding.

Additional investments can also be made in writing by completing and submitting an Additional Application Form attached to this Information Memorandum, and then sending a cheque to the address shown on the Additional Application Form or by transferring your additional investment amount using the BPAY instructions shown on the Additional Application Form.

If you are investing through an Investment Service, you should refer to the Investment Service guide for the minimum additional investment amount.

Terms and Conditions for Applications

Applications can be made at any time. Application cut-off times and Unit pricing are discussed above.

Please note that interest is not paid on application monies to applicants. Any interest earned on application monies becomes an asset of the Fund.

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

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

Minimum and Maximum Raise Amount

The Investment Manager reserves the right to not proceed with the Fund and return investors’ funds should the initial month’s applications total less than \$10 million or such other amount it determines. Monies returned in this scenario will be without interest.



5. Applications, Withdrawals and Distributions

Withdrawals

Generally

The Fund processes redemptions on a monthly basis in normal market conditions and are subject to the Constitution.

Withdrawal requests are generally processed monthly at the end of each month, but the Administrator must receive your completed withdrawal requests 10 clear Sydney business days before the end of the month. The Trustee may accept withdrawal requests after this at its discretion.

Indirect Investors

If you have invested indirectly in the Fund through an Investment Service, you need to provide your withdrawal request directly to your Investment Service Operator. The time to process a withdrawal request will depend on the particular Investment Service Operator.

Prospective investors must be aware of the potential limitations in connection with their ability to withdraw from the Fund. Note that neither the Trustee nor the Investment Manager provide any guarantees concerning the liquidity of the Fund and the ability of an investor to withdraw their investment.

Withdrawal Price

The withdrawal price of a Unit in the Fund is based on the net asset value of the Fund divided by the number of Units on issue. A buy-sell spread is then deducted from this Unit Price to allow for the transaction costs required for selling investments to satisfy a withdrawal request (for more information see section 6 “Fees and costs”).

The withdrawal Unit price will vary as the market value of assets referable to the Fund rises or falls.

Making a Withdrawal

Investors of the Fund can withdraw their investment by logging into the Investor Portal hosted by the Unit Registry at <https://investor.automic.com.au/#/home> where you can click into “Details” under your Fund holding. Alternatively you can complete a Redemption Form by requesting it from the Unit Registry. The Unit Registry contact details are included at the end of this Information Memorandum.

The minimum withdrawal amount is \$25,000, subject to a minimum investment balance of \$250,000. These minimums are subject to the Trustee’s discretion to accept a lower amount. If you would like to send a withdrawal request by mail or email please be aware of the following requirements:

- instructions must be legible and bear your investor number and signature, and

- redemption proceeds can only be transferred to the financial institution account previously nominated on the application form.

Please be aware that for email instructions:

- neither the Trustee nor the Unit Registry shall be responsible for any mis-delivery or non-receipt of any email. Emails sent to the Unit Registry shall only be effective when actually received by the Unit Registry.
- you will need to accept full responsibility (to the extent permitted by law) for loss arising from the Unit Registry acting upon scanned instructions, even if those instructions are not genuine.

Alternatively, if you have invested indirectly in the Fund through an Investment Service, you should refer to the Investment Service guide for the minimum withdrawal amount.

Withdrawals will be paid directly to the investor’s nominated bank account. This account must be in the name of the registered investor and held at a branch of an Australian domiciled bank. Withdrawal payments will not be made to third parties.

Delays

Withdrawals are not an absolute right. An investor may request a withdrawal, but the Trustee is not obliged to accept the request. If the Trustee accepts a withdrawal request, it may delay the redemption of units, including for up to 180 days or such longer or shorter period as is appropriate in the circumstances.

Delay may occur where, for example, market disruption, valuation uncertainty, illiquid assets, insufficient cash reserves, large withdrawal requests, trading restrictions, financing arrangements, legal or regulatory constraints, or the interests of remaining investors make immediate redemption impracticable or inappropriate.

Terms and Conditions for Withdrawals

Once your withdrawal request is received, your instruction may be acted on without further enquiry if the instruction bears your account number or investor details and your (apparent) signature(s), or your authorised signatory’s (apparent) signature(s).

The Trustee and/or the Unit Registry reserve the right to ask for the production of original documents or other information to authenticate the communication. In the case of mis-receipt or corruption of any message, you will be required



5. Applications, Withdrawals and Distributions

to resend the documents. Please note that messages sent via email must contain a duly signed document as an attachment.

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

The Trustee is not responsible or liable if you do not receive, or are late in receiving, any withdrawal money that is paid according to your instructions.

The Trustee or Administrator may contact you to check your details before processing your Withdrawal Form. This may cause a delay in finalising payment of your withdrawal money. No interest is payable for any delay in finalising payment of your withdrawal money.

If you cannot satisfactorily be identified you as the withdrawing investor, your withdrawal request may be refused or rejected or payment of your withdrawal proceeds may be delayed. The Trustee and Administrator are not responsible for any loss you consequently suffer.

As an investor who is withdrawing, you agree that any payment made according to instructions received by post or courier, or email, shall be a complete satisfaction of the Trustee's obligations, despite any fact or circumstances such as the payment being made without your knowledge or authority.

You agree that if the payment is made according to these terms, you and any person claiming through or under you, shall have no claim against us about the payment.

The Constitution allows the Trustee to make payment up to 21 days after it accepts a request and the withdrawal amount is determined.

If the Trustee believes it is in the best interests of investors, it may suspend withdrawals and the payment of withdrawal proceeds.

In the event that there is any material change to the investor's withdrawal rights, investors will be informed in writing.

Minimum Investment Balance

The Trustee has the right to fully redeem an investment in the Fund if it falls below the required minimum balance of \$250,000 or such other amount as the Trustee determines from time to time. If you are investing through an Investment Service you should refer to the Investment Service guide for the minimum balance.

Distributions

Generally

The Trustee aims to make annual distributions as at 30 June.

The Fund's Constitution provides for distributions to be paid at least annually, but the Fund may do so more frequently at the discretion of the Trustee.

The policy is to distribute the Fund's taxable income for each financial year. Distributions are reinvested by default unless the investor elects otherwise.

Distribution payments are made typically within 20 Business Days after the end of the applicable distribution period.

Distributions will not be paid by cheque.

The distribution for the Fund is composed of income earned by the Fund, less expenses incurred by the Fund (such as management costs) plus net capital gains (if any). If there is no net income or net capital gains earned in a particular distribution period, the Fund may not pay a distribution in respect of that distribution period. In some circumstances, the Fund may distribute a payment out of capital in addition to, or instead of, a distribution of net income or net capital gains.

The distribution Investors may receive will be based on the number of Units they hold in the Fund at the nominated record date ('Record Date').

Please refer to section 8 on how distributions will be taxed.

Reinvestment of Distributions

You can increase your Units by reinvesting distributions.

Unless an election is made to the contrary, your distributions will be reinvested as additional Units in the Fund, subject to the terms and conditions of the Fund's distribution reinvestment plan.

The distribution reinvestment plan will be administered in Australian dollars and all residual amounts will be held in Australian dollars.

You can choose to reinvest distributions in full (this will be done automatically unless you tell us otherwise) or in part. If you choose to reinvest only a portion, the Trustee can pay the remainder into your nominated account. You can nominate the percentage of your distributions you would like to reinvest in the Initial Application Form accompanying this Information Memorandum or through the corresponding online processes described in section 5 above.



5. Applications, Withdrawals and Distributions

Elections to not participate (or participate) in the distribution reinvestment plan, or change the percentage of your distribution you would like to reinvest, can be made by logging into the Investor Portal hosted by the Unit Registry at <https://investor.automic.com.au/#/home> where you can click into “Reinvestment Plans” under your Fund holding.

Alternatively, you can also make elections and nominations by submitting a Change Request Form which can be requested from the Unit Registry by emailing forager@automicgroup.com.au.

The distribution reinvestment plan is offered on the following basis:

- at the time the price of the Units of each class is allotted pursuant to the distribution reinvestment plan is set, the Trustee 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 of each class if the information were publicly available,
- the right to acquire, or require the Trustee to issue, Units will be offered to all Investors of the same class, other than those who are not residents in Australia who are excluded to avoid breaching overseas laws,
- every Investor to whom the right is offered is given a reasonable opportunity to accept the offer,
- Units issued under the dividend reinvestment plan will be subject to the same rights as Units issued to all Investors of the same class as you, and
- distributions will be reinvested at the ex-distribution Unit price. The ex-distribution Unit price is calculated by taking the value of the investments of the Fund and taking away the value of the liabilities (as defined in the Fund's Constitution) including a provision for the distribution.

The result of this is then divided by the number of Units on issue to obtain the ex-distribution Unit price. No adjustments are made for the costs of buying or realising investments (called a buy-sell spread).

Cash Distributions

Distribution payments to investors who elect not to participate in the distribution reinvestment plan will be made via direct credit into a nominated Australian financial institution account. The Trustee will not be paying any distributions by cheque to any investors.

If you are an overseas Unit holder (outside of Australia) you also can provide your EFT details if you have an Australian dollar bank account.

If you do not provide your Australian financial institution account details your distribution payment will be set aside and retained on your behalf in \$AUD. In Australia, this will be subject to the obligations in respect of unclaimed money.

To avoid your distribution payment being delayed, your instructions must be received before the Record Date.



6. Fees and Costs

Snapshot

The total ordinary cost of the Fund to investors is up to 1.75% per annum of the net asset value of the Fund, comprising

- the management fee of 1.25% per annum and
- ordinary operating expenses capped at 0.50% per annum.

Management Fee

The Fund charges a management fee of 1.25% per annum of the net asset value of the Fund, payable monthly in arrears.

Fund Expenses

The Fund's ordinary expenses are recoverable from the Fund and are deducted as and when they are incurred and are subject to an expense cap of 0.50% per annum of the net asset value of the Fund.

Ordinary expenses include all expenses incurred by the Trustee in relation to the proper performance of its duties as trustee (and which includes such expenses incurred by Forager as the appointed investment manager of the Fund). Ordinary expenses include (but are not limited to) establishment costs, operating costs of the Fund, licensing, custodian, registry, technology systems, audit, accounting, taxation and legal advice etc.

To the extent ordinary operating expenses exceed the expense cap, the excess will be borne by Forager.

The expense cap does not include performance fees, transaction costs, buy-sell spreads or abnormal expenses.

Abnormal expenses are not subject to the expense cap. Abnormal expenses are expected to occur infrequently and are not ongoing in nature. They may include costs of litigation to protect investors' rights, costs to defend claims in relation to the Fund, investor meetings and termination and wind up costs. The Trustee may recover all abnormal expenses incurred in connection with its proper performance of its duties. Where abnormal expenses are incurred in a financial year, the total management fees and costs for the Fund (including abnormal expenses) may be higher than 1.75%.

Performance Fees

A performance fee is calculated and payable to Forager half-yearly in respect of each 6 monthly period (Performance Period) ending 30 June or 31 December when the investment performance of the Fund has exceeded the Performance Target.

The performance fee is applied to the total return of the Fund (after any management fees and expenses have been deducted but before performance fees) that is in excess of the Performance Target, multiplied by the monthly average funds under management, and is accrued monthly and paid 6 monthly in arrears.

The performance fee payable on the outperformance against the Performance Target is 20% of the amount by which the Fund return exceeds the Performance Target.

When the total return of the Fund is less than the Performance Target return, no performance fee is payable for the Performance Period and a negative performance fee (Prior Period Deficit) is carried forward to future periods. No performance fee is payable until any Prior Period Deficit from previous periods of underperformance have been made up.

Buy-Sell Spread and Transaction Costs

A buy-sell spread is generally applied to applications and withdrawals to reflect the estimated transaction costs of buying and selling investments. The current expected buy-sell spread is plus or minus 0.20%, unless otherwise determined.

Other Matters

Fee Changes

If the Trustee decides to increase fees and costs (including by increasing the expense cap), it will provide you with at least 30 days written notice.

GST

Unless otherwise stated, all fees quoted in the Information Memorandum are inclusive of Australia's good and services tax ('GST') and the net effect of any applicable reduced input tax credits ('RITC').

See section 8. Taxation for further details.

Incidental Fees and Costs

Standard government fees, duties and bank charges may also apply to your investments and withdrawals including dishonour fees and conversion costs.



6. Fees and Costs

Fees for Indirect Investors

If you invest indirectly through an Investment Service you must also refer to the fees and costs payable for the Investment Service you are investing through. The Investment Service Operator will be the registered holder of the Units and may charge you fees that are different or in addition to the Fund's fees detailed in this section and the Information Memorandum. You should refer to the offer document for the relevant Investment Service, master trust or wrap account for more information.



7. Staying in Touch

Key Document Access

On request and free of charge, we can also provide information including the most recent annual financial statements of the Fund, the auditor's report on the annual financial statements, the Fund's Information Memorandum and the Constitution (including any amendments).

Additionally, this information can be obtained electronically from the Unit Registry by logging into the Automic Investor Portal at <https://investor.automic.com.au/#/home> where you can click into "Documents and Statements".

Updated Information

While the terms and features of the Fund relating to this Information Memorandum are current at the issue date of this Information Memorandum, they may change in the future. The terms and features of the Fund, including but not limited to investment objective, benchmark, asset classes and asset allocation ranges and currency strategy (if any) may be changed without prior notice in accordance with, as relevant, the Constitution and the Corporations Act.

We will inform investors of any material change to the Fund's details usually by email. A paper copy of the updated information will be available free of charge upon request from us.

Investor Portal

Information about your investment in the Fund such as statements, confirmations or other information specific to your investment can be obtained electronically by logging into the Investor Portal hosted by the Unit Registry at <https://investor.automic.com.au/#/home> or by using the online link to the information provided to you by the Unit Registry. Here you can also access other general information, Fund documents, reports and notices by clicking on "Documents and Statements".

For all related enquiries please contact the Unit Registry, Automic, at forager@automicgroup.com.au or use the contact details which can be found at the end of this document.



8. Taxation

Investing in a managed investment scheme (like the Fund) is likely to have tax consequences and you are strongly advised to seek professional tax advice. Managed investment schemes (like the Fund) do not pay tax on behalf of members. Members are assessed for tax on any income and capital gains generated by the Fund.

The following information summarises some of the taxation and stamp duty issues you should consider before making an investment. The information is intended for use by Investors who hold Units in the Fund on capital account and who are not considered to be carrying on a business of investing, trading in investments or investing for the purpose of profit making by sale. It should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ. The taxation of a unit trust investment such as Units in the Fund can be complex and may change over time. The comments below are current as at the date of preparation of this Information Memorandum. You should be aware that the ultimate interpretation of taxation and stamp duty law rests with the Courts and that the law, and the way that the Federal Commissioner of Taxation or a Commissioner of State Revenue administers the law, may change at any time. Please consult your tax adviser about the specific implications relevant to your situation before making any investment decision. This summary only deals with the Australian tax and stamp duty considerations of potential investors and does not deal with tax consequences in relation to other jurisdictions.

Tax Position of The Fund

General

The Fund is an Australian resident trust for Australian tax purposes. Although the Fund holds authorised investments, it is intended that the Trustee will limit its activities to undertaking or controlling entities that undertake 'eligible investment businesses as described in section 102M of the Australian Income Tax Assessment Act 1936 (Cth), as amended. On this basis, the Fund should not be a 'trading trust', and so should not be taxed as a company.

Generally, no Australian income tax will be payable by the Trustee on behalf of the Fund if the Fund is an Attribution Managed Investment Trust ('AMIT') (refer to section E titled "AMIT Regime" below). Investors in an AMIT are attributed with all net taxable income each year (as relevant). This means that Investors will be taxed on their proportionate

share of their investment in the Fund on a fair and reasonable basis.

In the case where the Fund is an AMIT and makes a loss for Australian tax purposes, the Fund cannot distribute the loss to Investors in the Fund. However, subject to the Fund meeting certain conditions, the Fund may be able to recoup such losses against assessable income of the Fund in subsequent income years.

Capital Account Treatment

The Fund may make an irrevocable election (available to eligible managed investment trusts) to apply a capital account treatment to gains and losses on the disposal of eligible investments when relevant legal pre conditions are met.

Tax Reform

Reforms to the taxation of trusts are generally ongoing. The Trustee will continue to monitor the progress of such developments and the impact on the Fund. However, given these developments may impact on the tax positions of the Fund and its Investors, it is strongly recommended that you seek your own professional advice in relation to the potential impact of any reforms on their tax position.

Tax File Number ('TFN') and Australian Business Number ('ABN') Withholding

It is not compulsory for you to quote your TFN or ABN to the Trustee when acquiring Units. If you are making this investment in the course of a business or enterprise, you may quote an ABN instead of a TFN. Failure to quote an ABN or TFN or claim an exemption may cause the Trustee to withhold tax at the top marginal rate, which is currently 47% on distributions of income to the Investor. You may be able to claim a credit in your tax return for any TFN or ABN tax withheld.

Tax Position of Australian Resident Investors

Depending on your circumstances you may need to pay tax in relation to your investment in the Fund. Generally you will pay income or capital gains tax, but you might be able to claim some tax credits or have the benefits of some concessions.

Your tax liability ultimately depends on your circumstances, for example, whether you are an Australian resident. So it is important that you seek professional advice before you invest or deal with your investment.



8. Taxation

You will be provided with an AMIT Member Annual Statement ('AMMA Statement') indicating the components attributed to you within three months of each income year. You will be subject to tax on the taxable income of the Fund attributed to you. The information disclosed in the AMMA Statement will assist you to complete your tax return.

Foreign Sourced Income

The Fund is expected to derive foreign sourced income from the investments it holds. Australian resident unitholders should include in assessable income their share of foreign income inclusive of foreign taxes. In such circumstances, you may be entitled to a Foreign Income Tax Offset ('FITO') for the foreign tax paid, against the Australian tax payable on the foreign sourced income. Excess FITO's that are not utilised cannot be carried forward to a future income year and cannot reduce your tax payable beyond nil (i.e. FITO's are a non refundable tax offset).

Distribution Reinvestment Plan

Unless an election is made to the contrary, your distributions will be automatically reinvested as additional Units in the Fund, subject to the terms and conditions of the Fund's distribution reinvestment plan. Whether you have your Units reinvested or have not elected to participate constitute a disposal for tax purposes. In both instances, the amount of the distribution will generally form part of your taxable income. Any amount of the distribution that is reinvested will form part of your cost base of the units.

If you have not opted out of the reinvestment plan, be sure to keep a record of the acquisition price and date of the units you receive. You will need these details to calculate your capital gain or loss, should you ultimately dispose of these units.

Withdrawals and Disposal of Units

If you withdraw or transfer Units in the Fund, this may constitute a disposal for tax purposes.

You should include any realised capital gain or loss on disposal of your Units in the Fund in the calculation of your net capital gain or loss. A net capital gain will be included in assessable income. A net capital loss may only be offset against capital gains. If you do not have any capital gains, the capital loss may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income. Any gain made on the redemption of eligible investments by the Fund in order to satisfy a withdrawal request may be a capital gain. Therefore, it is likely that proceeds on redemption will include a component

of distributable income of the Fund arising from the redemption of the investments.

In calculating the taxable amount of a capital gain, a discount of one half for individuals and trusts or one third for complying superannuation entities may be allowed where Units in the Fund have been held for 12 months or more.

Where Units are held as part of a business of investing or for the purpose of profit making by sale, gains realised may constitute ordinary income and losses realised may constitute allowable deductions.

Controlled Foreign Company ("CFC") Provisions

The net income of the Fund may also include an amount of income that is calculated under the controlled foreign company ('CFC') rules. From an Australian tax perspective, very broadly a foreign company that has an Australian

shareholder with at least 40% of the interests in the foreign company, has a majority of its shares owned by Australians, or that is controlled by Australians, is regarded as a CFC.

Tax Position of Non-Resident Investors

The tax treatment of non-resident Investors in the Fund depends on the investor's particular circumstances and the provisions of the relevant Double Tax Agreement between Australia and the country of residence. It is important that non-resident investors seek independent professional taxation advice before investing in the Fund.

The tax treatment of non-resident Investors in the Fund depends on the investor's particular circumstances and the provisions of the relevant Double Tax Agreement between Australia and the country of residence. It is important that non-resident investors seek independent professional taxation advice before investing in the Fund.

The Fund may hold cash that will comprise up to 40% of the asset allocation of the Fund. We expect this to be cash with an Australian bank and may or may not be interest-bearing. Where interest income is paid to you a final withholding tax may be applied (generally at 10%). This will constitute as an 'AMIT interest payment' to you. You will be notified of the payment, the amount withheld from that payment and the income year to which it relates by way of an 'AMIT DIR payment notice'.



8. Taxation

Taxation of Financial Arrangements

The taxation of financial arrangements ('TOFA') regime broadly contains rules that cover tax timing treatments for financial arrangements. There are a number of exclusions from TOFA. You should seek your own advice as to the possible application of the TOFA regime to your investment in the Fund.

AMIT Regime

The Tax Laws Amendment (New Tax System for Managed Investment Trusts) Act 2016 governs the Attribution Managed Investment Trust ('AMIT') regime. An AMIT, in broad terms, is a managed investment trust ('MIT') whose unitholders have clearly defined interests in relation to the income and capital of the trust and the trustee or responsible entity of the MIT has made an irrevocable election to apply the regime.

The Trustee may make the election for the Fund to operate as an AMIT when relevant legal pre-conditions are met.

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 the trust to its members,
- the ability to carry forward understatements and overstatements of taxable income, instead of re-issuing investor statements,
- deemed fixed trust treatment 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.

Goods and Services Tax

Goods and Services Tax ('GST') should not be payable on your investment(s) in the Fund. GST will apply to the fees and costs charged to the Fund. However, in respect of some of these fees, the Fund will usually be entitled to reduced input tax credits. The costs and fees payable in relation to your investment(s) in any of the Fund as stated in this Information Memorandum are inclusive of GST. GST will not be applicable to the buy sell spread payable (if applicable) in relation to the Fund.

Stamp Duty

Stamp duty should not be payable on your investment(s) in the Fund.



9. What Else Should You Know?

Authorised Nominees

You may elect to appoint an authorised nominee to operate your account. The relevant sections on the Application Form need to be completed, including the name and signature of the authorised nominee, the signature of the investor and the date. If you appoint an authorised nominee, it is suggested that you ensure that:

- they cannot appoint another nominee, and
- the appointment lasts until cancelled by you in writing or the Trustee.

The Trustee may cancel an appointment by giving the investor 14 days' notice in writing. If an appointment is cancelled the Trustee will not be obliged to act on the instructions of the authorised nominee. If the instructions are varied, the Trustee will act only in accordance with the varied instructions. By completing and lodging the relevant sections on authorised nominees on the Application Form you release, discharge and agree to indemnify the Trustee from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from the Trustee acting on the instructions of your authorised nominee.

You also agree that any instructions of your authorised nominee to the Trustee, which are followed by the Trustee, shall be a complete satisfaction of the obligations of the Trustee, notwithstanding any fact or circumstance, including that the instructions were made without your knowledge or authority. You agree that if the authorised nominee's instructions are followed by the Trustee, you and any person claiming through or under you shall have no claim against the Trustee in relation to the instructions.

An authorised nominee can, among other things:

- apply for additional investment Units,
- request that distribution instructions be altered,
- withdraw all or part of your investment, and
- enquire as to the status of your investment and obtain copies of statements.

Withdrawal payments will not be made to third parties.

If a company is appointed as an authorised nominee, the powers will extend to any director and authorised owner of the company. If a partnership, the powers will extend to all partners.

Trustee matters

The Constitution

The Fund is governed by a Constitution. The Constitution, together with this Information Memorandum, the Corporations Act, and ASIC Policy regulate the Fund and the Trustee's legal relationship with Investors.

The Constitution may be amended by the Trustee in accordance with its terms.

You may obtain a copy of the Constitution by contacting Forager. By investing in the Fund, you agree to be bound by the terms of this Information Memorandum and the Fund's Constitution (as amended from time to time).

Authorisation of Issue

This Information Memorandum has been authorised for issue by the directors of the Investment Manager.

Your rights

Communications

Following amendments to the Corporations Act, where you have provided the Trustee or those who assist it with your email address, they will send notices of meetings, other meeting-related documents and annual financial reports (each a 'Communication') to you electronically unless you elect to receive these in physical form and notify the Administrator of this election.

You have the right to elect whether to receive some or all of these Communications in electronic or physical form and the right to elect not to receive annual financial reports at all. You also have the right to elect to receive a single specified Communication on an ad hoc basis, in an electronic or physical form.

Investor Liability

The Trustee has included provisions in the Fund's Constitution designed to protect Investors. The Constitution of the Fund provides that Investors will not, by reason of being an Investor alone, be personally liable with respect to any obligation or liability incurred by the Trustee.

However, an absolute assurance about these things cannot be given and the issue has not been finally determined by Australian courts.

Enquiries and Complaints

If you have any enquiries regarding the Fund, please contact Forager at admin@foragerfunds.com for more information.



9. What Else Should You Know?

The Trustee has established procedures for dealing with complaints. If an investor has a complaint, the investor can contact the Trustee or the Investment Manager during business hours. The Investment Manager can be contacted by phone on +61 2 8320 0555 or by writing to:

Forager Funds Management
PO Box R1848 Royal Exchange
NSW 1225 Australia

The Trustee will endeavour to resolve your complaint fairly and as quickly as it can. It aims to respond to your complaint within 30 days.

Australian investors (regardless of whether you hold Units in the Fund directly or hold Units indirectly via a Platform) can access the Trustee's complaints procedures outlined above. If investing via a Platform and your complaint concerns the operation of the Platform then you should contact the Investment Service Operator directly.

Investing in the Fund

Past Performance

Performance history and fund size information in respect of the Fund (where available) can be obtained by contacting us. Past performance is no indication of future performance. Returns are not guaranteed.

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, your application will not be able to be processed.

To comply with these obligations, Perpetual 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 your financial information 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) from 1 July 2017.

CRS, like the FATCA regime, will require banks and other financial institutions to collect and report 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 Units in the Fund) to the ATO. For the Fund to comply with their obligations, you will be requested to provide certain information and certifications. The Trustee will determine whether the Fund is required to report your details to the ATO based on the Trustee's or its administrator's 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.

Mortgagee Interests/Margin Lending

The Trustee will not recognise any security interest (notice of mortgage, etc.) over any Units of the Fund.

Indirect Investors

When you access the Fund through an Investment Service you are directing the Investment Service Operator to arrange for your monies to be invested in the Fund on your behalf. Accordingly, you do not acquire the rights of an Investor in the Fund. The operator (or its custodian/nominee) is the Investor and acquires these rights and can exercise, or decline to exercise them, on your behalf according to the arrangements governing the Investment Service.

As an investor in the Investment Service, you must read this Information Memorandum in that context.

When you invest through an Investment Service and wish to make additional investments, realise your investment, or transfer your investment to another person, you will have to direct the operator of the Investment Service to do so on your behalf. The Trustee accepts no responsibility for any aspect of the Investment Service or (without limitation) for any failure on the part of the Investment Service in respect of its administration, payment of income or other distributions,



9. What Else Should You Know?

payment of withdrawal proceeds, fees charged or the efficiency or viability of the Investment Service.

Specifically, the Trustee's agreement to permit the naming of the Fund in any guide issued by an Investment Service operator, or list of investments that may be accessed via the Investment Service, does not signify an endorsement by the Trustee, or its support for, the Investment Service.

Service providers

Custodian

The Trustee has appointed APEX as an independent custodian to hold the assets of the Fund.

The Trustee has appointed the Custodian under a custodian agreement. The Custodian's role is to hold the assets in its name and act on the direction of the Trustee to effect cash and investment transactions.

APEX was not involved in the establishment of the Information Memorandum and is not accountable for the performance of the Fund.

The Custodian's role as custodian is limited to holding the assets of the Fund. The Custodian has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to a Unit holder.

To the maximum extent permitted by law, the Custodian expressly disclaims and takes no responsibility for any part of this Information Memorandum other than the references to its name.

The Custodian does not guarantee the repayment of capital or any particular rate of capital or income return.

Administrator

APEX has been appointed as the Administrator to provide certain administrative services to the Fund. APEX has been appointed to value the assets of the Fund and to calculate the NAV per Unit, or Unit price, for the Fund monthly under an Administration Agreement.

Unit Registry

Automatic has been appointed as the unit registry of the Fund under a Registry Services Agreement. The Registry Services Agreement sets out the services provided by the Unit Registry on an ongoing basis together with the service standards.

The role of the Unit Registry is to keep a record of Investors in the Fund. This includes information such as the quantity of Units held, TFNs (if provided), bank account details and details of distribution reinvestment plan participation.

Auditor

Ernst & Young is the appointed auditor for the Fund. The auditor's role is to audit the Fund's annual financial statements, perform a half-yearly review (if required), and to provide an opinion on the financial statements.

Australian Legal Adviser

The Trustee appoints legal advisors from time to time in relation to Fund business.

Privacy

The Trustee 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 your relevant personal information, the Trustee will not be able to do so. In some circumstances the Trustee may disclose your personal information to Perpetual's related entities or service providers that perform a range of services on the Trustee's behalf and which may be located overseas.

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

- the kinds of personal information the Trustee collects and holds,
- how the Trustee collects and holds personal information,
- the purposes for which the Trustee collects, holds, uses and discloses personal information,
- how you may access personal information that the Trustee holds 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 Trustee, and how the Trustee will deal with such a complaint,
- whether the Trustee is likely to disclose personal information to overseas recipients and,



9. What Else Should You Know?

- if so, the countries in which such recipients are likely to be located if it is practicable for the Trustee to specify those countries.

The privacy policy of the Trustee is publicly available at www.perpetual.com.au or you can obtain a copy free of charge by contacting the Trustee.

If you are investing indirectly through an Investment Service, the Trustee does not collect or hold your personal information in connection with your investment in the Fund.

Please contact your Service Operator for more information about their privacy policy.

Anti-Money Laundering and Counter-Terrorism Financing

The AML Act and other applicable anti- money laundering and counter terrorism laws, regulations, rules and policies which apply to the Trustee ('**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, the Trustee is required to, amongst other things:

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

The Trustee and the Unit Registry 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 and your wealth. 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 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 their compliance with the AML Requirements as they apply to the Fund, and
- the Entities may from time to time require additional information from you to assist them in this process.

The Entities have certain reporting obligations under the AML Requirements and are prevented from informing you that any certain 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 because of their compliance with the AML Requirements.



10. Glossary

\$ or dollar	means Australian dollars.
ABN	means Australian Business Number.
Administrator	means APEX or such other administrator appointed by the Trustee from time to time.
AFSL	means Australian Financial Services Licence.
ASIC	means Australian Securities and Investments Commission.
ATO	means Australian Taxation Office.
Business Day	means any day other than a Saturday, Sunday or other day that is a legal holiday under the laws of New South Wales or is a day on which banking institutions located in New South Wales are required by law or other governmental action to close.
Constitution	means the legal document (as amended from time to time), which sets out the governing rules of the Fund.
Corporations Act	means the Corporations Act 2001 (Cth) and includes the Corporations Regulations 2001 (Cth) of Australia, as amended from time to time.
Custodian	means APEX or such other custodian appointed by the Trustee from time to time.
Fund	means the Forager Concentrated Fund.
Investor or Investors	means a Unit holder or Unit holders of the Fund of any Class as noted in the Unit holder register.
NAV	means the net asset value of the Fund.
Unit	means a unit in the Fund (as the context requires).
Unit Registry	means Automic or such other unit registrar appointed by the Trustee from time to time. See section 5 for more details.
Wholesale Client	means a wholesale client as defined in the Corporations Act.



11. Directory

Trustee

The Trust Company (RE Services) Limited

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Investment Manager

Forager Funds Management Pty Ltd

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Royal Exchange NSW 1225
Telephone +61 2 8320 0555

Unit Registry

Automic Pty Ltd

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GPO Box 5193
Sydney NSW 2001
Telephone 1300 288 644 (in Australia)
+61 2 9698 5414 (international)

Custodian and Administrator

Apex Fund Services Pty Ltd

Level 10 2 Shelley Street
Sydney NSW 2000
Telephone 1300 133 451

Auditor

Ernst & Young

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GPO Box 2646
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