

Fund Name	River Capital Founders Fund (“the Fund”)
Manager & Trustee	River Capital Pty Ltd
Custodian	Apex Fund Services Pty Ltd
Auditor	BDO
Legal Structure	Australian resident unregistered Unit Trust. Open to Wholesale Investors only.
Fund Description & Target Return	The River Capital Founders Fund is the listed equities investment vehicle of Barry & Suzi Carp, their families, and friends of River Capital. The Manager’s ambition is to deliver investors 12% p.a. post fees in any 5 year period. This may include an annual, partially franked dividend which has historically been 2% on average.
Investment Horizon	To best achieve the Target Return, the Manager suggests investing with a time horizon of at least five years.
Benchmark	Given the concentrated nature of the portfolio it is not directly comparable to any index. The Manager’s aspiration is to deliver better risk adjusted returns than comparable investments.
Investment Manager	The Founders Fund portfolio is managed by Barry Carp. Investment decisions are overseen by the Investment Committee. The Investment Committee comprises Barry Carp, Jim Craig, Tim Poole, Greg Hosking and Kate Howitt. Amanda Coombs and Josh Ludski attend in their executive roles.
Manager Alignment	The Manager has a significant alignment of interests with Fund investors, with River Capital, its Principals, Investment Committee and team having invested substantial capital and intending to hold at least 20% of units in the Fund.
Portfolio Composition	The portfolio will meet its return objectives by investing in two key themes: a) Growth businesses where it is expected that profits will more than double over a five-year period (Growth Style); and b) Businesses that are trading at a material discount to their asset value or “break up” value (Strategic and Discounted Asset Plays).
Portfolio Business Characteristics	The portfolio typically contains 15 listed companies. Each company invested is judged to have one or more of the following qualities: a) Exceptional management team with a simply articulated and executable plan and importantly, a team that River Capital can have regular and constructive dialogue with; b) Operate in an industry that River Capital has a long track record of investing in and where we are capable of critically assessing progress against a strategic plan; c) A business that is being offered at a price that represents a material discount to our view of current value. This discount may be a result of: i. The current price not fully reflecting our view of the growth prospects of the business; ii. The market not appreciating the value of the underlying assets or the sum of the parts value; iii. The market not believing the turnaround plans of management.

Cash Holdings	The Fund's cash holding is unlikely to exceed 10% of the combined value of units in the Trust.
Leverage	A working capital facility is available to the Manager. Leverage expected to be between 0-10% of the portfolio but limited at 20% of Fund assets.
Unlisted Investments	The Fund may hold up to 15% of its assets in unlisted investments. In addition, the Fund may invest in and/or underwrite River Capital unlisted investments if those investments are intended to be offered to Fund investors.
Key Risk Factors	The Manager sees the key risks to this investment as being: a) The investment is subject to the day-to-day volatility of equity markets and may be impacted by market specific rather than business-specific factors; b) The Fund consists of a concentrated portfolio and thus Fund performance will be more sensitive to movements in its underlying securities; and c) The portfolio comprises growing businesses, each with unique operational risks. The value of the units in the Fund may be adversely impacted if these risks are not properly managed. The above Key Risk Factors are not intended to be an exhaustive list of all risks, but a summary of the most important risks of this Fund.
Fund Cap	The Fund is capped to applications from new investors at approximately \$400 million in terms of Fund NTA as at 1 July 2022. The Fund Cap may be exceeded from time to time in order to accept applications from Investment Committee members to ensure alignment.
Preferential Access	Investors in River Capital Funds will be given access to invest in River Capital unlisted opportunities from time to time. In the event that the Fund underwrites or invests in a River Capital unlisted investment, Fund investors will be offered the opportunity to take up the entitlement via: a) a new cash subscription or; b) by redeeming units equivalent to their entitlement. If a unit holder intends to take up the entitlement through redemption of units, 10 business days' notice must be given. The allocation will be met by redemption of units in the Fund at NTA and will occur the business day prior to the call date based on that days NTA.
Distributions	All net income and realised capital gains relating to the performance of the Fund will be distributed to investors annually within 20 business days of 30 June. Investors have the option to have their distributions: a) re-invested into additional units via the Distribution Reinvestment Plan (DRP) b) credited to an Australian Bank account. Additional units issued under the DRP will be issued at NTA (no Buy/Sell spread applied) and the DRP operates at the discretion of the Manager.

Redemptions	Redemptions are available quarterly, with 45 calendar days' notice or to coincide with River Capital unlisted investment entitlement offerings and are typically paid within 15 business days of month end. Redemptions will be priced at NTA. Redemptions to take up entitlement offerings in River Capital unlisted investments will be priced at NTA (no Buy/Sell spread applied).	
Applications	The Manager accepts applications for new Units on a monthly basis up to the Fund Cap. Applications will be at NTA.	
Total Fees	The Manager will charge a Total Fee of 15% of the profit of the Fund between 1 July and 30 June in any financial year. eg. If the Manager delivered a 20% return, the Manager will be entitled to a Fee of 3% (15% of the 20% return). The Fee will be calculated monthly and payable to the Manager on an annual basis as at 30 June.	
Fee Advance	To enable the Manager to cover the expenses necessary to operate the Fund, the Manager is entitled to receive a Fee Advance equivalent to 1% p.a. payable each calendar month in arrears. Where, in a given calculation period, the aggregate amount paid as a Fee Advance (including any carried forward amounts) exceeds the Total Fee entitlement, such excess amount will be carried forward and applied as an offset against the Total Fee payable in the following calculation period (and so on until the Fee Advance excess is nil). Where a unit is redeemed, or the Fund is wound up or terminated, any amount paid as a Fee Advance is not repayable.	
Entry/Exit Fees	Nil	
Minimum Investment	For new investors \$250,000 For existing investors \$100,000	
Currency of Fund	AUD	
Reporting	Distribution Statements:	Within 40 days of each distribution period
	Taxation Statement:	Annually
	Investor Update:	Half-Yearly investment report
	Unit pricing:	Available Daily online
Goods & Services Tax	All fees and charges specified above exclude GST.	
Name of Entity for Fund Investment	Please note the entity through which you wish to invest below:	
Capital Commitment	AUD\$	

Bank Account Details

Please arrange for investments to be made via bank transfer to the below account:

Account Name: River Cap Founders Fund App Ac
BSB: 083-054
Account No.: 211688714
SWIFT Code (if required): NATAAU33

Reinvestment of Distributions
or Cash Distributions

(Please complete if these details have not
been provided via a new Application Form)

☐ Please tick this box if you wish your distributions from the Founders Fund to be paid in Cash. If you do not ticket this box, the default option will be for all distributions to be reinvested in the Founders Fund (where possible). You may change this instruction at any time by informing River Capital in writing. Instructions received at least ten business days before the end of a distribution period will be effective for the next distribution period.

Bank Account Details

(Please complete if these details have not
been provided via a new Application Form)

Please provide the details of the bank account to which you would like the distribution payments and returns of capital to be made. This account must be held in the same name as the name of the entity listed in this Term Sheet. The bank accounts must be domiciled in Australia and denominated in Australian dollars.

Australian bank account details:

Bank/Institution:
Account Name:
BSB:
Account No.:

SIGNATURE FORM

I / We agree to be issued units in the River Capital Founders Fund at the issue price, in accordance with the terms of the Fund's Constitution and the terms described above.

These Terms are agreed and accepted on _____ day of _____ 2025.

INVESTOR 1

Signature

Name (print)

Date

☐ Investor ☐ Authorised representative

INVESTOR 2

Signature

Name (print)

Date

☐ Investor ☐ Authorised representative