



Information Memorandum

Northcape Capital Core Australian Shares Fund

Northcape Capital Global Emerging Markets Fund

Northcape Capital Global Equities Fund

30 March 2021



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1. Directory

Manager & Trustee

Northcape Capital Pty Limited ACN
106 390 247
AFS Licence Number 281767
Level 24, 45 Clarence Street,
Sydney NSW 2000

Auditors

Deloitte Touche Tohmatsu
225 George Street,
Sydney NSW 2000

Custodian & Administrator

BNP Paribas Securities Services Level 6,
60 Castlereagh Street,
Sydney NSW 2000

2. Important Information

This Information Memorandum (IM) contains important information and it should be read in its entirety. If you are in doubt as to its contents or the course you should follow, consult your stockbroker, accountant, solicitor or other professional adviser.

This IM has been prepared by Northcape Capital Pty Limited (Northcape) to provide background information for investors considering applying for units in any of the following funds (Funds):

- Northcape Capital Core Australian Shares Fund.
- Northcape Capital Global Emerging Markets Fund.
- Northcape Capital Global Equities Fund

Northcape does not make any representation or give any guarantee as to the future performance of, the rate of income or capital return from, the recovery of money invested in, or the taxation consequences of any investment in the Funds, whether made on the basis of this IM or otherwise.

Any offer of Units contained in this IM is an offer of units to a wholesale client only (as defined in section 761G of the Corporations Act) or which does not otherwise require the provision of a product disclosure statement under Division 2 of Part 7.9 of the Corporations Act.

Each wholesale client who subscribes for units pursuant to

this IM will be required to subscribe for units with the minimum initial investment amount payable on acceptance of the offer.

Northcape is not bound to accept an application for units in the Funds and have the right to accept or decline an application (in whole or in part) at their discretion and in accordance with the Trust Deed of the relevant Fund.

Each of the Funds constitutes a managed investment scheme that is not required to be registered by the Corporations Act. Accordingly, this IM is not required to and does not include all of the information that would be required to be included in a product disclosure statement. Nor is a subscriber provided with the protections afforded by an investor in a managed investment scheme that has been registered under the Corporations Act.

Status of Information Memorandum

This IM is dated 18 March 2021. It has not been, nor will it be lodged with the Australian Securities and Investments Commission (ASIC). ASIC takes no responsibility for the contents of this document. The offer of units contained in this IM is an offer of units in the Funds that does not constitute a product disclosure statement, prospectus or other disclosure document within the meaning of the Corporations Act.

The information contained in this IM or subsequently provided to the recipient whether orally or in writing by, or on behalf of Northcape, or any of their respective directors, officers, employees, agents, representatives and advisers (Parties) is provided to the

recipient on the Terms set out in this notice.

The information contained in this IM has been furnished by Northcape and other sources considered reliable, but no assurance can be given by these parties as to the accuracy or completeness of this information.

To the full extent permitted by law no representation or warranty (express or implied) is given by the Parties as to the truth, accuracy or completeness of any statement, opinion, forecast, information or other matter (whether express or implied) contained in this IM or its appendices or as to any other matter concerning them.

To the full extent permitted by law, no responsibility or liability (including in negligence) is accepted by the Parties:

- a. for or in connection with any act or omission, directly or indirectly in reliance upon; and
- b. for any cost, expense, loss or other liability, directly or indirectly, arising from, or in connection with, any omission from or defects in, or any failure to correct any information, in this IM or any other communication (oral or written) about or concerning them, or the issue of Units.

The delivery of this IM does not under any circumstances imply that the affairs or prospects of the Fund or any information affecting it have been fully or correctly stated in this IM or have not changed since the date of this IM or since the date at which the information is expressed to be applicable. No responsibility or liability (including in negligence) is assumed by the Parties for updating any such information or to inform the recipient of any new information of which the Parties may become aware.

The information in this IM may change from time to time. Reasonable notice of any material changes to the terms and conditions set out in this IM will be provided to unitholders and the information will be updated by the issue of a supplementary or replacement IM.

No Recommendation or Personal Advice

This IM does not purport to provide all of the information the recipient may require in order to evaluate an investment in the Funds. The provision of this IM is not and should not be considered as a recommendation in relation to an investment in the Funds or that an investment in the Funds is a suitable investment for the recipient.

By making available a copy of this IM, no party is providing any general advice or personal advice regarding the Funds, any potential investment in the Funds or any potential investments of the Funds within the meaning of section 766B(1) of the Corporations Act.

Recipients should make their own enquiries and evaluations they consider appropriate to verify the information contained in the IM and to determine the suitability of an investment in the Funds (including regarding their investment objectives, financial situation, and particular needs) and should seek all necessary financial, legal, tax and investment advice.

No Financial Services Guide

Northcape is the holder of an Australian Financial Services licence issued by the Australian Securities and Investments Commission under the Corporations Act. Northcape is not presently required to provide a financial services guide in respect of financial services that it offers before delivering a copy of this IM to a potential investor as the financial services being provided in accordance with this IM are being provided to wholesale clients and sophisticated investors only.

Confidentiality

The information contained in this IM is being provided on a confidential basis to the recipient solely for the purpose of evaluating an investment in the Funds.

By accepting a copy of this IM the recipient agrees, for itself and its related bodies corporate and each of their directors, officers, employees, agents, representatives and advisers, to maintain the confidentiality of this information. Any reproduction or distribution of this IM, in whole or in part, or any disclosure of its contents, or use of any information contained in this IM for any purpose other than to evaluate an investment in the Funds, is prohibited.

Overseas Unitholders

No action has been taken to register or qualify the units or the offer or otherwise permit a public offering of the units in any jurisdiction outside Australia. The units have not been and will not be registered under the United States Securities Act of 1933 and may not be offered or sold in the United States or to, or for the account or benefit of US persons except in transactions exempt from registration requirements on the US Securities Act.

This IM does not constitute an offer of Units for issue or sale or an invitation to apply for the issue of Units or to purchase Units in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

Persons outside Australia should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to subscribe for Units pursuant to this IM.

Definitions

Definitions of certain terms used in this IM appear in section 9 of this IM.

Unless otherwise indicated, all fees quoted in this IM are exclusive of GST and any input tax credits and all dollar amounts refer to Australian Dollars.

3. About Northcape

3.1. Northcape Capital Pty Limited

Northcape Capital Pty Limited was granted an Australian Financial Services Licence in February 2005 to deal in financial products and to provide general financial advice to wholesale clients. Northcape also has authorisation to provide custodial and depository services in order to operate the Funds. The business undertaking of Northcape is the management of investment funds on behalf of wholesale clients and sophisticated investors.

Northcape's current directors and managerial team is Stephen Gliddon, Rob Inglis, Craig McCourtie, Patrick Russel, Michael Ryan and Patrick Elliott. Individually, they have held senior

positions at fund managers such as AMP, Credit Suisse, Macquarie, Merrill Lynch, NRMA, UBS, Westpac and Zurich.

Stephen, Craig, Rob, Patrick Russel and Tom Pidgeon are the nominated responsible managers of Northcape.

3.2. Key Employees

Northcape's investment team comprises the members listed below, who each have extensive experience in the management of listed Australian and international equity portfolios. More information on each team member is available on Northcape's website, www.northcape.com.au

Team Member	Title	Sector Responsibilities
Douglas Ayton	Portfolio Manager / Analyst	Emerging Markets Equities
Ross Cameron	Portfolio Adviser / Analyst	Emerging Markets Equities
Craig Campbell	Senior Analyst	Australian Equities
Rob Inglis	Portfolio Manager / Analyst	Australian Equities
Oliver Johansson	Analyst	Emerging Markets Equities
Calvin Lim	Portfolio Manager / Analyst	Global Equities
Theo Maas	Portfolio Manager / Analyst	Global Equities
Richard Maynier	Portfolio Manager / Analyst	Australian Equities
Craig McCourtie	Portfolio Manager / Analyst	Australian Equities
Paul Parsons	Portfolio Manager / Analyst	Australian Equities
Tom Pidgeon	Portfolio Manager / Analyst	Emerging Markets Equities
Cameron Robson	Senior Analyst	Emerging Markets Equities
Patrick Russel	Portfolio Manager / Analyst	Emerging Markets Equities
Kevin Soo	Senior Analyst	Australian Equities
Fleur Wright	Portfolio Manager / Analyst	Global Equities

3.3. Investment Philosophy

Northcape adopts a long-term approach to investing and believes that superior investment returns rely on fundamental investment research, good judgement and experience.

We believe that to maximise investment performance, experienced people should have the freedom to use their talent to make investment decisions unencumbered by a consensus driven environment. Our investment approach is centred on this.

We have an experienced team undertaking internal company research. Analysts are encouraged to spend time out of the office analysing and understanding businesses. There are no rules or constraints placed on the analyst and his/her research methodology. The primary focus is to identify quality businesses that offer above average growth prospects and high rates of return on equity over the long term. Companies that meet this criterion are placed on our Approved List, which is an agreed universe of superior businesses from which a portfolio manager can construct their portfolio.

At Northcape, we run concentrated portfolios of high-quality companies. We use a multi-portfolio manager approach as we believe this is the optimal structure for experienced portfolio managers to focus on their best investment ideas. Under this approach, portfolio management, including the timing of decisions and portfolio weightings is delegated to the separate individuals of the team. As separate portfolio managers, the team members are completely free, within the strict constraints of the Information Memorandum and the approved list, to exercise their investment skills to the maximum. There are no committee decisions in this phase.

Investment returns generated by the Funds represent an amalgamation of returns generated from the individual portfolio managers.

From time to time, the Funds will take advantage of shorter term value opportunities that may arise from market activity resulting from Initial Public Offerings (IPO's), capital raisings, vendor sell downs or other liquidity events such as company announcements or increased shareholder turnover.

Derivatives may not be used to override the overall investment

strategy of client portfolios but may be used for the purpose of meeting the performance objectives of the Funds. These purposes include:

- **Risk management:** To hedge an asset or portfolio against a fluctuation in market values.
- **Transactional efficiency:** To achieve the best execution of desired portfolio exposures.
- to gain short term market exposure following a client cashflow.

3.4. Risk Management

We have a strong and practical approach to risk. While we may look at quantitative factors in the portfolio construction process, we believe that the major risk lies in the purchase of structurally challenged or highly geared companies. Northcape's approved list processes and procedures are designed to filter the companies and securities to ensure that only well capitalised companies with proven business models and sound management are accepted as approved investments.

Other investment risk policies adopted by Northcape have been adopted as part of Northcape's long-term investment strategy, including:

- the portfolio risk will be spread by investing across a number of different industries; and
- gearing is not permitted. The Funds will maintain at all times a positive exposure to cash. Northcape will not engage in intentional leveraging of its client's underlying exposures.

4. Investment Risk

When making any investment, the potential risk and how they can affect the investor need to be considered carefully. Every investment is influenced by many factors that can affect both its value and the income it produces and the investment can decline as well as increase in value.

The principal risks to which investors are exposed through an investment in these Funds include:

- **Market Risk:** the value of the Funds' investments can fluctuate due to Economic and political stability: both in Australia and internationally, including political unrest, effects of natural disasters, interest rate movements, taxation and labour relations policies;
- **Market Risk:** the risk that the markets move in a direction not anticipated;
- **Foreign Exchange Risk:** the risk of currency fluctuations between Australian dollar and the currency, which impact investments in the Funds;
- **Liquidity Risk:** the risk that securities cannot at short notice be easily converted into cash to realised investment positions or to redeem Funds' investments; and
- **Counterparty Risk:** the risk that another party may default on their contractual obligations.
- **Specific security risk:** an investment in a company may be affected by unexpected changes in that company's operations and business environment.

Each Fund is not closely related to any particular index and therefore the performance is likely to vary from the benchmark Index.

Northcape does not guarantee the return of an investor's capital or any specific rate of return. The value of their investment will go up and down. Investment returns will vary and future returns may differ from past returns.

5. Fees & Expenses

5.1. Ongoing Management Fee

Northcape receives an ongoing management fee of a fixed percentage per annum of the aggregate sum of the value of each Asset of each Fund in accordance with the Fund's Trust Deed. This percentage differs for each Northcape Fund and is specified in the Fund Summaries section of this IM. The management fee is calculated and accrued daily and paid each Quarter.

5.2. Rebate

Northcape, in its absolute discretion, may rebate some of its ongoing management fee to certain of its Unitholders. These amounts are paid by Northcape and not charged to Unitholders.

5.3. Other Expenses Information

The Trust Deed allows for all ongoing operating expenses to be paid directly from each Fund. A limit of 10 basis points (0.1%) is placed on the amount of ongoing operating expenses that can be paid from each Fund. Such expenses include, but are not limited to, custodian fees, registry, audit, taxation advice, use of an external consultant, accounts, stationery, postage and compliance expenses.

5.4. Commissions

Any commission Northcape pays to financial intermediaries is paid out of the ongoing management fee and is not an extra amount paid from each Fund, nor is it an amount the Unitholders pay.

6. Fund Summaries

6.1. Northcape Capital Core Australian Shares Fund

Fund Details	Northcape Capital Core Australian Shares Fund
APIR Code	NCP0003AU
Objective	The objective of the Fund is to outperform the benchmark over rolling three year periods
Performance Benchmark	S&P/ASX 300 Accumulation Index
Investment Approach	The Fund will invest primarily in high quality large cap listed equities and/or shares in unlisted public companies that seek to list on major Stock Exchanges.
Asset Allocation	Australian Shares: 75% - 100% International Shares: 0% - 20% Cash 0% – 5 %
Number of Stocks	Typically between 15 and 50
Portfolio Turnover	Typically 30% to 50% p.a.
Minimum Investment	Minimum initial investment: \$5,000,000 Minimum balance: \$5,000,000
Fees	Base Management Fee: 80 basis points (0.8%) per annum Performance Fee: Nil Establishment fee: Nil Contribution fee: Nil Withdrawal fee: Nil Termination fee: Nil
Transaction Costs (spread)	Buy Spread: 10 basis points (0.10%) Sell Spread: 10 basis points (0.10%)
Unit Pricing Frequency	Daily on any Business Day
Transactions	<ul style="list-style-type: none"> Transaction amounts less than or equal to 0.1% of the total Trust NAV (currently approx. \$106,000) that are processed at the unit registry prior to 3 pm on any Business Day will have an effective date (T) applied on the date of the next unit price. Settlement will occur on T+2. Transaction amounts greater than 0.1% of the total Trust NAV will be accepted on any Business Day but the effective date will be determined as soon as possible by the Trustee after considering the available cash position of the Trust, the time required to liquidate / equitise the transaction amount and the interests of the existing unit holders. In the case of an application, the effective date will be maximum of 2 days after the application request is received. In the case of a redemption, the effective date will be maximum of 5 days after the redemption request is received. Settlement will occur on T+2.
Distributions	Semi-annually at 30 June and 31 December
Inception Date	15 August 2006
Fund size	\$AUD 106 million as at 28/02/2021
AMIT Election	Yes
Fund Performance	Refer to our website www.northcape.com.au/funds/ for the performance track record of the fund

6.2. Northcape Capital Global Emerging Markets Fund

Fund Details	Northcape Capital Global Emerging Markets Fund
APIR Code	NCP0001AU
Objective	The objective of the Fund is to outperform the benchmark over rolling three year periods
Performance Benchmark	MSCI Global Emerging Markets Accumulation Index in \$AUD
Investment Approach	The Fund will invest primarily in high quality listed equities and/or shares in unlisted public companies that seek to list on the licensed exchanges in emerging markets across Asia, Eastern Europe, Middle East, Africa and Latin America.
Asset Allocation	Emerging Markets Shares: 90% -100% Cash 0% – 10%
Number of Stocks	Typically between 20 and 40
Hedging	Unhedged
Portfolio Turnover	Typically 30% to 50% p.a.
Minimum Investment	Minimum initial investment: \$5,000,000 Minimum balance: \$5,000,000
Fees	Base Management Fee: 100 basis points (1.0%) per annum Performance Fee: Nil Establishment fee: Nil Contribution fee: Nil Withdrawal fee: Nil Termination fee: Nil
Transaction Costs (spread)	Buy Spread: 50 basis points (0.5%) Sell Spread: 50 basis points (0.5%)
Unit Pricing Frequency	Daily on any Business Day
Transactions	<ul style="list-style-type: none"> Transaction amounts less than or equal to 0.1% of the total Trust NAV (currently approx. \$1,032,000) that are processed at the unit registry prior to 3 pm on any Business Day will have an effective date (T) applied on the date of the next unit price. Settlement will occur on T+2. Transaction amounts greater than 0.1% of the total Trust NAV will be accepted on any Business Day but the effective date will be determined as soon as possible by the Trustee after considering the available cash position of the Trust, the time required to liquidate / equitise the transaction amount and the interests of the existing unit holders. In the case of an application, the effective date will be maximum of 2 days after the application request is received. In the case of a redemption, the effective date will be maximum of 5 days after the redemption request is received. Settlement will occur on T+2.
Distributions	Semi-annually at 30 June and 31 December
Inception Date	1 July 2008
Fund size	\$AUD 1,032 million as at 28/02/2021
AMIT Election	Yes
Fund Performance	Refer to our website www.northcape.com.au/funds/ for the performance track record of the fund

6.3. Northcape Capital Global Equities Fund

Fund Details	Northcape Capital Global Equities Fund
APIR Code	NCP2294AU
Objective	The objective of the Fund is to outperform the benchmark over rolling three year periods
Performance Benchmark	MSCI World Accumulation Index in \$AUD
Investment Approach	The Fund will invest primarily in high quality listed equities and/or shares in unlisted public companies that seek to list on the licensed exchanges in developed markets across the United States, Europe, United Kingdom and Asia.
Asset Allocation	Developed Markets Shares: 90% -100% Cash 0% – 10%
Number of Stocks	Typically between 20 and 40
Hedging	Unhedged
Portfolio Turnover	Typically 30% to 50% p.a.
Minimum Investment	Minimum initial investment: \$5,000,000 Minimum balance: \$5,000,000
Fees	Base Management Fee: 90 basis points (0.9%) per annum Performance Fee: Nil Establishment fee: Nil Contribution fee: Nil Withdrawal fee: Nil Termination fee: Nil
Transaction Costs (spread)	Buy Spread: 20 basis points (0.2%) Sell Spread: 20 basis points (0.2%)
Unit Pricing Frequency	Daily on any Business Day
Transactions	<ul style="list-style-type: none"> Transaction amounts less than or equal to 0.1% of the total Trust NAV (currently approx. \$75,000) that are processed at the unit registry prior to 3 pm on any Business Day will have an effective date (T) applied on the date of the next unit price. Settlement will occur on T+2. Transaction amounts greater than 0.1% of the total Trust NAV will be accepted on any Business Day but the effective date will be determined as soon as possible by the Trustee after considering the available cash position of the Trust, the time required to liquidate / equitise the transaction amount and the interests of the existing unit holders. In the case of an application, the effective date will be maximum of 2 days after the application request is received. In the case of a redemption, the effective date will be maximum of 5 days after the redemption request is received. Settlement will occur on T+2.
Distributions	Semi-annually at 30 June and 31 December
Inception Date	1 August 2019
Fund size	\$AUD 75 million as at 28/02/2021
AMIT Election	No
Fund Performance	Refer to our website www.northcape.com.au/funds/ for the performance track record of the fund

7. How to Invest

7.1. Wholesale Clients Only to Apply

Any offer of Units contained in this Information Memorandum is an offer of units to a wholesale client or sophisticated investor only (as defined in section 761G of the Corporations Act) or which does not otherwise require the provision of a product disclosure statement under Division 2 of Part 7.9 of the Corporations Act.

By lodging an application form in respect of the offer of Units for issue in a Fund contained in this Information Memorandum you declare and warrant to Northcape that you are a wholesale client, sophisticated investor or otherwise a person who does not require the giving of a Product Disclosure Statement under Division 2 of Part 7.9 of the Corporations Act

7.2. Minimum Investment

The minimum initial investment (and the minimum holding) is \$5,000,000. There is no minimum subsequent transaction limit.

7.3. Applications for Units

To invest in a Fund, both initial and subsequent investment, you must complete and sign the application form attached to this Information Memorandum and return it to Northcape at the address shown.

A specified number of Business Days' written notice of intention to apply for any Units is required prior to the application date. This number of days differs for each Northcape Fund and is detailed in the Fund Summaries section of this IM.

Northcape has the discretion to reject an application for Units without giving a reason.

Valid applications for Units processed at the unit registry before 3.00pm daily on any Business Day will be issued at the price calculated for the specified application date.

If a Unitholder applies for Units, Northcape will apply a buy spread to the Application Price.

Units are not certificated. Northcape keeps a register of

unitholdings.

7.4. No Cooling Off Period

No cooling off period is provided by Northcape. An application lodged with Northcape is irrevocable except as required by law.

7.5. Offer not Underwritten

The Offer is not underwritten.

7.6. Anti-Money Laundering Regulations

It is the responsibility of Northcape to comply with anti-money laundering and counter-terrorism financing provisions of relevant Australian and international laws. Northcape must collect information to verify an investor's identity and the source of application monies. Northcape reserves the right to request such information. The Application Form provides details of the identification documents that are required.

8. Other Information

8.1. Redemption of Units

The Trust Deed provides that units in the trust may be redeemed daily.

A specified number of Business Days' written notice of intention to redeem any Units is required prior to the redemption date. This number of days differs for each Northcape Fund and is detailed in the Fund Summaries section of this IM.

Valid redemption requests for Units processed at the unit registry before 3.00pm daily on any Business Day will be issued at the price calculated for the specified redemption date.

If a Unitholder requests the redemption of Units, Northcape will apply a sell spread to the Redemption Price. At Redemption Time, any unpaid and accrued management fees will be taken into account when determining the Redemption Price.

In accepting a redemption request, Northcape will assess the realised capital gains impact on the Fund for that year. For significant withdrawals, Northcape may attribute these realised capital gains to the withdrawing Unitholder, such that the tax statement provided to Unitholder attributes realised capital gains differently from the cash distributed to the withdrawing investor.

Northcape may, at its absolute discretion, compulsorily redeem any or all of the Units held by the investor without having to give any reason.

8.2. Minimum Redemption

No minimum redemption amount applies but the minimum holding of \$5,000,000 must be maintained, unless withdrawing your total investment.

8.3. Valuation of Units

Unit prices are calculated daily, based on the Current Value of each Fund divided by the number of Units on issue in each Fund. The Trust Deed allows unit prices to be adjusted for all amounts required to repay borrowings and to meet liabilities. In the case of Redemption Price, the price may be

reduced by the allowance for the estimated costs of the sale of the assets of each Fund and any contingent and accrued management fees.

8.4. Income Distribution and Re-Investment

Distributable income of each Fund will be distributed to investors in accordance with the frequency noted in the Fund Summaries section of this IM. Distributable capital gains will be distributed to investors as at the end of June.

Distributions will be available to unit holders within 30 days after the financial year end.

Distributable income and distributable capital gains will be calculated based on the number of units held by each investor at the end of the distribution period.

Investor distributions will be paid after the end of the distribution period. The Trust Deed allows the distribution frequency to be varied by Northcape without notice.

You may elect to have your distributions paid to you by electronic funds transfer by completing the relevant section of the application form. If you do not nominate how you wish to receive your income distributions, your distribution will be automatically re-invested as additional Units in the Fund. Such re-invested units will be issued at the Unit price on the last Business Day of the distribution period. No buy spread will be applied to the unit price for reinvested distributions.

Unit prices fall after the end of the distribution period to reflect the distribution entitlements. If you invest just before the end of a distribution period, you may find that you get an immediate return of some of your investment capital as income and this may, depending on your circumstances, give rise to a tax liability. Therefore, you should carefully consider the timing of your investment in this product. Similarly, if you withdraw your investment before the last day of the distribution period, you will receive your share of any accrued income as capital. We recommend you speak with a financial adviser or tax adviser to determine your own situation.

A distribution statement will be dispatched to all Unitholders detailing the taxable income and available credits, as soon as possible after the year end.

8.5. Reporting

As an investor in a Fund you will receive regular reports, including:

- a monthly transaction and holding statement;
- an income distribution statement after each distribution;
- an annual taxation statement;
- an annual audited financial statement of the Fund; and
- a transaction statement each time you make an investment or redemption.

8.6. Taxation

The following summary is for Australian tax residents investing in a Fund and is of a general nature only. The tax laws are subject to continual change and the tax consequences of investing in a Fund differ between Unitholders. The following is neither exhaustive nor definitive and all investors should satisfy themselves as to their possible tax consequences, by consulting their own professional tax advisers.

It is our intention to distribute all net taxable income (including net capital gains) earned by each Fund. Therefore under current Australian tax legislation, the Trust should not be liable for income tax.

The net income from your investment, whether paid to you or re-invested in additional Units, is to be included as assessable income for tax purposes. Any net income earned in a financial year (regardless of when it is received or re-invested) is to be included in your taxation return for that same year. The redemption of Units will constitute a disposal for tax purposes. Generally, profits arising from the disposed Units will be assessable as capital gains where these Units were acquired for investment purposes.

At the end of each Fund's tax year, you will be sent a statement of the details of your assessable income, capital gains, tax credits and any other relevant information to include in your tax return.

New Tax Regime for Managed Investment Trusts

Where the Fund has made an election to be an Attribution Managed Investment Trust ("AMIT") the Unitholders will be subject to tax on the income of the Fund that is attributed to them under the AMIT rules each year ending 30 June.

Unitholders are assessed on their share of the net income and net capital gains of the Fund that is attributed to them

under the AMIT rules. The income attributed to a Unitholder may differ from the cash being distributed. The attributed income amounts must nevertheless be included in the Unitholder's tax return. Any such differences lead to cost base adjustments for the Unitholder

Tax on Foreign Investments

Australian residents are required to include in their assessable income their share of any foreign taxes paid by each Fund. Investors will normally be entitled to a tax credit for foreign taxes paid by each Fund.

Taxation of Non-Resident Investors

Non-Australian investors will have tax withheld from distributions of Australian sourced income as the rate prescribed by the Australian Taxation Office. The amounts to be withheld will depend on the type of income and whether or not your country of residence has an exchange of information arrangement with Australia. You may be subject to the tax laws in your country of residence but may be entitled to credits for tax deducted in Australia.

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

The application form included in this Information Memorandum provides for submitting your TFN or ABN. You are not obliged to provide us with your TFN, however if you do not, there is a requirement to take resident investment withholding tax out of your income (at the highest margin rate plus Medicare levy).

Goods and Services Tax (GST)

Each Fund is registered for GST. The issue or redemption of Units in each Fund and receipt of distributions will be GST free.

All fees quoted within this Information Memorandum are exclusive of GST. GST will be charged on each of the fees, charges and costs incurred by each Fund. The charge will be deducted from the assets of each Fund and each Fund will, in many cases, receive a credit from the Australian Tax Office of between 55% and 75% of the GST amount paid. The impact of GST payments and credits will be reflected in the Unit price of each Fund.

8.7. Custodian and Administrator

BNP Paribas Securities Services has been appointed as the custodian and administrator for the Funds.

BNP Paribas Securities Services' role as custodian is limited to holding assets of the Funds. As administrator, BNP Paribas Securities Services is responsible for the day to day administration of the Funds. BNP Paribas Securities Services has no supervisory role in relation to the operation of the Funds and has no liability or responsibility to you for any act done or omission made in accordance with the Master Custody and Administration Agreement dated 13 January 2016.

BNP Paribas Securities Services was not involved in preparing, nor take any responsibility for this Information Memorandum and BNP Paribas Securities Services makes no guarantee of the success of the Funds, nor the repayment of capital or any particular rate of capital or income return.

Northcape may appoint a new custodian during the life of this Information Memorandum and will ensure that any appointment complies with the appropriate regulatory requirements.

8.8. Trust Deed

The Trust Deed of each Fund governs your rights and obligations as a Unitholder. Unitholders are bound by provisions of the Trust Deed and by this Information Memorandum. The Trust Deeds regulate the operations of each Fund and set out rights and liabilities of Unitholders and responsibilities and duties of the custodian or the Trustee.

The Trust Deeds allow the Trustee to amend each Trust Deed and require that the Trustee promptly inform all Unitholders of any amendments that affect Unitholders' rights.

8.9. Changes to the Investment Approach

Subject to the Trust Deeds and Northcape's discretion, the investment approach for the Funds may be changed from time to time, but reasonable notice will be given to you if our approach is to materially change.

8.10. Complaints

If you have any queries or complaints please contact us. We will acknowledge your query or complaint in writing within 14 days (if it was not resolved during an initial telephone contact). We will then give proper consideration to the complaint and advise you of the outcome within 45 days after receipt of the complaint.

8.11. Register of Unit Holders

A register of Unitholders is maintained at the office of Northcape.

8.12. Further Information

The preceding information is only a summary of some of the general feature of the Funds and should be considered by investors in the context of and subject to any further information made available by Northcape.

A copy of each Fund's Trust Deed will be made available to you on request.

For further information about the Funds and their investments, please contact:

Sean Cunningham
Head of Investment Operations, Northcape Capital

9. Definitions

In this Information Memorandum:

Application Price means application price for a Unit to be invested, the Current Unit Value at that time plus any Transaction Charge and less any accrued management fees per Unit.

Assets mean all the cash, investments and other property of the Funds, including income earned by the Funds.

ASIC means the Australian Securities & Investments Commission.

Auditors means any entity engaged by Northcape to audit the Funds.

BNP Paribas Securities Services means BNP Paribas Securities Services (ARBN 149 440 291).

Business Day means the day, other than a Saturday or Sunday, on which banks are open for general banking business in Sydney.

Current Unit Value means:

- a. for the first issue of Units, \$1.00; and
- b. otherwise, the amount calculated by dividing the Current Value of each Fund by the number of Units on issue.

Current Value means at the date such value is required to be ascertained, the aggregate sum of the value of each Asset calculated in accordance with the Accounting Standards less all amounts required to repay borrowings and to meet liabilities (including the amount of any provision for actual or contingent liabilities Northcape determines should be made, excluding any accrual liability or contingent liability in respect of any management fee referred to in this Deed and excluding any actual or contingent liability to Unitholders in their capacity as Unitholders).

Custodian & Administrator means any entity engaged by Northcape to perform custody and administration services for the Funds.

Derivatives mean:

- swaps
- exchange traded futures;
- exchange traded options; and
- exchange traded warrants.

Fund means any of the Northcape trusts described in this Information Memorandum.

Information Memorandum means this Information Memorandum as modified or varied by any supplementary information memorandum issued by Northcape from time to time.

Offer means the issue of Units under this Information Memorandum.

Parties means Northcape or any of the recipient's respective directors, officers, employees, agents, representatives, and advisers.

Quarter means each of the 3 month periods ending 31 March, 30 June, 30 September and 31 December.

Redemption Price means redemption price for a Unit to be redeemed daily, the Current Unit Value at that time less any Transaction Charge and accrued management fees per Unit.

Redemption Time means the time when units are redeemed.

Terms means the terms and conditions of the Offer.

Transaction Charge means:

- a. when calculating the Application Price, Northcape's reasonable estimate of the total costs of acquiring the Assets up to a maximum of 50 basis points (0.5%) of aggregate Current Unit Value of all Units being issued; or
- b. when calculating the Redemption Price, Northcape's reasonable estimate of the total cost of selling the Assets up to a maximum of 50 basis points (0.5%) of aggregate Current Unit Value of all Units being redeemed.

Northcape's estimate of total costs must be either:

- a. a reasonable estimate of the average amount of costs incurred by Northcape in the previous 6 months (which, at the time it is applied to a calculation, Northcape has no reason to believe is not an accurate estimate of current costs); or

- b. an estimate of the actual amount of costs; which, in either case, is appropriate to factor into the Application Price or the Redemption Price to avoid an adverse impact on other Unitholders due to the acquisition or disposal of Assets carried out because of the issue or redemption of Units.

Trust Deed means the unit trust deed between Northcape and Unitholders governing each Northcape Fund.

Trustee means Northcape.

Unit Registry means any entity engaged by Northcape to carry out unit registry services for the Funds.

Unitholder means a holder of Units from time to time.

Units means the Units in each Fund offered under this Information Memorandum.

US citizen or resident of the US for tax purposes includes:

- anyone born in the US who hasn't renounced their US citizenship
- A US citizen, including persons with dual or multiple citizenships
- US lawful permanent residents, e.g. green card holders

The applicant should seek specialist tax advice if they are uncertain of their US tax status.

Wholesale Client has the same meaning given to that term in the Corporations Act 2001.