

# Watermark Absolute Return Fund

## Product Disclosure Statement

ARSN 631 094 534  
APIR ETL8732AU  
Issue Date 8 March 2019

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This is the Product Disclosure Statement ("PDS") for the Watermark Absolute Return Fund (ARSN 631 094 534) (the 'Fund') and was issued on 8 March 2019. This PDS has been prepared and issued by Equity Trustees Limited (ABN 46 004 031 298 AFSL 240975) in its capacity as the Responsible Entity of the Fund (referred to throughout this PDS as the "Responsible Entity", "Equity Trustees", "us" or "we"). The investment manager of the Fund is Watermark Funds Management Pty Ltd and is referred to throughout this PDS as 'Watermark' or 'Investment Manager'. The Administrator of the Fund is Link Fund Solutions Pty Limited (ABN 44 114 914 215 AFSL 295142) and is referred to throughout this PDS as 'Link Fund Solutions' or 'the Administrator'.

The Responsible Entity has authorised the use of this PDS as disclosure to investors and prospective investors who invest directly in the Fund, as well as investors and prospective investors of an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme ("IDPS"). This PDS is available for use by persons applying for units through an IDPS ("Indirect Investors").

The operator of an IDPS is referred to in this PDS as the "IDPS Operator" and the disclosure document for an IDPS is referred to as the "IDPS Guide". If you invest through an IDPS, your rights and liabilities will be governed by the terms and conditions of the IDPS Guide. Indirect Investors should carefully read the IDPS Guide before investing in the Fund. Indirect Investors should note that they are directing the IDPS Operator to arrange for their money to be invested in the Fund on their behalf. Indirect Investors do not become unitholders in the Fund or have the rights of unitholders. The IDPS Operator becomes the unitholder in the Fund and acquires these rights. The IDPS Operator can exercise or decline to exercise the rights on an Indirect Investor's behalf according to the arrangement governing the IDPS. Indirect Investors should refer to their IDPS Guide for information relating to their rights and responsibilities as an Indirect Investor, including information on any fees and charges applicable to their investment. Information regarding how Indirect Investors can apply for units in the Fund (including an Application Form where applicable) will also be contained in the IDPS Guide. Equity Trustees accepts no responsibility for IDPS Operators or any failure by an IDPS Operator to provide Indirect Investors with a current version of this PDS as provided by Equity Trustees or to withdraw the PDS from circulation if required by Equity Trustees.

Please ask your adviser if you have any questions about investing in the Fund (either directly or indirectly through an IDPS).

This PDS is prepared for your general information only. It is not intended to be a recommendation by the Responsible Entity, Investment Manager or any associate, employee, agent or officer of the Responsible Entity, Investment Manager or any other person to invest in the Fund. This PDS does not take into account the investment objectives, financial situation or needs of any particular investor. You should not base your decision to invest in the Fund solely on the information in this PDS. You should consider the suitability of an investment in the Fund in view of your personal financial circumstances, investment objectives and needs. You may want to seek advice before making an investment decision.

Equity Trustees, the Investment Manager, and each of their respective employees, associates, agents and officers do not 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. An investment in the Fund does not represent a deposit with or a liability of Equity Trustees, the Investment Manager, or any of their associates. An investment is subject to investment risk, including possible delays in repayment and loss of income or

capital invested. Units in the Fund are offered and issued by the Responsible Entity on the terms and conditions described in this PDS. You should read this PDS in its entirety.

The offer made in this PDS is available only to persons receiving this PDS in Australia or New Zealand (electronically or otherwise). If you received this PDS electronically we will provide a paper copy free upon request during the life of this PDS. The PDS is available on [www.eqt.com.au/insto](http://www.eqt.com.au/insto) or you can request a copy free of charge by calling Equity Trustees on +613 8623 5000.

The forward looking statements included in this PDS 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, Equity Trustees, the Investment Manager and each of their respective officers, employees, agents and associates. Actual future events may vary materially from the forward looking statements and the assumptions on which those statements are based. Given these uncertainties, you are cautioned to not place undue reliance on such forward looking statements.

In particular, in considering whether to invest in the Fund, you should consider the risk factors that could affect the financial performance of the Fund. The key risk factors affecting the Fund are summarised in section 6.

Unless otherwise stated, all fees quoted in the PDS are inclusive of Goods and Services Tax ('GST') after allowing for an estimate for Reduced Input Tax Credits ('RITCs'), and all amounts are in Australian dollars.

Information in this PDS that is not materially adverse is subject to change from time to time. We may update this information. You can obtain any updated information:

- by calling Watermark on +61 2 9252 0225; or
- by visiting Watermark website at [www.wfunds.com.au](http://www.wfunds.com.au).

A paper copy of the updated information will be provided free of charge on request.

## New Zealand investors warning statement

(a) This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of the Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

(b) This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

(c) There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

(d) The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

(e) Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

(f) The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

(g) If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

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

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

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

## 1. Fund at a glance

	Summary	For further information
Name of the Fund	Watermark Absolute Return Fund	Section 5
ARSN	631 094 534	Section 5
APIR	ETL8732AU	Section 5
Investment objective	The Fund aims to deliver positive absolute returns in excess of the benchmark, with a focus on capital preservation.	Section 5
Investment strategy and investments held	The Fund is an actively managed long/short equity strategy, focused on companies listed on the Australian Securities Exchange (ASX).	Section 5
Benchmark	RBA cash rate	
The type(s) of investors for whom the Fund would be suitable	Investors who are looking for capital growth and income while hedging equity market risk. The risk level of the Fund would be considered medium.	Section 5
Recommended investment timeframe	At least 5 to 7 years. The minimum suggested investment timeframe for the Fund is 5 years. We recommend that you consider, with your financial adviser, the suggested investment period for the Fund in relation to your own financial circumstances. You should review this regularly to ensure that the Fund continues to meet your investment needs.	
Minimum initial investment	\$50,000	Section 7
Minimum additional investment	\$5,000	Section 7
Minimum withdrawal amount	\$5,000	Section 7
Cut off time for applications	2:00pm (Australian Eastern Standard Time) on any Business Day.	Section 7
Cut off time for withdrawals	2:00pm (Australian Eastern Standard Time) on any Business Day.	Section 7
Valuation of the Fund's assets	The Fund's assets are normally determined monthly.	Section 7
Applications	Accepted on the last day of each month.	Section 7
Withdrawals	Accepted on the last Business Day of each month. Withdrawal requests are generally processed and paid within 21 Business Days of acceptance of a withdrawal request although a longer period of time is permitted under the Constitution.	Section 7
Income distribution	Determined semi-annually at the end of June and at the end of December and normally paid to investors within 14 days of the period end. You may elect to have your distribution reinvested or directly credited to an account in your name held at a branch of an Australian domiciled bank	Section 7
Management costs	1.00% p.a. of the NAV	Section 9
Entry fee/ exit fee	None	Section 9
Performance fee	20.5% p.a. (including GST net of RITC) of the increase in NAV which exceeds the benchmark, subject to a high-watermark.	Section 9

## 2. ASIC Benchmarks

The Fund is a 'hedge fund' for the purposes of Australian Securities and Investments Commission (ASIC) Regulatory Guide 240. The following table sets out a summary of the disclosure ASIC requires for hedge funds, the key features of the Fund and a guide to where more detailed information can be found in this PDS. A copy of ASIC Regulatory Guide 240 dated October 2013 (as may be amended, supplemented or replaced from time to time) is available from [www.asic.gov.au](http://www.asic.gov.au).

The information summarised in this table and explained in detail in the identified section reference is intended to assist investors with analysing the risks of investing in the Fund. Investors should consider this information together with the detailed explanation of various benchmarks and principles referenced throughout this PDS and the key risks of investing in the Fund highlighted in section 6 of this PDS.

ASIC Benchmark	Is the benchmark satisfied?	Summary	For further information
Valuation of assets			
This benchmark addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider.	Yes	<p>Equity Trustees has appointed an independent administrator, Link Fund Solutions, to provide administration services for the Fund, including valuation services.</p> <p>The Fund satisfies Benchmark 1 by having its non-exchange traded assets independently valued by the Administrator in accordance with its pricing policy.</p> <p>Over-the-counter ("OTC") Derivatives are generally valued by reference to the counterparty settlement price which is based upon broad financial market indices.</p>	Section 5
Periodic reporting			
This benchmark addresses whether the responsible entity of the Fund will provide periodic disclosure of certain key information specified by ASIC on an annual and monthly basis.	Yes	The Responsible Entity will provide periodic disclosure of certain key information on an annual and monthly basis.	Section 8

### 3. Disclosure Principles

	Summary	Section (for further information)
<i>Investment strategy</i>	<p>The Fund's investment strategy is a Long/Short (variable beta) equity strategy and seeks to provide positive absolute returns, in excess of the benchmark, with a focus on capital preservation.</p> <p>Watermark conducts detailed, fundamental analysis of companies listed on the Australian Securities Exchange (ASX) and industries within which they operate, seeking to identify mispriced securities. The Fund may hold Long or Short positions to profit from these mispricing opportunities.</p> <p>In addition, Watermark will use short selling and Derivatives to adjust the Fund's net exposure to the share market.</p> <p>The specific risks of investing in the Fund are described in Section 6.</p>	Section 5
<i>Investment manager</i>	<p>Equity Trustees Limited, as Responsible Entity of the Fund, has appointed Watermark Funds Management Pty Ltd as the Investment Manager of the Fund. Established in 2003 by Justin Braitling, who has over 26 years' experience managing portfolios of Australian and international shares, Watermark comprises a team of dedicated and experienced investment professionals based in Sydney.</p> <p>Under the Investment Management Agreement between Watermark and Equity Trustees, Equity Trustees can terminate Watermark's appointment where Watermark becomes insolvent, materially breaches the agreement, ceases to carry on its business or in certain other circumstances. In the event that Equity Trustees terminates the Investment Management Agreement following one of these events, Watermark's appointment would cease upon any termination date specified in the notice, and Watermark would be entitled to receive fees in accordance with the agreement until the effective date of termination.</p>	Section 4
<i>Fund Structure</i>	<p>The Fund is an unlisted Australian unit trust registered under the Corporations Act as a managed investment scheme.</p> <p>The responsible entity of the Fund is Equity Trustees Limited. Equity Trustees Limited may appoint service providers to assist in the ongoing operation, management and administration of the Fund.</p> <p>The key service providers to the Fund are:</p> <ul style="list-style-type: none"> <li>• Watermark Funds Management Pty Ltd, the investment manager of the Fund;</li> <li>• Link Fund Solutions Pty Limited, the administrator of the assets of the Fund;</li> <li>• Morgan Stanley &amp; Co. International plc and UBS AG are the prime brokers of the Fund; and</li> <li>• Morgan Stanley &amp; Co International plc and UBS Nominees Pty Limited (a sub-custodian appointed by UBS AG) are the custodians of the assets of the Fund.</li> </ul> <p>See Section 5.3 for further information on other key service providers, Equity Trustees' role in monitoring the performance of service providers and a diagram of the flow of funds through the Fund.</p>	Section 5.3
<i>Valuation, location and custody of assets</i>	<p>Link Fund Solutions Pty Limited is the administrator of the Fund and provides administrative, accounting and transfer agency services. The Administrator is responsible for calculating the Fund's NAV.</p> <p>Morgan Stanley &amp; Co International plc and UBS Nominees Pty Limited (a sub-custodian appointed by UBS AG) are the custodians and provides custodial services.</p> <p>See Section 5.4 for further information on the custodial arrangements and the geographical location of the Fund's assets.</p>	Section 5.4
<i>Liquidity</i>	<p>The Fund invests predominantly in liquid assets and is expected to be liquid for the purposes of the Corporations Act.</p>	Section 5.5

	Summary	Section (for further information)
<i>Leverage</i>	<p>The Fund does not intend to borrow funds for investment. Rather, leverage is created as the proceeds from short selling borrowed securities are reinvested in the Long portfolio. Leverage in the form of short selling is used to hedge the market risk of the Long portfolio.</p> <p>The Fund's expected level of leverage is measured by the sum of the gross exposure levels of its Long and Short portfolios. At its maximum level (which Watermark has never reached in respect of any of the companies or funds it manages), for every \$1 of investors' capital, the Fund may invest \$2 in Long positions and \$2 in Short positions. Historically, Watermark has maintained an average gross exposure in respect of any of the companies or funds it manages of between 150-300%.</p>	Section 5.6
<i>Derivatives</i>	<p>Watermark does not expect to employ the use of Derivatives as part of the Fund's investment strategy. However, the Fund may invest in financial Derivatives from time to time to Hedge physical positions, gain market exposure to underlying securities or for portfolio management purposes.</p> <p>The types of Derivatives that may be used from time to time and the allocation ranges for both Derivatives and the Fund's other asset classes are set out in Section 5.2.</p> <p>All of the Fund's Derivatives counterparties must have, in Watermark's reasonable opinion, sufficient expertise and experience in trading such financial instruments.</p>	Section 5.8
<i>Short selling</i>	<p>Short selling is undertaken by the Fund as part of the investment strategy, to generate positive absolute returns and to hedge market risks. The Fund engages in Short selling by borrowing securities from the Prime Broker and selling those securities on the market, in the expectation that their price will fall. By re-purchasing the securities at a lower price and returning them to the Prime Broker, the Fund generates a profit.</p> <p>Shorts are also a hedge for the Fund's Long positions whereby, if there is a major set-back, for the share market, losses on Long positions are offset by gains on Short positions.</p> <p>Short sales can involve greater risk than buying a security. The risks associated with short selling and the ways in which Watermark will seek to mitigate those risks are set out in Section 5.7.</p>	Section 5.7
<i>Withdrawals</i>	<p>Monthly.</p> <p>Withdrawal requests must be received by 2pm on any Business Day in order to receive the month's unit price.</p> <p>See Section 7 for more information on making a withdrawal.</p>	Section 5

## 4. Who is Managing the Fund?

### The Responsible Entity

#### Equity Trustees Limited

Equity Trustees Limited ABN 46 004 031 298 AFSL 240975, a subsidiary of EQT Holdings Limited ABN 22 607 797 615, which is a public company listed on the Australian Securities Exchange (ASX: EQT), is the Fund's responsible entity and issuer of this PDS. Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, today Equity Trustees is a dynamic financial services institution which continues to grow the breadth and quality of products and services on offer.

Equity Trustees' responsibilities and obligations as the Fund's responsible entity are governed by the Fund's constitution ("Constitution"), the Corporations Act and general trust law. Equity Trustees has appointed Watermark as the investment manager of the Fund. Equity Trustees has appointed a custodian to hold the assets of the Fund. The custodian has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests.

### The Investment Manager

#### Watermark Funds Management Pty Ltd

Watermark is an active, high conviction investor in Australian public companies. As an absolute return investor, Watermark offers an alternative to traditional institutional funds.

Established in 2003 by Justin Braitling, Watermark comprises a team of dedicated and experienced investment professionals based in Sydney.

Watermark conducts detailed fundamental analysis of Australian companies, seeking opportunities to invest in businesses with sound economics on occasions when they are undervalued by the share market. By constructing a portfolio of shares in these companies, Watermark seeks to deliver superior returns to investors over time.

Watermark's primary goal is the identification of mispriced shares - Watermark looks to buy the shares of good companies at an attractive price. In addition to this, opportunities exist to sell (short) the shares of businesses that are fundamentally challenged when Watermark believes these shares are overvalued.

Watermark seeks to take advantage of such opportunities, allowing investors to profit from the mispricing of shares in all segments of the market, not just from buying undervalued shares but from selling (short) overvalued shares as well.

This differentiates Watermark to traditional managers who invest on a long term "buy and hold" basis, a strategy that is more dependent on a rising share market.

Alternative investment strategies employed by Watermark are more active in seeking to profit from the mispricing of shares and are less reliant on share market appreciation. Watermark's investment process provides greater flexibility in managing market risk through the cycle as 'shorts' are a natural hedge for the Fund's investments when share markets fall.

The key individuals who will manage the Fund are listed below. Each of the listed investment professionals will devote a substantial proportion of their time executing the Fund's investment strategy.

#### *Justin Braitling - CIO*

Justin has over 26 years' experience investing in Australian and international securities. Prior to establishing Watermark in 2003, Justin spent 10 years as an investment analyst and portfolio manager with the successful equities team at Bankers Trust.

#### *Tom Richardson - Sector Head*

Tom is responsible for coverage of Basic Industries and Industrials. He joined Watermark in December 2009. Prior to this, Tom began his career as an Investment Analyst with Renaissance Asset Management in 2006. Tom holds a Bachelor of Aerospace Engineering from the University of Sydney and is a CFA Charterholder.

#### *Daniel Broeren - Sector Head*

Daniel covers the Consumer, Retail, Gaming and Leisure sectors. He joined Watermark in October 2018. Prior to this, he was a Portfolio Manager at Invesco Australia, with responsibility for the Invesco Small Companies Fund. Daniel has over 13 years' experience in financial markets, including 5 years as Head of Consumer Research at RBS (CIMB). Daniel has a Masters Degree in Accounting and Applied Finance and a Bachelors Degree in Engineering from RMIT University.

#### *Harry Dudley - Sector Head*

Harry joined Watermark in November 2018. Prior to this, he was an Equity Analyst with Macquarie Equities, focusing on Australian banks. Harry began his investing career in 2013 with IFM Investors in the role of Credit Analyst, before moving to a Research Analyst role with Evans & Partners. Harry holds a Bachelor of Commerce, is a CFA Charterholder and is a Member of the Institute of Chartered Accountants Australia.

#### *Gaston Amoros - Sector Head*

Gaston is responsible for the coverage of the Telecom/Media/Technology and Healthcare sectors. He joined Watermark in September 2018. Prior to this, he spent 4 years as a Senior Investment Manager with the Abu Dhabi Investment Authority. Gaston has over 13 years' experience working across public and private capital markets and has held Investment Analyst roles with Benros Capital, TPG and Morgan Stanley. Gaston holds a Bachelor's Degree in Economics from the Universidad Catolica (Argentina) and a Masters in Finance.

### The Administrator

#### Link Fund Solutions Pty Limited

The Responsible Entity has appointed Link Fund Solutions Pty Limited to act as administrator for the Fund. In this capacity, the Administrator performs all general administrative tasks for the Fund, including keeping financial books and records and calculating the Net Asset Value of the Fund.

The Responsible Entity has entered into an administration agreement with the Administrator, which governs the services that will be provided by the Administrator.

The Investment Manager may at any time, in consultation with the Responsible Entity, select any other administrator to serve as administrator to the Fund.

### The Prime Brokers and Custodians

#### Morgan Stanley & Co International plc and UBS AG

The Responsible Entity has appointed Morgan Stanley & Co International plc as custodian and prime broker of the Fund and appointed UBS AG as prime broker and UBS Nominees Pty Limited (appointed by UBS AG) as custodian of the Fund. The custodians' role is limited to holding the assets of the Fund as agent of Equity Trustees. The custodian does not make investment decisions in respect of the assets, has no supervisory role in relation to the operations of the Fund and has no liability or responsibility to investors.



## 5. How the Fund Invests

### 5.1 Investment objective

The Fund will aim to deliver positive absolute returns in excess of the benchmark, with a focus on capital preservation.

### 5.2 Investment strategy

#### What is a Long/Short (Variable Beta) Equity Fund?

A Long/Short (variable beta) fund seeks opportunities to take positions (either Long or Short) in mispriced securities, while taking advantage of the natural hedge between the Long and Short Portfolios. The Fund may hold cash and Watermark may use Derivatives or other financial instruments, to adjust the Fund's net exposure to the security market, which will vary according to Watermark's view on the outlook for the securities market and the value on offer.

In order to achieve the investment objective, Watermark conducts detailed, fundamental research on companies listed on the ASX, and the industries within which they operate. This analysis seeks to identify mispriced securities with the potential to provide attractive, risk-adjusted returns. Watermark constructs both a Long and Short Portfolio, comprising its best fundamental investment ideas, broadly diversified across sectors and market capitalisation segments.

Separately, Watermark uses top down analysis of economies and asset markets to identify longer-term trends in order to adjust the Fund's net exposure to the security market. In simple terms, when Watermark believes there are elevated risks in security markets it will increase the amount of Hedging in place to reduce the Fund's net exposure. Conversely, if Watermark believes there is compelling value on offer in the security market, or where the outlook for securities is buoyant, it can increase the Fund's net exposure to take advantage of this.

Typical Portfolio settings for the Fund are outlined later in Section 5.

#### Investment Philosophy

Watermark believes successful investing requires the following skills:

- an ability to evaluate the true worth of a business and the management charged with running it;
- an understanding of how and why securities come to be mispriced; and
- an appreciation of the risks that can undermine the investment case.

Employing these skills, the best investment opportunities arise when securities in strong, well-managed businesses can be purchased on attractive terms. These businesses typically have the following characteristics:

- a history of superior returns through the economic cycle;
- management with a track record of creating and distributing value to security holders; and
- the capacity to grow.

Consistent with these same principles, in selecting securities to Short sell Watermark will sell the securities of businesses with weak fundamentals on occasions when Watermark believes they are overvalued. In populating the Long Portfolio with strong businesses which are undervalued and the Short Portfolio with

weak businesses that are overvalued, the value of the combined Portfolio should appreciate over time.

Watermark believes Investors can benefit from Long/Short investing in three key ways:

- they access a further source of potential returns through mispriced shorts;
- they access an attractive source of additional funds, in the form of Short proceeds; and
- they benefit from the natural Hedge in the structure, whereby the impacts of exogenous forces on the security market are mitigated.

These benefits are designed to allow Watermark to take full advantage of mispricing opportunities across the value spectrum while retaining less market risk.

#### Investment Process

Watermark conducts detailed fundamental analysis of Australian industries, seeking opportunities to profit from the mispricing of listed securities. A summary of the investment process for the Fund is set out below.

##### *Security selection – Long Portfolio*

Investment ideas come from monitoring economic and industry trends as well as extensive contact with company management and industry sources. Once identified, investment opportunities are screened by Watermark to ensure they are of an investment grade. A full qualitative assessment of the proposed investment is completed to establish whether the business is of a suitable quality and attractively priced.

##### *Qualitative review*

Once a suitable investment opportunity has been identified, a full review of financial performance will be completed. This is usually followed by a meeting with management to further develop an understanding of the business and the management philosophy.

Where possible, representatives of Watermark will also meet with suppliers, regulators, competitors and customers to gauge the competitive environment. An overall qualitative scorecard is compiled for each security. A ranking of investment ideas by score along with conviction will determine security weightings in the final Portfolio construction.

##### *Security Selection – Short Portfolio*

Short selling is an important part of Watermark's strategy. Watermark employs a similar security selection process to that outlined above, but is looking for the opposite. Watermark believes the best "shorting" opportunities are found in businesses with weak fundamentals where those securities can be sold for more than they are worth. When targeting securities to borrow and sell (Short) for the Portfolio, Watermark will seek to identify entities with:

- a history of inferior returns;
- management with a poor track record;
- businesses operating in highly competitive industries that are struggling to grow; and
- securities that are expensive on a range of valuation measures.

## Portfolio Construction

The Fund will have two portfolios; a Long Portfolio and a Short Portfolio. The weighting of individual positions in each Portfolio will be loosely correlated with each security's qualitative scorecard and the level of conviction around the individual investment case.

Watermark will construct the Portfolio for the Fund utilising its best individual investment ideas, with the highest conviction, while retaining a bias in favour of good, well-managed businesses to buy (Long), and weaker businesses to sell (Short).

Watermark will also look to construct well diversified Portfolio across sectors and industries and will typically hold between 40-80 positions in each of the Long and Short portfolios.

The Fund will predominantly hold securities listed on the ASX however, it may also hold up to 20% of its gross exposure in international securities, in sectors such as mining and resources where Watermark has industry expertise. Where Watermark invests in international securities, it will aim to broadly manage the Fund's exposure to currency movements by balancing Long and Short exposures in foreign currencies.

The Fund's uninvested capital will be retained in cash or cash equivalents with the Prime Broker or an Australian bank. The Fund may hold instruments other than cash such as hybrid equity, debt or fixed interest securities although it has not done so in the Fund's history.

The table below sets out the investment guidelines for the Fund.

Asset Class	Allocation range
Securities listed on the ASX	Up to 400% of the Fund's capital but typically between 150-300%
Securities listed on any other licensed securities market with regulation and disclosure requirements comparable to the ASX	Up to but typically less than, 20% of the value of each of the long and short portfolios
Listed warrants and options	Up to 200% of the Fund's capital but typically zero
Bills of exchange, promissory notes or other negotiable instruments accepted, drawn or endorsed by any bank, Australian governments or corporations of at least an investment grade credit rating	Up to 100% of the Fund's capital but typically zero
Cash or cash equivalents	Up to 110% of the Fund's capital
Debentures, unsecured notes and bonds of a corporation or government of at least an investment grade credit rating	Up to 150% of the Fund's capital but typically zero
Units or interests in cash management trusts	Up to 110% of the Fund's capital
Any other financial products which Watermark may use in the management of the Fund's portfolio in accordance with its Australian financial services licence	Up to 200% of the Fund's capital but typically zero
Exchange traded derivatives, such as Share Price Index Futures	Up to 100% of the Fund's capital but typically zero
OTC derivatives, such as Interest Rate or Foreign Exchange Swaps	Up to 50% of the Fund's Capital but typically zero

## Risk management

### Risk philosophy

Risk management sits at the heart of the investment process, playing both a defensive role in helping Watermark avoid losses in a leveraged structure as well as an offensive role in identifying Shorts where risks are often mispriced.

Whilst many investment managers view risk in the context of underperforming the share market, Watermark considers risk as the prospect of capital loss. Watermark believes that capital loss is best avoided by investing in the shares of well managed companies with sound economics when they are undervalued by the share market. By constructing a Portfolio of these shares Watermark seeks to maximise the 'embedded value' of the Fund's assets, thus minimising the prospect of loss. As Short Positions are a liability on the Fund's balance sheet, the principles are the same but in reverse. Watermark seeks to minimise the value of the liability by selling weaker businesses on occasions when they are overvalued.

Watermark considers risk from both a bottom-up and top-down perspective. The bottom-up analysis employs a proprietary risk scoring methodology and considers risk at a security level while the top-down assessment considers risk at a Portfolio level.

### Risk factors

**Concentration risk:** Watermark's goal is to have well diversified Long and Short Portfolios populated with a broad range of investment ideas. The Fund will typically have between 40-80 Positions in each of its Long and Short Portfolios. Sizes of individual Positions are monitored closely based on market capitalisation and liquidity measures to avoid concentration risk.

**Sector bias:** A key source of risk in a Long/Short Portfolio is sector bias between Portfolios. It is essential that both Long and Short Portfolios contain shares taken from a broad distribution of sectors.

Watermark's company research database is segmented into four large sector groups: financials; defensives; cyclical and resources. Each of these sectors can be further defined into industries with similar dynamics. In total there are twenty seven industry groups making up these four sectors. Watermark intends to construct Long and Short Portfolio with a broad representation of industries across these sectors. The gross exposure to individual sectors and the net sector weights will be monitored on an ongoing basis.

**Size bias:** The Portfolio will be constructed across the full size-spectrum. Watermark categorises the securities market by company size (larger companies, smaller companies and micro-cap companies). The Fund is expected to hold between 40-70% of its gross exposure in the shares of the 100 largest

companies listed on the ASX, with the balance in smaller companies. Watermark will aim to have a balance in terms of Long/Short exposures to large and small companies, to ensure there is no material size bias in the overall portfolio structure.

**Factor bias:** Factor risks are reviewed separately. Growth, value, volatility, beta, currency and other factor biases are considered.

**Risk monitoring**

Watermark maintains a proprietary scoring system to ensure Portfolios are built around the best individual investment ideas with the highest conviction, while retaining a bias in favour of strong, well-managed companies to buy (Long), and weaker businesses to sell (Short). The scoring system incorporates business quality, management quality, valuation and risk.

The risk score incorporates a number of qualitative and quantitative elements including financial leverage, earnings visibility, business transparency and earnings quality.

**Leverage and Short Positions**

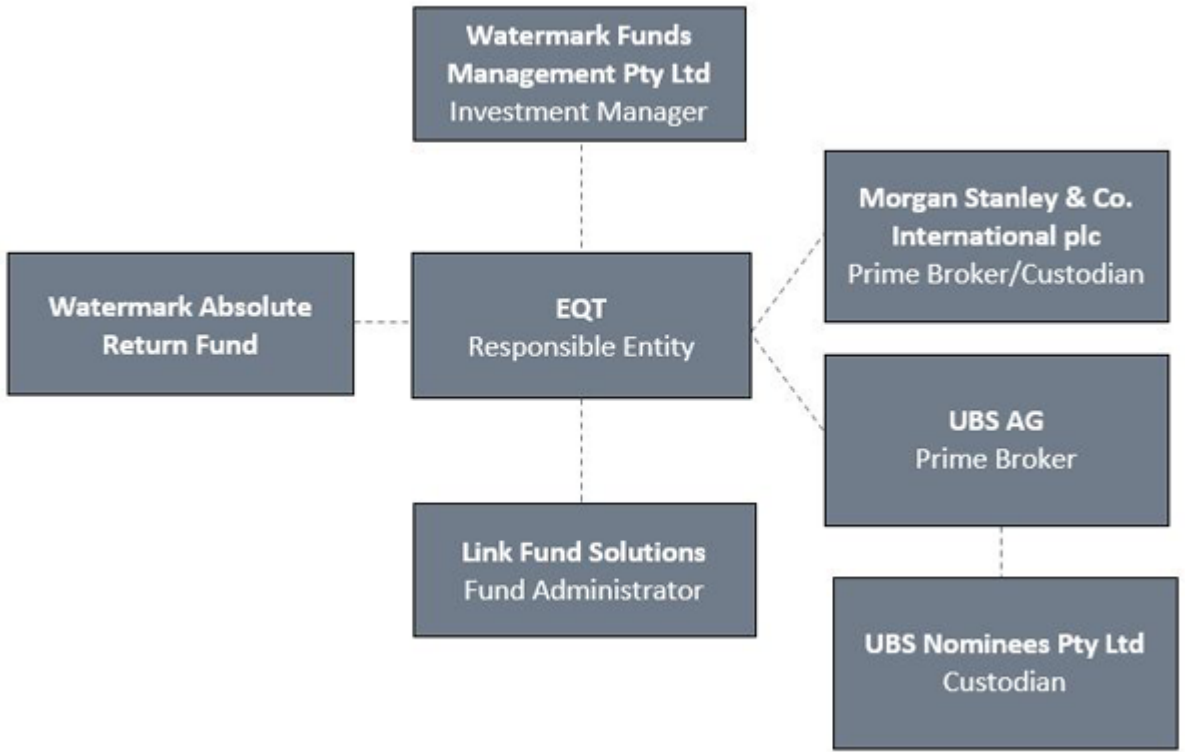
Leverage in the form of Short selling will be used to minimise market risk in the Portfolio. Watermark does not intend to borrow funds for investment.

5.3 Fund Structure

Investment structure

The Fund is an unlisted registered managed investment scheme. In general, each unit in the Fund represents an individual's interest in the assets as a whole subject to liabilities; however it does not give the investor an interest in any particular asset of the Fund. The Responsible Entity is responsible for the operation of the Fund.

The diagram set out below shows the Fund's structure and the entities involved in the Fund's structure, all of whom are located in Australia.



Service providers

As at the date of this PDS, the service providers to the Fund are:

**Investment Manager:** Watermark Funds Management Pty Ltd is responsible for managing the investments of the Fund. For further details on Watermark's role please refer to Section 4.

**Custodians:** UBS Nominees Pty Ltd (a sub-custodian appointed by UBS AG) and Morgan Stanley & Co. International plc holds the assets of the Fund on behalf of the Responsible Entity.

Leverage through Short selling can magnify gains in the Portfolio but will also magnify losses. With a view to managing this risk, total market exposure or gross exposure (the sum of the Long and Short Positions combined as a percentage of unit holders' capital) will not exceed 400% and will typically fall within a range of 150-300%.

**Counterparty risk**

Watermark will seek to minimise counterparty risk to which the Fund is exposed via its prime broking and banking arrangements. Withdrawing cash from the Prime Broker after taking account of margin and collateral requirements and placing funds in term deposits with an Australian bank, Watermark reduces the Fund's exposure to the risks associated with the Prime Broker becoming insolvent.

**Administrator:** Link Fund Solutions Pty Limited provides fund accounting and valuation of the Fund's assets to the Responsible Entity in connection with the Fund.

**Prime Brokers:** Morgan Stanley & Co. International plc and UBS AG provide prime brokerage services for the Fund.

The service providers engaged by the Responsible Entity may change without notice to investors. Risks relating to the use of third party service providers are outlined in Section 6.

The Responsible Entity has entered into service agreements with the service providers and will, with the assistance of Watermark, regularly monitor the performance of the service providers against service standards set out in the relevant agreements.

#### 5.4 Valuation, location and custody of assets

UBS Nominees Pty Limited and Morgan Stanley & Co. International plc will provide custody services for the assets of the Fund including documents of title or certificates evidencing title to investments, held on the books of the Prime Broker as part of its brokerage function in accordance with the terms of the customer documents. Assets held by UBS Nominees Pty Ltd and Morgan Stanley & Co. International plc as Custodian are located in Australia. The Custodian may appoint sub-custodians, including a member of the UBS Group, for such investments. Sub-custodians will be appointed to hold assets located in jurisdictions other than Australia.

Equity Trustees and Watermark do not have any policy for the geographic location of any asset.

The Fund's assets are denominated in Australian dollars, except for international securities which are denominated in the local currency of the country where the market on which the securities are listed, is located. Link Fund Solutions Pty Limited is the Administrator and is responsible for valuing the Fund's assets. The value of such assets will be determined as follows:

- The value of any cash on hand or on deposit, bills and demand notes and accounts receivable, prepaid expenses, cash dividends, interest declared or accrued and not yet received, all of which are deemed to be the full amount thereof, unless in any case the same is unlikely to be paid or received in full, in which case the value thereof is arrived at after making such discount as may be considered appropriate in such case to reflect the true value;
- Securities listed on a recognised securities exchange or dealt on any other regulated market will be valued at their latest available prices, or, in the event that there should be several such markets, on the basis of their latest available prices on the main market for the relevant security;
- The value of non-U.S. equity securities (foreign equity securities) is generally determined based upon the last sale price on the foreign exchange or market on which it is primarily traded and in the currency of that market as of the close of the appropriate exchange or, if there have been no sales during that day, at the latest bid price. The Administrator has determined that the passage of time between when the foreign exchanges or markets close and when the Fund computes its Net Asset Values could cause the value of foreign equity securities to no longer be representative or accurate, and as a result, may necessitate that such securities be fair valued. Accordingly, for foreign equity securities, the Fund may use an independent pricing service to fair value price the security as of the close of regular trading on the New York Stock Exchange. As a result, the Fund's value for a security may be different from the last sale price (or the latest bid price);
- In the event that the latest available price does not, in the opinion of the Administrator, truly reflect the fair market value of the relevant securities, the value of such securities will be defined by the Administrator based on the reasonably foreseeable sales proceeds determined prudently and in good faith

Investors are allocated units in the Fund. Each of these units represents an equal undivided interest in the Fund. The unit price of the units will be calculated by the Fund's administrator

on a monthly basis, by dividing the NAV by the total number of units on issue on that day. For subscriptions, the transaction buy spread of 0.30% referred to in Section 9 is added.

#### 5.5 Liquidity

The majority of assets which will be traded and held by the Fund are liquid. The Responsible Entity and Watermark expect that the Fund will be able to realise at least 80% of the Fund's assets, at the value ascribed to those assets in the most recent calculation of Net Asset Value, within 10 Business Days. In circumstances where certain assets held by the Fund are illiquid it may not be possible to sell these assets or to do so in sufficient time to pay withdrawals and the consequences should this occur. The sale of assets in the context of processing a withdrawal may also be impacted by counterparty risk which is discussed in further detail in section 6.

It is unlikely that Liquidity issues will result from withdrawal requests. Generally, it is Watermark's policy to ensure that the Fund remains liquid as the size of the Fund grows.

#### 5.6 Leverage

The Fund does not borrow funds for investment. Rather; leverage is created as the proceeds from Short selling borrowed securities are reinvested in the Long Portfolio. Unlike financial leverage where the liability has a fixed value, the value of the borrowed securities that have been Short sold will typically move up and down along with the value of the Long Portfolio in response to movements in the broader share market: i.e. there is a natural Hedge between assets and liabilities in this structure.

In simple terms, because the Fund's gross exposure (equalling the sum of Long and Short positions) is greater than the amount of investors' capital, leverage is created. Unlike financial leverage however, the leverage is to the security selection success of the Investment Manager only.

As an example of how leverage works in the Fund:

The Investment Manager receives \$100 of capital from investors which is placed on deposit with the Prime Broker/Custodian or with an Australian bank. The Investment Manager then Short sells securities with a value up to \$100, creating a liability on the balance sheet. The proceeds of the short sales are invested in a Long Portfolio of securities that Watermark prefers creating an asset also worth \$100. In this example, the Fund will have a gross exposure to mispriced securities of 200% of investors' capital with a net market exposure of zero.

Leverage through Short selling can magnify gains in the Portfolio but can also magnify losses. With a view to managing this risk, total market exposure or 'gross exposure' (the sum of the Long and Short positions combined as a percentage of unit holders' capital) will not exceed 400%. The level of gross exposure is a product of the number of positions held and the size of those positions. Under the Fund's investment guidelines gross exposure of the Fund will typically be between 150-300%.

#### 5.7 Short selling

A Short sale occurs when the Fund borrows a security from the Fund's Prime Broker and sells the security to a third party, generating cash proceeds. The Fund will reacquire the same security on market and return it to the lender to close the transaction. The Fund makes a profit if the price of the borrowed security declines in value in the period between the short sale of the security and when the borrowed security is reacquired. Conversely, the Fund will suffer a loss if the borrowed security increases in value during this period. While the time period for borrowing securities to short sell may not be fixed, the Prime Broker may on rare occasions recall the securities and the Fund must acquire them on-market to close the transaction. See Section 6 for more detail.

Short selling involves greater risk than buying a security, as losses can continue to grow to the extent that the price of a security rises. The risk of losses associated with the purchase of a security is generally restricted at most to the amount invested, whereas losses on a Short position can be greater than the purchased value of the security. Whilst Short selling can often reduce risk since it may offset losses on Long Positions, it is also possible for Long Positions and Short Positions to both lose money at the same time.

Watermark will seek to manage the risks associated with Short selling in a number of ways:

- by using its fundamental research process to identify stocks to sell Short, which are weaker businesses, with poor management and which are over-priced relative to the Investment Manager's assessment of their intrinsic value;
- by constructing a diversified Portfolio of Short Positions across a broad range of sectors and industries, thereby reducing the risk that Portfolio returns will be dependent on the performance of an individual stock, sector or industry;
- by managing the size of the Fund's short Positions, also ensuring that individual Positions do not account for an unacceptable amount of risk in the short Portfolio; and
- by limiting cash retained by the Prime Broker in accordance with margin/collateral requirements. Cash withdrawn from the Prime Broker is held on deposit with an Australian Bank, thereby reducing the Fund's exposure to the risk of capital loss in the event that the Prime Broker became insolvent. See Section 6 for details on counter-party risk.

## 5.8 Derivatives

### Purpose and rationale

Although they are not expected to comprise a material part of the Fund's investment strategy, the Fund may use exchange traded Derivatives and over-the-counter Derivatives which may be volatile and speculative. Derivatives may be used to hedge physical positions, gain market exposure to underlying securities or for other portfolio management purposes.

### Types of Derivatives

The Fund can invest in financial Derivatives, including equivalent cash settled instruments, which are traded on an exchange and/or non-exchange traded Derivatives instruments dealt in on an OTC basis. The underlying instruments include, but are not limited to: financial indices, interest rates, foreign exchange rates or currencies.

## Criteria for engaging counterparties

Watermark will seek to enter into contractual arrangements with institutional counterparties that are subject to prudential supervision.

## 5.9 Labour standards and environmental, social and ethical considerations

Decisions about the selection, retention or realization of investments for the Fund are primarily based on company and industry fundamentals. Watermark takes into account labour standards, environmental, social or ethical issues when making these decisions to the extent that these issues have a material impact on either investment risk or return. Watermark believes that certain environmental, social and corporate governance ("ESG") issues may impact the sustainable value of businesses. In exercising its authority as Investment Manager of the Fund, Watermark integrates ESG factors into its investment process and ownership practices to the extent that the integration of such factors is consistent with the investment objectives and the economic interests of the Fund.

## 5.10 Withdrawals

Withdrawal requests are generally processed within 5 Business Days of receipt. Please see section 7 for further details on applications and withdrawals.

## 5.11 Fund performance

Fund performance can be obtained by contacting Watermark on (02) 9252 0225 or visiting the Watermark Funds Management website [www.wfunds.com.au](http://www.wfunds.com.au). Past performance is not indicative of future performance. The Responsible Entity and Watermark do not guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund.



## 6. Managing Risk

Investment in any fund carries risks, including volatility of returns and permanent loss of capital. Volatility refers to the degree to which returns may fluctuate around their Long-term average. Each asset class, whether it is cash, fixed interest, property, Australian or international shares has associated investment risks and the return achieved by each will vary accordingly.

You should be aware that an investment in the Fund contains risk and neither the performance of the Fund nor the security of your investment is guaranteed by the Responsible Entity or Watermark. Investments in the Fund are generally subject to risks, including possible delays in the payment of withdrawal proceeds, and loss of income and/or capital. The following discussion of certain risk factors does not purport to be an exhaustive list or a complete explanation of all the risks involved in an investment in the Fund. Investors should seek professional advice about the risks involved in investing in the Fund and how it might impact on their individual financial circumstances.

### Equity funds general risk

The value of the securities the Fund holds, directly or indirectly, may decrease in response to the activities of an individual company or in response to general market, business and economic conditions. Conversely, the value of the Fund's Short sale liabilities may increase as a result of the same factors. In each case, the Fund's unit price may decrease.

### Investment Strategy Risk

The success and profitability of the Fund depends almost entirely on the ability of Watermark to construct a Long Portfolio of securities that outperforms a Short Portfolio of securities. While the Short Portfolio acts as a Hedge for the Fund's Long investments, there is a risk that losses are incurred on the Long and Short Portfolios at the same time. The performance fee may create an incentive for Watermark to make investments that are riskier or more speculative than would be the case in the absence of a fee based on the performance of the Fund.

### Short-Selling Risk

In order to establish a Short position, Watermark must borrow securities to Short-sell. In theory, Short-selling is subject to an unlimited risk of loss, as there is no limit on how much the price of a security may appreciate. There is a risk that the securities lender may recall the securities in which case the Fund may be obliged to re-purchase the securities at a higher price than that for which the security was sold, thereby crystalizing a permanent loss.

### Leverage Risk

Whilst the Fund will not use financial leverage to increase the size of its Portfolio, reinvestment of the funds raised in Short-selling securities may result in the Fund having a gross exposure to securities that is greater than unit holders' capital. As such, there is a risk that the Fund will behave like a leveraged Portfolio, where fluctuations in the value of the Fund's Portfolios and the potential for loss are magnified.

### Investment Manager Risk

With a variable net exposure to the share market which is expected to be less than 50% on average, fund returns in a Long/Short investment strategy will depend less on the underlying performance of the share market and more on Watermark's success in selecting stocks to buy and Short-sell. As such, there is a risk that changes in key personnel of Watermark may negatively impact Fund performance.

### Market risk

The Fund's Portfolios will be constructed so as to minimise market risks. During a general downturn in the securities markets, multiple asset classes may decline in value

simultaneously. Certain events may have a negative effect on the price of all types of investments within a particular market. Conversely, in a strong share market, the Fund may underperform rising securities market indices.

### Counterparty Risk

The Fund uses the service of a Prime Broker to facilitate the lending of securities to Short-sell. Until the Fund returns a borrowed security, it will be required to maintain assets with the Prime Broker as collateral. As such, the Fund may be exposed to certain risks in respect of that collateral including that the Fund:

- will be required to post initial margin/collateral to the counterparty in the form of cash. The Fund will need to have sufficient liquid assets to satisfy this obligation;
- may from time to time, if the value of Short positions move against it, be required to post variation margin/collateral with the counterparty on an ongoing basis. The Fund will need to have sufficient liquid assets to satisfy such calls, and in the event it fails to do so, the counterparty may have a right to terminate such arrangements; and
- may be subject to the credit risk of the counterparty. In the event the counterparty becomes insolvent at a time it holds margin/collateral posted with it by the Fund, the Fund will be an unsecured creditor and will rank behind other secured creditors. In the event of insolvency of the Custodian or the Prime Broker, the Fund may not be able to recover the entire value of the relevant securities, these risks may impact the ability of the Responsible Entity to satisfy withdrawal requests.

### Liquidity risk

Investments that trade less can be more difficult or more costly to buy, or to sell, than more liquid or active investments. It may not be possible to sell or otherwise dispose of illiquid securities both at the price and within a time period deemed desirable by Watermark.

### Small cap stock risk

Stocks of smaller companies involve greater risk than those of larger, more established companies. This is because smaller companies may be in earlier stages of development, may be dependent on a small number of products or services, may lack substantial capital reserves and/or do not have proven track records. Small cap companies may be more adversely affected by poor economic or market conditions, and may be traded in low volumes, which may increase volatility and Liquidity risks.

### Portfolio turnover risk

The Fund does not intend to trade, directly or indirectly, Portfolio securities for the purpose of realizing Short term profits. However, Watermark will adjust the Fund's Portfolio as considered advisable in view of prevailing or anticipated market conditions and the Fund's investment objective, and there is no limitation on the length of time securities must be held, directly or indirectly, by the Fund prior to being sold. Portfolio turnover rate will not be a limiting factor and will vary from year to year. Higher Portfolio turnover rates involve correspondingly higher transaction costs, which are borne directly or indirectly by the Fund. In addition, the Fund may realize significant Short term and Long-term capital gains.

### Derivatives Risk

The Fund may use exchange traded Derivatives and over-the-counter Derivatives which may be volatile and speculative. The value of a Derivative contract may fall as a result of an adverse movement in the underlying asset or index. Losses can be magnified where a greater exposure is created through the Derivative position than is backed by the assets of the Fund.

Derivatives may also be subject to Liquidity risk and/or counter-party risk. Depending on market conditions Derivative positions can be costly or difficult to reverse.

A counter-party may also be required to take collateral from the Fund's assets to support a Derivatives contract. Therefore, there is a risk that if the counterparty becomes insolvent, the Fund's assets may not be returned in full.

## 7. Investing and Withdrawing

### Initial applications

Investors can acquire units by completing an Application Form. The minimum investment amount for the Fund is \$50,000.

To invest directly please complete the Application Form accompanying this PDS and send your original Application Form to:

Watermark Absolute Return Fund Registry  
Boardroom Pty Limited  
Unitholder Services  
GPO Box 3993  
Sydney NSW 2001

For any queries regarding the applications, you can contact Boardroom Pty Limited at +61 2 8016 2822.

Application money should be transferred to the bank account details shown in the Application Form. Please note that neither cash nor cheques will be accepted. Investors investing through an IDPS should use the application form provided by the operator of the IDPS.

The price at which units are acquired is determined in accordance with the Constitution ("Application Price"). The Application Price, in general terms, is equal to the NAV of the Fund, divided by the number of units on issue plus any transaction costs.

Unit prices are calculated monthly.

The cut-off time for applications is 2:00 pm (AEST) on the last Business Day of the month for that month's unit price.

At the date of this PDS, the minimum initial investment in the Fund is \$50,000. Applications can be made between 9:00 a.m. and 5:00 p.m. on any Business Day. However, for unit pricing purposes any application received after 2:00 p.m. on a Business Day will generally be treated as having been received the following Business Day. If you are investing via an IDPS, you need to contact your IDPS Operator regarding the cut-off times for pricing purposes.

Transaction costs may reduce the number of units which you receive when applying for units.

See the 'Buy/Sell Spread' information in the fees section for further information.

The Application Price will vary as the market value of assets in the Fund rises or falls.

### Additional applications

Investors can add to their investment by completing an Application Form accompanying the current PDS. The minimum additional investment in the Fund is \$5,000. Please note Application Forms can be sent by fax +61 2 9279 0664 or by email to watermark@boardroomlimited.com.au. If you are investing through an IDPS you should refer to the IDPS 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 set out in the initial applications section above.

Please note that we do not pay interest on application monies (any interest is credited to the Fund).

Equity Trustees reserves the right to refuse any application without giving a reason. If for any reason Equity Trustees refuses or is unable to process your application to invest in the Fund, Equity Trustees 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, applications made without providing all the information and supporting identification documentation requested on the Application Form cannot be processed until all the necessary information has been provided. As a result delays in processing your application may occur.

### Cooling off period

If you are a Retail Client you may have a right to 'cool off' in relation to an investment in the Fund within 14 days of the earlier of:

- confirmation of the investment being received or available; and
- the end of the fifth Business Day after the units are issued or sold.

A Retail Client may exercise this right by notifying Equity Trustees in writing at the address as stated above.

A Retail Client is entitled to a refund of their investment adjusted for any increase or decrease in the relevant application price between the time we process your application and the time we receive the notification from you, as well as any other tax and other reasonable administrative expenses and transaction costs associated with the acquisition and termination of the investment.

The right of a Retail Client to cool off does not apply in certain limited situations, such as if the issue is made under a distribution reinvestment plan, switching facility or represents additional contributions required under an existing agreement. Also, the right to cool off does not apply to you if you choose to exercise your rights or powers as a unit holder in the Fund during the 14 day period; this could include selling part of your investment or switching it to another product.

The right to cool off may not apply if you are an indirect investor, even if you are a Retail Client. Indirect investors should seek advice from their IDPS Operator or consult the IDPS Guide or similar type document as to whether cooling off rights apply.

Cooling off rights may apply to investors in New Zealand. If you wish to exercise your cooling off rights you should contact the Responsible Entity of the Fund.

### Making a withdrawal

You can withdraw your investment by completing a Withdrawal Form and sending by mail to:

Watermark Absolute Return Fund Registry  
Boardroom Pty Limited  
Unitholder Services  
GPO Box 3993  
Sydney NSW 2001  
Or by fax to +61 2 9279 0664 or by

email to watermark@boardroomlimited.com.au

Refer below for "Terms and conditions for withdrawals". Once we receive your withdrawal request, we may act on your instruction 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 price at which units are withdrawn is determined in accordance with the Constitution ("Withdrawal Price"). The Withdrawal Price, in general terms, is equal to the NAV of the Fund, divided by the number of units on issue less any transaction costs.



Unit prices are calculated monthly.

The cut-off time for withdrawals is 2:00 pm (AEST) on any Business Day.

Transaction costs may reduce the amount which you receive on withdrawal. See the 'Buy/Sell Spread' information in the fees section for further information.

The Withdrawal Price will vary as the market value of assets referable to the Fund rises or falls.

If you are an indirect investor, you need to provide your withdrawal request directly to your IDPS Operator. The time to process a withdrawal request will depend on the particular IDPS Operator.

Minimum withdrawal amounts are subject to the Australian dollar minimum amounts disclosed above. Withdrawal requests received from New Zealand investors must specify:

- the withdrawal amount in Australian dollars; or
- the number of units to be withdrawn.

We are unable to accept withdrawal amounts quoted in New Zealand dollars. Please note that the withdrawal amount paid to you will be in Australian dollars and may differ from the amount you receive in New Zealand dollars due to:

- Foreign Exchange spreads between Australian and New Zealand dollars (currency rate differs daily); and
- Overseas Telegraphic Transfer ("OTT") costs.

Withdrawals will only be paid directly to the unitholder's bank account held in the name of the unitholder with an Australian domiciled bank. Withdrawal payments will not be made to third parties.

## Access to funds

The Responsible Entity will generally allow you to access your investment within 5 days of receipt of a withdrawal request by transferring the withdrawal proceeds to your nominated bank account. However, the period of time for satisfying withdrawal requests may be extended where the Responsible Entity considers that it is in the best interests of investors to do so and has taken all reasonable steps to realise sufficient assets, but is unable to do so due to circumstances outside its control. In these circumstances the period of time for satisfying withdrawal requests is extended for such further period as those circumstances apply and the Responsible Entity may suspend consideration of redemption requests. Withdrawals will not be funded from an external liquid facility. In such circumstances, the Responsible Entity will provide investors with 30 days' prior written notice of such extension or suspension.

The Withdrawal Price is determined in accordance with the Constitution. The Withdrawal Price on a Business Day, is in general terms, equal to the NAV of the Fund, divided by the number of units on issue and adjusted for transaction costs ("Sell Spread"). At the date of this PDS, the Sell Spread is 0.3%. The Withdrawal Price will vary as the market value of assets in the Fund rises or falls.

We reserve the right to fully withdraw your investment if your investment balance in the Fund falls below the minimum balance amount as a result of processing your withdrawal request. We also reserve the right to fully withdraw your investment in the Fund, upon giving 30 days' notice, if the minimum balance amount is increased or your holding falls below the minimum balance amount. The sale of assets in the context of processing a withdrawal may also be impacted by counterparty risk which is discussed in further detail in section 6.

## 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).

Equity Trustees and/or the Administrator reserve the right to ask for the production of original documents or other information to authenticate the communication. In the case of non-receipt or corruption of any message, you will be required to re-send the documents.

No withdrawal proceeds will be paid until the Administrator has received the withdrawal request signed by you or your authorised signatory. Neither Equity Trustees nor the Administrator shall be responsible for any mis-delivery or non-receipt of any facsimile. Facsimiles or emails sent to the Administrator shall only be effective when actually received by the Administrator.

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

- We are not responsible or liable if you do not receive, or are late in receiving, any withdrawal money that is paid according to your instructions.
- We may contact you to check your details before processing your withdrawal request. 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 we cannot satisfactorily identify you as the withdrawing investor, we may refuse or reject your withdrawal request or payment of your withdrawal proceeds will be delayed. We 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 fax, shall be a complete satisfaction of our 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 Equity Trustees to make payment up to 21 days after we accept a request (which may be extended by a further 30 days in certain circumstances).
- Equity Trustees can deny a withdrawal request where accepting the request would cause the Fund to cease to be liquid or where the Fund is not liquid (as defined in the Corporations Act). When the Fund is not liquid, you can only withdraw when Equity Trustees makes a withdrawal offer to you in accordance with the Corporations Act. Equity Trustees is not obliged to make such offers. The Fund will be liquid if at least 80% of its assets are liquid assets (generally cash and marketable securities).

## Distributions

The Fund usually distributes income semi-annually at the end of June and at the end of December. Distributions are calculated on the last day of each period end (30 June and 31 December), and are normally paid to investors within 14 Business Days of the period end although the distribution at 30 June may take longer. Equity Trustees may amend the distribution frequency without notice. Your share of any distributable income is calculated in accordance with the Constitution and is generally based on the number of units held by you at the end of the distribution period and the distributable income.

You can have your distribution reinvested or paid to a nominated bank account. If you do not indicate a preference you will have your distributions automatically reinvested.

Indirect investors should review their IDPS Guide for information on how and when they receive any income distribution.

If New Zealand investors elect to have their distribution paid in cash, they will need to nominate a bank account held in their own name with an Australian domiciled bank. Cash distributions will only be paid in Australian dollars to such an account. When the distribution is reinvested, New Zealand investors will be allotted units in accordance with the terms and conditions set out above.

The distribution reinvestment plan is offered to New Zealand investors on the following basis:

- At the time the price of the units allotted pursuant to the distribution reinvestment plan is set, the Responsible Entity will not have any information that is not publicly available that would, or would be likely to, have a material adverse effect on the realizable price of the units if the information were publicly available.
- The right to acquire, or require the Responsible Entity to issue, units will be offered to all investors of the same class, other than those residing outside New Zealand who are excluded so as to avoid breaching overseas laws.
- Units will be issued on the terms disclosed to you, and will be subject to the same rights as units issued to all investors of the same class as you.

There is available from the Responsible Entity, on request and free of charge, a copy of the most recent annual report (if any) of the Fund, the most recent financial statements (if any) of the Fund, the auditor's report on those financial statements or, if those financial statements are not audited or reviewed by an auditor, a statement to that effect, the PDS and the Constitution for the Fund (including any amendments). Other than the Constitution, these documents may be obtained electronically from [www.eqt.com.au/insto](http://www.eqt.com.au/insto).

## Valuation of the Fund

The value of the investments of the Fund is generally determined monthly by the Administrator. The value of a unit in the Fund is determined on the basis of the value of the investments in the Fund (after taking into account any liabilities of the Fund), in accordance with the Constitution of the Fund. For example, the application price of a unit in the Fund is based on the NAV of the Fund divided by the number of units on issue plus an allowance for transaction costs required for buying investments. This allowance is known as the "Buy Spread". At the date of this PDS, the Buy Spread is 0.30%.

## Joint account operation

For joint accounts, unless indicated to the contrary on the Application Form, each signatory must sign withdrawal requests. Please ensure all signatories sign the declaration in the Application Form. Joint accounts will be held as joint tenants unless we are advised to the contrary in writing.

## Appointment of authorised nominee to operate account

You can appoint a person, partnership or company as your authorised signatory. To do so, please nominate them on the initial Application Form and have them sign the relevant sections. If a company is appointed, the powers extend to any director and officer of the company. If a partnership is appointed, the powers extend to all partners. Such appointments will only be cancelled or changed once we receive written instructions from you to do so.

Once appointed, your authorised signatory has full access to operate your investment account for and on your behalf. This includes the following:

- making additional investments;
- requesting income distribution instructions to be changed;
- withdrawing all or part of your investment;
- changing bank account details;
- enquiring and obtaining copies of the status of your investment; and
- having online account access to your investment.

If you do appoint an authorised signatory:

- you are bound by their acts;
- you release, discharge and indemnify us from and against any losses, liabilities, actions, proceedings, account claims and demands arising from instructions received from your authorised representatives; and
- you agree that any instructions received from your authorised representative shall be complete satisfaction of our obligations, even if the instructions were made without your knowledge or authority.

## Electronic instructions

If you instruct Equity Trustees by electronic means, such as facsimile or via the internet, you release Equity Trustees from and indemnify Equity Trustees against, all losses and liabilities arising from any payment or action Equity Trustees makes based on any instruction (even if not genuine):

- that Equity Trustees receives by an electronic communication bearing your investor code; and
- which appears to indicate to Equity Trustees that the communication has been provided by you (for example, it has a signature which is apparently your signature or your authorised signatory's or it has an email address which is apparently your email address).

You agree that neither you nor anyone claiming through you has any claim against Equity Trustees or the Fund in relation to such payments or actions.

There is a risk that a fraudulent withdrawal request can be made by someone who has access to your investor code and a copy of your signature or email address. Please take care.

## 8. Keeping Track of Your Investment

### Enquiries

For any enquiries regarding your investment or the management of the Fund please contact

Watermark Funds Management Pty Ltd  
ABN 98 106 302 505 (AFSL 250897)  
Level 23, Governor Phillip Tower  
1 Farrer Place, Sydney NSW 2000  
Phone: +61 2 9252 0225  
Email: [info@wffunds.com.au](mailto:info@wffunds.com.au)  
Website: [www.wffunds.com.au](http://www.wffunds.com.au)

### Complaints resolution

Equity Trustees has an established complaints handling process and is committed to properly considering and resolving all complaints. If you have a complaint about your investment, please contact us on:

Phone: 1300 133 472  
Post: Equity Trustees Limited  
GPO Box 2307, Melbourne VIC 3001  
Email: [compliance@eqt.com.au](mailto:compliance@eqt.com.au)

We will acknowledge receipt of the complaint as soon as possible and in any case within 3 days of receiving the complaint. We will seek to resolve your complaint as soon as practicable but not more than 45 days after receiving the complaint.

If you are not satisfied with our response to your complaint, you may be able to lodge a complaint with the Australian Financial Complaints Authority ("AFCA").

Contact details are:  
Online: [www.afca.org.au](http://www.afca.org.au)  
Phone: 1800 931 678  
Email: [info@afca.org.au](mailto:info@afca.org.au)  
Post: GPO Box 3, Melbourne VIC 3001.

The external dispute resolution body is established to assist you in resolving your complaint where you have been unable to do so with us. However, it's important that you contact us first.

### Reports

Regular, simple to read and complete reports are provided to investors in the Fund.

These reports comprise:

- Annual Report including financial statements and auditor's report will be made available on the Equity Trustees website at [www.eqt.com.au/insto](http://www.eqt.com.au/insto) from 30 September each year.
- Transaction Reports confirming all additional investments, withdrawals, and payments (issued following transactions and on request).
- Distribution Statements as follows:
  - a) monthly statements to confirm closing units and value of holding;
  - b) distribution statements every distribution period confirming distribution amount and reinvestment/payment to nominated account;
  - c) annual investor statements to confirm closing units, value of investments and income from investments.
- Tax Statements or AMMA Member Statements issued annually, providing you with taxation information including a detailed summary of the components of any distributions.

The Responsible Entity also has and implements a policy to report annually on the following information as soon as practicable after the relevant period end:

- the actual allocation to each asset type;
- the liquidity profile of the portfolio assets as at the end of the period;
- the maturity profile of the liabilities as at the end of the period;
- the leverage ratio (including leverage embedded in the assets of the Fund, other than listed equities and bonds) as at the end of the period;
- the derivative counterparties engaged (including capital protection providers);
- the monthly or annual investment returns of the Fund over at least a five-year period (or, if the Fund has not been operating for five years, the returns since its inception); and
- the key service providers if they have changed since the latest report given to you, including any change in their related party status.

The following information is available on Watermark's website at [www.wffunds.com.au](http://www.wffunds.com.au) and is disclosed monthly:

- the current total NAV of the Fund and the redemption value of a unit in each class of units as at the date the NAV was calculated;
- the key service providers if they have changed since the last report given to investors, including any change in their related party status;
- for each of the following matters since the last report on those matters:
  - the net return on the Fund's assets after fees, costs and taxes;
  - any material change in the Fund's risk profile;
  - any material change in the Fund's investment strategy; and
  - any change in the individuals playing a key role in investment decisions for the Fund.

If and when the Fund has 100 or more direct investors, it will be classified by the Corporations Act as a 'disclosing entity'. As a disclosing entity, the Fund will be subject to regular reporting and disclosure obligations. Investors would then have a right to obtain a copy, free of charge, of any of the following documents:

- the most recent annual financial report lodged with ASIC ("Annual Report");
- any subsequent half yearly financial report lodged with ASIC after the lodgement of the Annual Report; and
- any continuous disclosure notices lodged with ASIC after the Annual Report but before the date of this PDS.

Equity Trustees will comply with any continuous disclosure obligation by lodging documents with ASIC as and when required.

Copies of these documents lodged with ASIC in relation to the Fund may be obtained from ASIC through ASIC's website.

You can call Watermark Funds Management +61 2 9252 0225 for updated information on performance, unit prices, Fund size and other general information about the Fund. If you are an indirect investor investing via an IDPS, contact your IDPS Operator.

## 9. Fees and Other Costs

The warning statement below is required by law to be displayed at the beginning of the 'Fees and other costs' section of product disclosure statements for managed investment products. The example given in the warning statement does not relate to any investments described within this PDS.

### DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

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

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

### TO FIND OUT MORE

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

You should read all the information about fees and costs because it is important to understand their impact on your investment. For indirect investors, the fees listed in the 'Fees and other costs' section of this PDS are in addition to any other fees and charges charged by your IDPS Operator.

The following table shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole. Information about taxation is set out in Section 10 of this document.

Type of fee or cost	Amount	How and when paid
<b>Fees when your money moves in or out of the Fund</b>		
<i>Establishment fee</i> The fee to open your investment	Nil	There is no establishment fee payable when you set up your investment in the Fund.
<i>Contribution fee</i> The fee on each amount contributed to your investment	Nil	There is no contribution fee payable when you invest in the Fund.
<i>Withdrawal fee</i> The fee on each amount you take out of your investment	Nil	There is no withdrawal fee payable when you redeem investments from the Fund.
<i>Exit fee</i> The fee to close your investment	Nil	There is no exit fee payable when you close your investment in the Fund.
<b>Service fees</b>		
<i>Investment switching fee</i> The fee for changing investment options	Nil	Not applicable
<b>Management costs</b>		
The fees and costs for managing your investment <sup>1</sup>	Management fee: 1.00% p.a. of the NAV of the Fund <sup>2</sup> .	These costs are calculated and accrued monthly based on the NAV of the Fund. The accrued fees are paid in arrears by deduction from the Fund assets at the end of each month. These costs reduce the NAV of the Fund and are reflected in the unit price.

Type of fee or cost	Amount	How and when paid
	Expense recoveries: 0.30% p.a. of the NAV of the Fund <sup>3</sup> .	These costs are calculated and accrued monthly based on the NAV of the Fund. The accrued fees are paid in arrears by deduction from the Fund assets at the end of each month. These costs reduce the NAV of the Fund and are reflected in the unit price.
	Performance fee: 20.5% p.a. of the NAV of the Fund <sup>4</sup> .	The Fund's performance fee is equal to 20.5% of any increase in the NAV of the Fund over any financial year (adjusted for applications and redemptions and before the payment of any distribution) which exceeds the Fund benchmark, subject to the high-water mark. The performance fee is calculated monthly and if payable, will be paid annually in arrears.

<sup>1</sup> All fees quoted above are inclusive of Goods and Services Tax (GST) and net of any RITC. See below for more details as to how management costs are calculated.

<sup>2</sup> Management fees can be negotiated. See "Differential fees" below.

<sup>3</sup> Under the Investment Management Agreement the Manager and the Responsible Entity have agreed that the Manager will reimburse the Fund to the extent that the expense recovery exceeds 0.30%. This means that the management fees (which are fixed at 1.00%) and expense recovery are capped at 1.30% with respect to the Fund as a result of this arrangement.

<sup>4</sup> This represents the performance fees which are payable as an expense of the Fund to the Investment Manager. See "Performance fees" below for more information.

## Additional Explanation of fees and costs

### What do the management costs pay for?

Management costs comprise the additional fees or costs that an investor incurs by investing in the Fund rather than by investing directly in the assets.

In addition, management costs do not include transactional and operational costs (i.e. costs associated with investing the underlying assets, some of which may be recovered through Buy/Sell Spreads).

### Management fees

The management fee of 1.00% p.a. of the Fund's NAV are payable to the Responsible Entity of the Fund for managing and advising on the assets of the Fund. The management fees are accrued monthly and paid from the Fund monthly in arrears and reflected in the unit price.

### Estimated expense recovery fee

As at the date of this PDS, ordinary expenses such as, Responsible Entity fees, custodian fees, administration and audit fees, and other ordinary expenses of operating the Fund are covered by the expense recovery fee. The expense recovery fee is estimated at 0.30% p.a. of the Fund's NAV.

The expense recovery fees shown above do not include extraordinary expenses (if they are incurred in future), such as litigation costs and the costs of convening investor meetings.

### Performance fee

A performance fee is payable to the Investment Manager where the investment performance of the Fund exceeds the performance of the Fund benchmark. The performance fee is 20.5% (inclusive of GST and net of RITC) of any increase in the Fund's NAV over any financial year (adjusted for applications and redemptions and before the payment of any distribution) which

exceeds the Fund benchmark, subject to the high-water mark. The high-water mark means the highest NAV of the Fund at the end of a financial year where a performance fee has been paid, adjusted for applications, redemptions and subsequent distributions.

The Fund benchmark is the Reserve Bank of Australia's cash-rate.

The performance fee is calculated monthly and payable annually in arrears. In general terms:

1. Each day, the performance of the Fund from the inception date is compared with the performance of the Fund benchmark for the same period. The Fund's performance is calculated after the deduction of the management costs (paid or accrued) but before the deduction of performance fees and disregarding any applications in and withdrawals out of the Fund. The positive difference is referred to as 'outperformance'.
  2. A 'high-water mark' is then set each time the level of outperformance exceeds the previous highest level of outperformance since inception of the Fund.
  3. The amount by which the Fund's outperformance exceeds the previous high-water mark, if any, (difference) is then calculated.
  4. If the previous high-water mark is exceeded for a particular day, a performance fee of 20.5% (inclusive of GST and net of RITC) of the Difference, multiplied by the Fund's NAV, is then accrued. The performance fee is generally calculated monthly and payable annually.
  5. However, if the previous high-water mark is not exceeded, no performance fee accrues that day, even if the Fund performance has exceeded the Fund benchmark performance on that day.
- Based on the current calculation methodology for the performance fees, the Responsible Entity has estimated that the typical ongoing performance fees payable per annum may be



\$735 assuming an average account balance of \$50,000 during the year. Prior periods have been taken into account in calculating this estimate. However, this is not a forecast as the actual performance fee for the current and future financial years may differ. The Responsible Entity cannot guarantee that performance fees will remain at their previous level or that the performance of the Fund will outperform the benchmark.

It is not possible to estimate the actual performance fee payable in any given period, as we cannot forecast what the performance of the Fund will be, but it will be reflected in the management costs for the Fund for the relevant year. Information on current performance fees will be updated from time to time and available at [www.eqt.com.au/insto](http://www.eqt.com.au/insto).

### Performance fee example

Assume the following;

- The Fund's performance for the performance fee period is 5% after management costs have been deducted (assuming management costs of 1.50%)
- The Fund benchmark performance is 1.50%
- The high water mark is set at zero
- The Fund's NAV is \$3,000,000

The Fund's return above the Fund benchmark is 3.5% (5%-1.50%) for the period. The performance fee is calculated as 20.5% (including GST and net of RITC) x 3.5% x \$3,000,000 = \$21,525 for that performance fee period.

If the Fund's performance is lower than the Fund benchmark, a performance fee is not charged but a negative performance fee is recorded. Any negative performance fee recorded during a performance fee period must be recouped before the Investment Manager becomes entitled to a performance fee.

Please note that the example is used for illustrative purposes only and does not forecast future performance.

### Transaction and other costs

In managing the assets of the Fund, the Fund may incur transaction costs such as brokerage, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold. This generally happens when the assets of a fund are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of a fund.

The Buy/Sell Spread reflects the estimated transaction costs incurred in buying or selling assets of the Fund when investors invest in or withdraw from the Fund. The Buy/Sell Spread is an additional cost to the investor but is incorporated into the unit price and incurred when an investor invests in or withdraws from the Fund and is not separately charged to the investor. The Buy/Sell Spread is paid into the Fund and not paid to Equity Trustees or the Investment Manager. The estimated Buy/Sell Spread is 0.30% upon entry and 0.30% upon exit. The dollar value of these costs based on an application or a withdrawal of \$50,000 is \$150 for each individual transaction. The Buy/Sell

### Example of annual fees and costs for the Fund

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

Example – Watermark Absolute Return Fund		
BALANCE OF \$50,000 WITH A CONTRIBUTION OF A \$5,000 DURING THE YEAR		
Contribution Fees	Nil	For every \$5,000 you put in, you will be charged \$0.
Plus Management Costs comprising:	2.77% p.a.	And, for every \$50,000 you have in the Fund you will be charged \$1,385 each year comprising:

Spread can be altered by the Responsible Entity at any time. The Responsible Entity may also waive the Buy/Sell Spread in part or in full at its discretion.

Transactional costs which are incurred other than in connection with applications and redemptions arise through the day-to-day trading of the Fund's assets and are reflected in the Fund's unit price. As these costs are factored into the Fund's NAV and reflected in the unit price, they are an additional implicit cost to the investor and are not a fee paid to the Responsible Entity. These costs can arise as a result of bid-offer spreads (the difference between an asset's bid/buy price and offer/ask price) being applied to securities traded by the Fund. Liquid securities generally have a lower bid-offer spread while less liquid assets have a higher bid-offer spread.

We estimate that the total transaction costs for the Fund over the first full financial year will be 1.00% of the Fund's NAV, of which 12.83% of these transaction costs is reasonably estimated to be recouped via the Buy/Sell Spread when applications or redemptions take place, resulting in a net transaction cost to the Fund of 0.87% p.a.

However, actual transactional and operational costs for future years may differ.

### Differential Fees

The Responsible Entity or Investment Manager may from time to time negotiate a different fee arrangement (by way of a rebate or waiver of fees) with certain investors who are Australian Wholesale Clients.

### Payments to IDPS Operators

Subject to the law, annual payments may be paid to some IDPS Operators because they offer the Fund on their investment menus. Product access is paid by the Investment Manager out of its management fees and is not an additional cost to the investor. If the payment of annual fees to IDPS Operators is limited or prohibited by law, Equity Trustees will ensure the payment of such fees is reduced or ceased.

### Can the fees change?

Yes, all fees can change without investor consent, subject to the maximum fee amounts specified in the Constitution. Equity Trustees has the right to recover all proper and reasonable expenses incurred in managing the Fund and as such these expenses may increase or decrease accordingly. We will generally provide investors with at least 30 days' notice of any proposed change to the management costs. In most circumstances, the Constitution defines the maximum fees that can be charged for fees described in this PDS. Expense recoveries may change without notice, for example, when it is necessary to protect the interests of existing members and if permitted by law.

### GST

All fees and other costs quoted include GST net of RITC.

#### Example – Watermark Absolute Return Fund

Management fees:	1.00% p.a.	\$500
Estimated expense recovery fee:	0.30*% p.a.	\$150
Performance fee:	1.47% p.a.	\$735
<b>Equals</b> Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 at the end of the year, then you would be charged fees of: \$1,385** <b>What it costs you will depend on the fees you negotiate.</b>

\* Under the Investment Management Agreement the Manager and the Responsible Entity have agreed that the Manager will reimburse the Fund to the extent that the expense recovery exceeds 0.30%. This means that the management fees (which are fixed at 1.00%) and expense recovery are capped at 1.30% with respect to the Fund as a result of this arrangement.

\*\* Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to you such as the Buy/Sell Spread.

This example assumes the \$5,000 contribution occurs at the end of the first year, therefore management costs are calculated using the \$5,000,000 balance only. All fees quoted above are inclusive of GST and net of any RITC.

**Warning: If you have consulted a financial adviser, you may pay additional fees. You should refer to the Statement of Advice or Financial Services Guide provided by your financial adviser in which details of the fees are set out.**

ASIC provides a fee calculator on [www.moneysmart.gov.au](http://www.moneysmart.gov.au), which you may use to calculate the effects of fees and costs on your investment in the Fund.

The performance fees stated in this table shows the estimated performance fees for the financial year ended 30 June 2019 as a percentage of the Fund's average NAV. The performance of the Fund, and the performance fees, may be higher or lower or not payable in the future. As a result, the management costs may differ from the figure shown in the table. It is not a forecast of the performance of the Fund or the amount of the performance fees in the future. See also above (next to the heading "Performance fees") our estimated typical ongoing performance fee payable per annum. The actual performance fees for the current financial year and for future financial years may differ. For more information on the performance history of the Fund, visit Equity Trustees' website at [www.eqt.com.au/insto](http://www.eqt.com.au/insto). Past performance is not a reliable indicator of future performance.

## 10. Taxation

The following information summarises some of the Australian taxation issues you may wish to consider before making an investment in the Fund and assumes that you hold your investment in the Fund on capital account and are not considered to be carrying on a business of investing, trading in investments, or investing for the purpose of profit making by sale. The information should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ.

This summary is based on the taxation laws as at the date of this PDS. Investing in a registered managed investment scheme is likely to have tax consequences. However, it is noted that taxation laws can change at any time, which may have adverse taxation consequences for investors concerned. It is recommended that investors seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

### Australian Taxation Treatment of the Fund

#### General

The income tax treatment of the Fund and its investors will depend on whether the Equity Trustees is eligible, and elects, to apply the Attribution Managed Investment Trust ("AMIT") provisions. The AMIT provisions are an elective income tax regime for qualifying managed investment trusts ("MIT") that provide for flow-through taxation to investors. Where the Fund qualifies as a MIT for income tax purposes, the Equity Trustees will seek to make an election to treat the disposal of covered assets (such as shares and units) on capital account. Where the AMIT provisions do not apply, the ordinary trust taxation provisions will apply to the Fund. While the AMIT provisions are not expected to materially change the way in which investors would be taxed (as compared to the ordinary trust taxation provisions), the AMIT provisions are intended to provide more certainty on the application of the income tax provisions to the Fund and its investors.

#### Attribution Managed Investment Trusts

In May 2016, the Australian Federal Government enacted legislation establishing a new tax system for AMITs. Trusts that meet the eligibility criteria to be an AMIT may elect into the AMIT rules. Equity Trustees is intending that an irrevocable election into AMIT be made once the Fund is eligible and thereafter the following will apply:

**Fair and reasonable attribution:** Each year, the Fund's determined trust components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) will be allocated to investors on a "fair and reasonable" attribution basis, rather than being allocated proportionally based on each investor's present entitlement to the income of the Fund.

**Unders or overs adjustments:** Where the Fund's determined trust components for a year are revised in a subsequent year (e.g. due to actual amounts differing to the estimates of income, gains / losses or expenses), then unders and overs may arise. Unders and overs will generally be carried forward and adjusted in the year of discovery.

**Cost base adjustments:** Where the Distribution made is less than (or more than) certain components attributed to investors, then the cost base of an investor's units may be increased (or decreased). Details of cost base adjustment will be included on an investor's annual tax statement, referred to as an AMIT Member Annual Statement.

**Large redemptions:** In certain circumstances, gains may be attributed to a specific investor, for example, gains on disposal of assets to fund a large redemption being attributed to the redeeming investor.

**Multi-class AMITs:** A choice is available to elect to treat separate classes of units as separate AMITs. Equity Trustees may make the AMIT multi-class election if appropriate depending on the specific circumstances involved.

**Penalties:** In certain circumstances (e.g. failure to comply with certain AMIT rules), specific penalties may be imposed.

The new rules are intended to reduce complexity, increase certainty and reduce compliance costs for managed investment trusts and their investors.

#### Non-AMIT Provisions

On the basis that investors are presently entitled to all of the Fund's distributable income (which is the Responsible Entity's intention) and the Fund is not a public trading trust, the Fund should be treated as a flow-through trust for income tax purposes. This means that investors should be taxed on their share of the Fund's net taxable income, and the Fund should not be subject to Australian income tax.

#### Multi-class non-AMITs

In the absence of an AMIT multi-class election being made, the Fund is treated as a single taxpayer. As the classes are not treated as separate taxpayers, it is possible under the current non-AMIT trust taxation regime that the tax character of Distributions made to a particular class may be impacted by transactions associated with another class.

#### Taxation of Financial Arrangements ("TOFA")

The TOFA rules may apply to financial arrangements held by the Fund when calculating its assessable income. Broadly, the TOFA rules may impact the timing of the recognition of gains and losses in the Fund for tax purposes and will also treat relevant gains and losses as being on revenue account.

#### Public trading trust rules

The Fund does not intend to derive income other than from an "eligible investment business". Accordingly, it should not be subject to tax as a public trading trust. Further, the Equity Trustees will seek to ensure it does not control entities that carry on trading activities.

#### Losses

In the case where the Fund makes a revenue tax loss or a net capital loss for Australian income tax purposes, the Fund cannot distribute these tax losses to investors. However, the revenue tax losses may be carried forward by the Fund for offset against taxable income of the Fund in subsequent years, subject to the operation of the trust loss rules.

### Australian Taxation of Australian Resident investors

#### Distributions – AMIT

The AMIT provisions require the taxable income of the Fund to be attributed to investors on a fair and reasonable basis, having regard to their income and capital entitlements in accordance with the constituent documents. The Responsible Entity will seek to allocate taxable income having regard to the units held by investors, entitlements to income and capital, as well as cash Distributions made to such investors during the relevant period. Under the AMIT provisions, an investor may be taxable on their share of the Fund's taxable income prior to receiving Distributions from the Fund.



## Distributions – Non-AMIT

Provided that the Fund is treated as a flow-through vehicle, investors will be assessed on the taxable income derived by the Fund, based on their proportionate share of the annual income of the Fund that is distributed to them in that income year. The Fund's investors will be required to include their share of taxable income in their tax return.

## Franking Credits and Franked Dividends

Income Distributions from the Fund may include an entitlement to franked dividends. Generally, investors should include the franked dividends and the franking credits (imputation credits) they receive in their assessable income.

Certain additional requirements, including the 45 day holding period rule, may need to be satisfied in order to obtain franking credits in relation to dividends. The investor's particular circumstances (and that of the Fund) will be relevant to determine whether the investor is entitled to any franking credits in respect of the investor's share of the franked dividends. Any excess franking credits may be refundable to some investors, such as individuals and complying superannuation funds.

## Foreign Income

The Fund may derive foreign sourced income that might be subject to foreign tax. Australian resident investors should include their share of both the foreign income and the amount of any foreign tax withheld in their assessable income. In such circumstances, investors 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. FITO's that are not utilised cannot be carried forward to a future income year.

## Capital Gains

If an investor's share of the taxable income of the Fund includes an amount that consists of discount capital gains derived by the Fund, the investor needs to first 'gross up' the discount capital gain (by multiplying it by 2). However, (after grossing up any discount capital gains) investors may be able to reduce the capital gains distributed by the Fund by any capital losses which are available to them. Furthermore, after applying any loss, individual, trust, and complying superannuation fund investors may then be entitled to discount that capital gain by 50% for individuals and trusts and 33.3% for complying superannuation funds in determining the net capital gain that is to be included in their assessable income.

## Non-assessable Distribution payments - AMIT

Under the AMIT provisions, an investor's cost base in their units held is increased where taxable income is allocated to them (inclusive of any tax free component of a discount capital gain). The cost base is decreased where cash Distribution entitlements are made to the unitholder in respect of their units, irrespective of whether the amounts distributed are classified as income or capital. Additional reductions are made for certain tax offsets (such as the franking credit tax offset and foreign income tax offset).

The net annual tax cost base adjustment amount will be detailed in an AMMA tax statement, which will be sent annually to investors after year-end.

## Non-assessable Distribution payments – Non-AMIT

Tax-deferred Distributions may occur where the Fund distributes an amount of cash that exceeds the taxable income allocated to an investor. Certain tax-deferred Distributions that are not assessable to an investor result in a reduction in the cost base of the units held by the investor. A capital gain will arise where those tax-deferred Distributions exceed the cost base of the units.

## Disposal of units by Australian Resident investors

If an Australian resident investor transfers or redeems their units in the Fund, this will constitute a disposal for tax purposes.

Where an investor holds their units in the Fund on capital account, a capital gain or loss on the disposal may arise and each investor should calculate their capital gain or loss according to their own particular facts and circumstances. As noted above, proceeds on disposal may include a component of distributable income. In calculating the taxable amount of a capital gain, a discount of 50% for individuals and trusts or 33 1/3% for complying Australian superannuation funds may be allowed where the units in the Fund have been held for 12 months or more. No CGT discount is available to corporate investors.

Any capital losses arising from the disposal of the investment may be used to offset other capital gains the investor may have derived. Net capital losses may be carried forward for offset against capital gains of subsequent years but may not be offset against ordinary income.

## GST

The Fund will be registered for GST. The acquisition and disposal of units in the Fund by investors should not be subject to GST. Similarly, the Distributions paid by the Fund should not be subject to GST. GST is payable on some ongoing expenses, however the Fund may be able to claim a full input tax credit or RITC of at least 55% of the GST paid depending on the precise nature of the expenses incurred and the nexus with domestic or international equities. All fees and expenses are quoted inclusive of GST.

## Duty

The issue or redemption of units should not attract any duty. Duty may be payable on the transfer of units. Investors should confirm the duty consequences of transferring units with their taxation adviser.

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

It is not compulsory for an investor to quote their TFN or ABN. If an investor is making this investment in the course of a business or enterprise, the investor may quote an ABN instead of a TFN. Failure by an investor to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus levies, on gross payments including Distributions of income to the investor. The investor may be able to claim a credit in their tax return for any TFN or ABN tax withheld. Collection of TFNs is permitted under taxation and privacy legislation.

By quoting their TFN or ABN, the investor authorises the Responsible Entity to apply it in respect of all the investor's investments with Equity Trustees. If the investor does not want to quote their TFN or ABN for some investments, Equity Trustees should be advised.

## New Zealand investors

If you are a New Zealand resident wishing to invest in Australia, we recommend that you seek independent professional tax advice. New Zealand resident investors will be taxed on their units under the foreign investment fund rules or ordinary tax rules, depending on their circumstances. Australian tax at the prescribed rates will be withheld from Distributions to non-residents to the extent that the Distributions comprise of relevant Australian sourced income or gains.

## 11. Other Important Information

### Consents

Watermark Funds Management Pty Ltd has given and, at the date of this PDS, has not withdrawn, its written consent:

- to be named in this PDS as the Investment Manager of the Fund; and
- to the inclusion of the statements made about it and the Fund, in the form and context in which they appear.

Watermark Funds Management Pty Ltd has not otherwise been involved in the preparation of this PDS and has not caused or otherwise authorised the issue of this PDS. Watermark Funds Management Pty Ltd and its employees and officers do not accept any responsibility arising in any way for errors or omissions from this PDS, other than in relation to the statements for which it has provided its consent.

### Constitution of the Fund

You will be issued units in the Fund when you invest. Subject to the rights, obligations and restrictions of a class, each unit represents an equal undivided fractional beneficial interest in the assets of the Fund as a whole subject to liabilities, but does not give you an interest in any particular property of the Fund.

Equity Trustees' responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Constitution as well as the Corporations Act and general trust law. The Constitution contains a number of provisions relating to the rights, terms, conditions and obligations imposed on both Equity Trustees, as the Responsible Entity of the Fund, and investors.

Other provisions relate to your rights under the Constitution, and include:

- your right to share in any Fund income, and how we calculate it;
- what you are entitled to receive when you withdraw or if the Fund is wound up;
- your right to withdraw from the Fund - subject to the times when we can cease processing withdrawals, such as if the Fund becomes 'illiquid';
- the nature of the units - identical rights attach to all units within a class; and
- your rights to attend and vote at meetings – however these rights are mainly contained in the Corporations Act.

There are also provisions governing our powers and duties, including:

- how we calculate unit prices, the maximum amount of fees we can charge and expenses we can recover;
- when we can amend the Constitution - generally we can only amend the Constitution where we reasonably believe that the changes will not adversely affect investors' rights. Otherwise the Constitution can only be amended if approved at a meeting of investors;
- when we can retire as the Responsible Entity of the Fund - which is as permitted by law;
- when we can be removed as the Responsible Entity of the Fund - which is when required by law; and
- our broad powers to invest, borrow and generally manage the Fund.

The Constitution also deals with our liabilities in relation to the Fund and when we can be reimbursed out of the Fund's assets. For example:

- subject to the Corporations Act we are not liable for acting in reliance and good faith on professional advice;

- subject to the Corporations Act we are not liable for any loss unless we fail to act in good faith or we act negligently; and
- we can be reimbursed for any liabilities we incur in connection with the proper performance of our powers and duties in respect of the Fund.

As mentioned above, Equity Trustees' responsibilities and obligations as the Responsible Entity of the Fund are governed by the Constitution of the Fund, the Corporations Act and general trust law, which require that we:

- act in the best interests of investors and, if there is a conflict between investors' interests and our own, give priority to investors;
- ensure the property of the Fund is clearly identified, held separately from other funds and our assets, and is valued regularly;
- ensure payments from the Fund's property are made in accordance with the Constitution and the Corporations Act; and
- report to ASIC any breach of the Corporations Act in relation to the Fund which has had, or is likely to have, a materially adverse effect on investors' interests.

### Non-listing of units

Units in the Fund are not listed on any stock exchange and no application will be made to list the units of the Fund on any stock exchange.

### Termination of the Fund

The Responsible Entity may resolve at any time to terminate and liquidate the Fund (if it provides investors with notice) in accordance with the Constitution and the Corporations Act. Upon termination and after conversion of the assets of the Fund into cash and payment of, or provision for, all costs, expenses and liabilities (actual and anticipated), the net proceeds will be distributed pro-rata among all investors according to the aggregate of the withdrawal price for each of the units they hold in the Fund.

### Our legal relationship with you

Equity Trustees' responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Constitution of the Fund, as well as the Corporations Act and general trust law. The Constitution of the Fund contains a number of provisions relating to the rights, terms, conditions and obligations imposed on both Equity Trustees, as the Responsible Entity of the Fund, and investors. Equity Trustees may amend the Constitution if it considers that the amendment will not adversely affect an investor's rights. Otherwise the Constitution may be amended by way of a special resolution of investors.

A copy of the Constitution of the Fund is available, free of charge, on request from Equity Trustees.

### Compliance Plan

Equity Trustees has prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan describes the procedures used by Equity Trustees to comply with the Corporations Act and the Constitution of the Fund. Each year the compliance plan for the Fund is audited and the audit report is lodged with ASIC.

## Unit pricing discretions policy

Equity Trustees has developed a formal written policy in relation to the guidelines and relevant factors taken into account when exercising any discretion in calculating unit prices (including determining the value of assets and liabilities). A copy of the policy and, where applicable and to the extent required, any other relevant documents in relation to the policy (such as records of any discretions which are outside the scope of, or inconsistent with, the unit pricing policy) will be made available to you free of charge on request.

## Indemnity

Equity Trustees, as the Responsible Entity of the Fund, is indemnified out of the Fund against all liabilities incurred by it in performing or exercising any of its powers or duties in relation to the Fund. To the extent permitted by the Corporations Act, this indemnity includes any liability incurred as a result of any act or omission of a delegate or agent appointed by the Responsible Entity. Equity Trustees may retain and pay out any monies in its hands all sums necessary to affect such an indemnity.

## Your privacy

The Australian Privacy Principles contained in the Privacy Act 1988 (Cth) ("Privacy Act") regulate the way in which we collect, use, disclose, and otherwise handle your personal information. Equity Trustees is committed to respecting and protecting the privacy of your personal information, and our Privacy Policy details how we do this.

It is important to be aware that, in order to provide our products and services to you, Equity Trustees may need to collect personal information about you and any other individuals associated with the product or service offering. In addition to practical reasons, this is necessary to ensure compliance with our legal and regulatory obligations (including under the Corporations Act, the AML/CTF Act and taxation legislation). If you do not provide the information requested, we may not be able to process your application, administer, manage, invest, pay or transfer your investment(s).

You must therefore ensure that any personal information you provide to Equity Trustees is true and correct in every detail. If any of this personal information (including your contact details) changes, you must promptly advise us of the changes in writing. While we will generally collect your personal information from you, your broker or adviser or the Investment Manager and Administrator directly, we may also obtain or confirm information about you from publicly available sources in order to meet regulatory obligations.

In terms of how we deal with your personal information, Equity Trustees will use it for the purpose of providing you with our products and services and complying with our regulatory obligations. Equity Trustees may also disclose it to other members of our corporate group, or to third parties who we work with or engage for these same purposes. Such third parties may be situated in Australia or offshore, however we take reasonable steps to ensure that they will comply with the Privacy Act when collecting, using or handling your personal information.

The types of third parties that we may disclose your information to include, but are not limited to:

- stockbrokers, financial advisers or adviser dealer groups, their service providers and/or any joint holder of an investment;
- those providing services for administering or managing the Fund, including the Investment Manager, Custodian and Administrator, auditors, or those that provide mailing or printing services;

- our other service providers;
- regulatory bodies such as ASIC, ATO, APRA and AUSTRAC; and
- other third parties who you have consented to us disclosing your information to, or to whom we are required or permitted by law to disclose information to.

Equity Trustees or the Investment Manager may from time to time provide you with direct marketing and/or educational material about products and services they believe may be of interest to you. You have the right to "opt out" of such communications by contacting us using the contact details below.

In addition to the above information, Equity Trustees' Privacy Policy contains further information about how we handle your personal information, and how you can access information held about you, seek a correction to that information, or make a privacy-related complaint.

Full details of Equity Trustees' Privacy Policy are available at [www.eqt.com.au](http://www.eqt.com.au). You can also request a copy by contacting Equity Trustees' Privacy Officer on +61 3 8623 5000 or by email to [privacy@eqt.com.au](mailto:privacy@eqt.com.au).

## Anti-Money Laundering and Counter Terrorism Financing ("AML/CTF")

Australia's AML/CTF laws require Equity Trustees to adopt and maintain a written AML/CTF Program. A fundamental part of the AML/CTF Program is that Equity Trustees must hold up-to-date information about investors (including beneficial owner information) in the Fund.

To meet this legal requirement, we need to collect certain identification information (including beneficial owner information) and documentation ("KYC Documents") from new investors. Existing investors may also be asked to provide KYC Documents as part of an ongoing customer due diligence/verification process to comply with AML/CTF laws. If applicants or investors do not provide the applicable KYC Documents when requested, Equity Trustees may be unable to process an application, or may be unable to provide products or services to existing investors until such time as the information is provided.

In order to comply with AML/CTF Laws, Equity Trustees may also disclose information including your personal information that it holds about the applicant, an investor, or any beneficial owner, to its related bodies corporate or service providers, or relevant regulators of AML/CTF Laws (whether inside or outside Australia). Equity Trustees may be prohibited by law from informing applicants or Investors that such reporting has occurred.

Equity Trustees shall not be liable to applicants or investors for any loss you may suffer because of compliance with the AML/CTF laws.

## Indirect investors

You may be able to invest indirectly in the Fund via an IDPS by directing the IDPS Operator to acquire units on your behalf. If you do so, you will need to complete the relevant forms provided by the IDPS Operator and not the Application Form accompanying the PDS. This will mean that you are an indirect investor in the Fund and not an investor or member of the Fund. Indirect investors do not acquire the rights of an investor as such rights are acquired by the IDPS Operator who may exercise, or decline to exercise, these rights on your behalf.

Indirect investors do not receive reports or statements from us and the IDPS Operator's application and withdrawal conditions determine when you can direct the IDPS Operator to apply or redeem. Your rights as an indirect investor should be set out in the IDPS Guide or other disclosure document issued by the IDPS Operator.

### Information on underlying investments

Information regarding the underlying investments of the Fund will be provided to an investor of the Fund on request, to the extent Equity Trustees is satisfied that such information is required to enable the investor to comply with its statutory reporting obligations. This information will be supplied within a reasonable timeframe having regard to these obligations.

### Foreign Account Tax Compliance Act ("FATCA")

In April 2014, the Australian Government signed an intergovernmental agreement ("IGA") with the United States of America ("U.S."), which requires all Australian financial institutions to comply with the FATCA Act enacted by the U.S. in 2010.

Under FATCA, Australian financial institutions are required to collect and review their information to identify U.S. residents and U.S. controlling persons that invest in assets through non-U.S. entities. This information is reported to the Australian Taxation Office ("ATO"). The ATO may then pass that information onto the U.S. Internal Revenue Service.

In order to comply with the FATCA obligations, we may request certain information from you. Failure to comply with FATCA

obligations may result in the Fund, to the extent relevant, being subject to a 30% withholding tax on payment of U.S. income or gross proceeds from the sale of certain U.S. investments. If the Fund suffers any amount of FATCA withholding and is unable to obtain a refund for the amounts withheld, we will not be required to compensate investors for any such withholding and the effect of the amounts withheld will be reflected in the returns of the Fund.

### Common Reporting Standard ("CRS")

The CRS is developed by the Organisation of Economic Co-operation and Development and requires certain financial institutions resident in a participating jurisdiction to document and identify reportable accounts and implement due diligence procedures. These financial institutions will also be required to report certain information on reportable accounts to their relevant local tax authorities.

Australia signed the CRS Multilateral Competent Authority Agreement and has enacted provisions within the domestic tax legislation to implement CRS in Australia. Australian financial institutions need to document and identify reportable accounts, implement due diligence procedures and report certain information with respect to reportable accounts to the ATO. The ATO may then exchange this information with foreign tax authorities in the relevant signatory countries.

In order to comply with the CRS obligations, we may request certain information from you. Unlike FATCA, there is no withholding tax that is applicable under CRS.

## 12. Glossary of Important Terms

### **AFSL Licence**

Australian financial services licence issued by ASIC under section 913B of the Corporations Act.

### **Application Form**

The Application Form used by investors who wish to subscribe for units directly in the Fund and accompanying this PDS.

### **ASIC**

The Australian Securities and Investments Commission.

### **Asset allocation**

The weighting of assets in an investment portfolio among different asset classes (such as shares, bonds, property and cash).

### **Business Day**

Any day (except any weekend or public holiday) on which trading banks are open for usual business in Sydney, Australia.

### **Buy/Sell Spread**

The difference between the Application Price and Withdrawal Price of units in the Fund, which reflects the estimated transactions costs associated with buying and selling the assets of the Fund, when investors invest in or withdraw from the Fund.

### **Constitution**

The Constitution of the Fund which describes the rights, responsibilities and beneficial interest of both investors and the Responsible Entity in relation to the Fund.

### **Corporations Act**

The Corporations Act 2001 (Cth) and Corporations Regulations 2001 (Cth), as amended from time to time.

### **Derivatives**

Generally, a derivative is a financial contract whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index. Derivatives may relate to stocks, bonds, interest rates, currencies or currency exchange rates, commodities, and related indexes. Examples include options contracts, futures contracts, options on futures contracts, swap agreements (including, but not limited to, long and short credit default swaps and forward swap spread locks) and options on swap agreements.

### **Distribution**

The amount that is paid to investors after the end of a distribution period. This generally includes any income and realised capital gains.

### **Hedge**

The practice of undertaking one investment activity in order to protect against loss in another. While hedges can reduce potential losses, they can also reduce potential profits.

### **IDPS**

Investor-Directed Portfolio Service or investor-directed portfolio-like managed investment scheme. An IDPS is generally the vehicle through which an investor purchases a range of underlying investment options from numerous investment managers. In New Zealand, the IDPS needs to be licensed as a Discretionary Investment Management Service provider.

### **Liquidity**

The ability of an investment to be easily and quickly converted into cash with little loss of capital.

### **Long Portfolio**

A portfolio of shares which the investor owns.

### **Long positions**

A long position is one in which the investor owns shares in a company. The investor will seek to profit as the price of the shares appreciates.

### **Net Asset Value (NAV)**

The value of assets of the Fund less the value of the liabilities of the Fund (excluding net assets attributable to investors).

### **Retail Client**

Persons or entity which is a retail client as defined under section 761G of the Corporations Act.

### **RITC**

Reduced Input Tax Credit. Equity Trustees will apply for reduced input tax credits on behalf of the Fund, where applicable, to reduce the GST cost to the Fund.

### **Short Portfolio**

A portfolio of shares that the investor has borrowed and short sold

### **Short positions**

A short position is one in which the investor has sold shares that the investor doesn't own. The investor seeks to profit as the value of the shares falls, thereby reducing the size of the liability to re-purchase the shares. Short sales are generally covered, that is, the seller will "borrow" the investment to settle the sale and then will buy the same investment in the open market to return the borrowed investment. The difference between the sale price and the purchase price of the investment in the open market is the profit or loss earned by the investor.

### **US person**

A person so classified under securities or tax law in the United States of America ("US") including, in broad terms, the following persons:

- (a) any citizen of, or natural person resident in, the US, its territories or possessions; or
- (b) any corporation or partnership organised or incorporated under any laws of or in the US or of any other jurisdiction if formed by a US Person (other than by accredited investors who are not natural persons, estates or trusts) principally for the purpose of investing in securities not registered under the US Securities Act of 1933; or
- (c) any agency or branch of a foreign entity located in the US; or
- (d) a pension plan primarily for US employees of a US Person; or
- (e) a US collective investment vehicle unless not offered to US Persons; or
- (f) any estate of which an executor or administrator is a US Person (unless an executor or administrator of the estate who is not a US Person has sole or substantial investment discretion over the assets of the estate and such estate is governed by non-US law) and all the estate income is non-US income not liable to US income tax; or
- (g) any trust of which any trustee is a US Person (unless a trustee who is a professional fiduciary is a US Person and a trustee who is not a US Person has sole or substantial investment discretion over the assets of the trust and no beneficiary (or settlor, if the trust is revocable) of the trust is a US Person); or
- (h) any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person; or



(i) any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the US for the benefit or account of a US Person.

**Wholesale Client**

Person or entity which is a wholesale client as defined under the Corporations Act.

**Wholesale Investor**

In the case of a New Zealand investor, means a Wholesale Client who also meets the definition of wholesale investor under clause 3(2) of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand).

**Withdrawal Form**

The Withdrawal Form used by investors who wish to withdraw units directly from the Fund and accompanying this PDS.

# Watermark Absolute Return Fund

## Application Form

This application form accompanies the Product Disclosure Statement ('PDS')/Information Memorandum ('IM') relating to units in the following product/s issued by Equity Trustees Limited (ABN 46 004 031 298, AFSL 240975). The PDS/IM contains information about investing in the Fund/Trust. You should read the PDS/IM in its entirety before applying.

- **Watermark Absolute Return Fund**

The law prohibits any person passing this Application Form on to another person unless it is accompanied by a complete PDS/IM.

- If completing by hand, use a black or blue pen and print within the boxes in BLOCK LETTERS, if you make a mistake, cross it out and initial. DO NOT use correction fluid
- The investor(s) must complete and sign this form
- Keep a photocopy of your completed Application Form for your records

**U.S. Persons: This offer is not open to any U.S. Person. Please refer to the PDS/IM for further information.**

### Foreign Account Tax Compliance Act ("FATCA") and Common Reporting Standard ("CRS")

We are required to collect certain information to comply with FATCA and CRS, please ensure you complete section 7.

#### If investing with an authorised representative, agent or financial adviser

Please ensure you, your authorised representative, agent and/or financial adviser also complete Section 6.

#### Financial adviser details and customer identification declaration

You do not need to provide copies of your certified identification documentation with your Application Form if this information has been provided to your licensed financial adviser and your licensed financial adviser has elected to retain this information, and agreed to make it available upon request, under Section 6 of this Application Form.

#### Provide certified copies of your identification documents

Please refer to section 9 on AML/CTF Identity Verification Requirements.

#### Send your documents & make your payment

See section 2 for payment options and where to send your application form.

## Section 1 - Are you an existing investor in the Fund/Trust and wish to add to your investment?

Do you have an existing investment in the Fund/Trust and the information provided remains current and correct?

☐

**Yes**, if you can tick both of the boxes below, complete Sections 2 and 8

☐

I/We confirm there are no changes to our identification documents previously provided.

☐

I/We confirm there have been no changes to our FATCA or CRS status

If there have been changes in your identification documents or FATCA/CRS status since your last application, please complete the full Application Form as indicated below.

☐

**No**, please complete sections relevant to you as indicated below:

#### Investor Type:

☐

**Individuals/Joint:** complete section 2, 3, 6 (if applicable), 7, 8 & 9

☐

**Companies:** complete section 2, 4, 6 (if applicable), 7, 8 & 9

☐

**Trusts/superannuation funds:**

- with an individual trustee - complete sections 2, 3, 5, 6 (if applicable), 7, 8 & 9
- with a company as a trustee – complete sections 2, 4, 5, 6 (if applicable), 7, 8 & 9

If you are an Association, Co-operative, Government Body or other type of entity not listed above, please contact Equity Trustees.

## Section 2 - Investment details

Investment to be held in the name(s) of (must include name(s) of investor(s))

Postal address

Suburb

State

Postcode

Country

Email address

Contact no.

Fund/Trust Name	APIR code	Application amount (AUD)
Watermark Absolute Return Fund	ETL8732AU	\$

The minimum initial investment is \$50,000

### Distribution Instructions

If you do not select a distribution option, we will automatically reinvest your distribution. If you select cash, please ensure you provide your bank details below.

- ☐ **Reinvest distributions** if you select this option your distribution will be reinvested in the Fund/Trust
- ☐ **Pay distributions to the bank** if you select this option your distribution will be paid to the bank account below

### Investor bank details

For withdrawals and distributions (if applicable), these must match the investor(s)' name and **must be an AUD-denominated bank account with an Australian domiciled bank.**

Financial institution name and branch location

BSB number

Account number

Account name

### Payment method

- ☐ **Direct credit – pay to:**

Financial institution name and branch location	St. George Bank, 1 King Street, Sydney Quay, NSW 2138
BSB number	332 127
Account number	555 323 444
Account name	BOARDROOM PTY LIMITED ITF EQUITY TRUSTEES LIMITED AS RE FOR WATERMARK ABSOLUTE RETURN FUND APPLICATION - A/C
Reference	<Investor Name>

### Source of investment

Please indicate the source of the investment amount (e.g. retirement savings, employment income):

**Send your completed Application Form to:**

Boardroom Pty Limited

Unitholder Services, GPO Box 3993 Sydney NSW 2001

Fax: +61 2 9279 0664 Email: watermark@boardroomlimited.com.au

Please ensure you have completed all relevant sections and signed the Application Form



### Section 3 – Investor details – Individuals/Joint

Please complete if you are investing individually, jointly or you are an individual or joint trustee.

See **Group A** AML/CTF Identity Verification Requirements in Section 9

#### Investor 1

Title	First name(s)	Surname	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Residential address (not a PO Box/RMB/Locked Bag)			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Email address		Contact no.	
<input type="text"/>		<input type="text"/>	
Date of birth (DD/MM/YYYY)		Tax File Number* – or exemption code	
<input type="text"/>		<input type="text"/>	
Country of birth	Occupation		
<input type="text"/>	<input type="text"/>		

#### Investor 2

Title	First name(s)	Surname	
<input type="text"/>	<input type="text"/>	<input type="text"/>	
Residential address (not a PO Box/RMB/Locked Bag)			
<input type="text"/>			
Suburb	State	Postcode	Country
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Email address		Contact no.	
<input type="text"/>		<input type="text"/>	
Date of birth (DD/MM/YYYY)		Tax File Number* – or exemption code	
<input type="text"/>		<input type="text"/>	
Country of birth	Occupation		
<input type="text"/>	<input type="text"/>		

***If there are more than 2 beneficial owners, please provide details as an attachment.***

Do any of the investors named hold a prominent public position or function in a government body (local, state, territory, national or foreign) or in an international organisation or are you an immediate family member or a business associate of such a person?

<input type="checkbox"/> No	<input type="checkbox"/> Yes, please give details:
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## Section 4 – Investor details – Companies/Corporate Trustee

Please complete if you are investing for a company or where the company is acting as trustee.

See **Group B** AML/CTF Identity Verification Requirements in Section 9

**Full company name (as registered with ASIC or relevant foreign registered body)**

**Registered office address (not a PO Box/RMB/Locked Bag)**

**Suburb**

**State**

**Postcode**

**Country**

**Australian Company Number**

**Tax File Number\* – or exemption code**

**Australian Business Number\* (if registered in Australia) or equivalent foreign company identifier**

### Contact Person

**Title**

**First name(s)**

**Surname**

**Email address**

**Contact no.**

**Principal place of business:** For non-Australian companies please provide a local agent name and address if you do not have a principal place of business in Australia.

**Registered Office Address (not a PO Box/RMB/Locked Bag)**

**Suburb**

**State**

**Postcode**

**Country**

### Registration details

**Name of regulatory body**

**Identification number (e.g. ARBN)**

### Beneficial owners

All beneficial owners will need to provide **Group A** AML/CTF Identity Verification Requirements in Section 9

### Senior Managing Official and controlling person

(e.g. managing directors, senior executive etc. who are authorised to sign on the company's behalf, make policy, operational and financial decisions)

1	2
3	4

- ☐ Shareholders and other beneficial owners (shareholders and those who own directly, indirectly, jointly or beneficially 25% or more of the company's issued capital).

### Beneficial owner 1

**Title**

**First name(s)**

**Surname**

**Residential address (not a PO Box/RMB/Locked Bag)**

**Suburb**

**State**

**Postcode**

**Country**

**Date of birth (DD/MM/YYYY)**

### Beneficial owner 2

Title

First name(s)

Surname

Residential address (not a PO Box/RMB/Locked Bag)

Suburb

State

Postcode

Country

Date of birth (DD/MM/YYYY)

 /  / 

*If there are more than 2 beneficial owners, please provide details as an attachment.*

Do any of the beneficial owners named hold a prominent public position or function in a government body (local, state, territory, national or foreign) or in an international organisation or are you an immediate family member or a business associate of such a person?

☐

No

☐

Yes, please give details:

## Section 5 – Investor Details – Trusts/superannuation funds

Please complete if you are investing for a trust or superannuation fund.

See **Group C** AML/CTF Identity Verification Requirements in section 9

**Full name of trust or superannuation fund**

**Full name of business (if any)**

**Country where established**

**Australian Business Number\* (if obtained)**

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**Tax File Number\* – or exemption code**

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**Trustee details** - How many trustees are there?

☐ **Individual trustee(s)** – complete section 3 – Investor details – Individuals/Joint

☐ **Company trustee(s)** – complete section 4 – Investor details – Companies/Corporate Trustee

☐ **Combination** – trustee(s) to complete each relevant section

### Type of Trust

☐ **Registered Managed Investment Scheme**

**Australian Registered Scheme Number (ARSN)**

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☐ **Regulated Trust** (including self-managed superannuation funds and registered charities that are trusts)

**Name of Regulator** (e.g. ASIC, APRA, ATO, ACNC)

**Registration/Licence details**

☐ **Other Trust (unregulated)**

**Please describe**

### Beneficiaries of an unregulated trust

Please provide details below of any **beneficiaries** who directly or indirectly are entitled to an interest of 25% or more of the trust.

1	2
3	4

If there are no beneficiaries of the trust, describe the class of beneficiary (e.g. the name of the family group, class of unit holders, the charitable purpose or charity name):

Please provide the full name of the settlor of the trust where the initial asset contribution to the trust was greater than \$10,000 and the settlor is not deceased:

### Beneficial owners of an unregulated trust

Please provide details below of any **beneficial owner** of the trust. A beneficial owner is any individual who directly or indirectly has a 25% or greater interest in the trust or a person who exerts control over the trust. This includes the appointer of the trust who holds the power to appoint or remove the trustees of the trust.

All beneficial owners will need to provide **Group A** AML/CTF Identity Verification Requirements in Section 9

**Beneficial owner 1**

Title	First name(s)	Surname		
<input type="text"/>	<input type="text"/>	<input type="text"/>		
Residential address (not a PO Box/RMB/Locked Bag)				
<input type="text"/>				
Suburb	State	Postcode		Country
<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		<input type="text"/>
Date of birth (DD/MM/YYYY)				
<input type="text"/> / <input type="text"/> / <input type="text"/>				

**Beneficial owner 2**

Title	First name(s)	Surname		
<input type="text"/>	<input type="text"/>	<input type="text"/>		
Residential address (not a PO Box/RMB/Locked Bag)				
<input type="text"/>				
Suburb	State	Postcode		Country
<input type="text"/>	<input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>		<input type="text"/>
Date of birth (DD/MM/YYYY)				
<input type="text"/> / <input type="text"/> / <input type="text"/>				

*If there are more than 2 beneficial owners, please provide details as an attachment.*

Do any of the beneficial owners named hold a prominent public position or function in a government body (local, state, territory, national or foreign) or in an international organisation or are you an immediate family member or a business associate of such a person?

<input type="checkbox"/>	No	<input type="checkbox"/>	Yes, please give details:	<input type="text"/>
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## Section 6 – Authorised representative, agent and/or financial adviser

Please complete if you are appointing an authorised representative, agent and/or financial adviser.

☐ I am an **authorised representative** or **agent** as nominated by the investor(s)

### See **Group D** AML/CTF Identity Verification Requirements in Section 9

You must attach a valid authority such as Power of Attorney, guardianship order, grant of probate, appointment of bankruptcy etc. that is a certified copy. The document must be current and complete, signed by the investor or a court official and permits the authorised representative or agent to transact on behalf of the investor.

**Full name of authorised representative or agent**

**Role held with investor(s)**

**Signature**

**Date**

☐ I am a **financial adviser** as nominated by the investor

**Name of adviser**

**AFSL number**

**Dealer group**

**Name of advisory firm**

**Postal address**

**Suburb**

**State**

**Postcode**

**Email address**

**Contact no.**

#### Financial Adviser Declaration

- ☐ I/We hereby declare that I/we are not a US Person as defined in the PDS/IM.  
☐ I/We hereby declare that the investor is not a US Person as defined in the PDS/IM.  
☐ I/We have completed an appropriate Customer Identification Procedure (CIP) on this investor which meets the requirements (per type of investor) set out above,

#### AND EITHER

- ☐ I/We have attached the relevant CIP documents; **OR**  
☐ I/We have not attached the CIP documents however I/We confirm that I have completed the AML/KYC checks on the investor(s) in accordance to the AUSTRAC's requirements. I/We also agree to provide Equity Trustees the relevant CIP documents on request.

**Signature**

**Date**

#### Access to information

Unless you elect otherwise, your authorised representative, agent and/or financial adviser will be provided access to your investment information and/or receive copies of statements and transaction confirmations. By appointing an authorised representative, agent and/or financial adviser you acknowledge that you have read and agreed to the terms and conditions in the PDS/IM relating to such appointment.

- ☐ Please tick this box if you **DO NOT** want your authorised representative, agent and/or financial adviser to have access to information about your investment.  
☐ Please tick this box if you **DO NOT** want copies of statements and transaction confirmations sent to your authorised representative, agent and/or financial adviser.  
☐ Please tick this box if you want statements and transaction confirmations sent **ONLY** to your authorised representative, agent and/or financial adviser.

## Section 7 – Foreign Account Tax Compliance Act (FATCA), Common Reporting Standard (CRS) Self-Certification Form – ALL investors MUST complete

### Sub-Section I - Individuals

Please fill this Sub-Section I only if you are an individual. If you are an entity, please fill Sub-Section II.

**1. Are you a US citizen or resident of the US for tax purposes?**

☐ Yes: provide your Taxpayer Identification Number (TIN) or equivalent (or Reason Code if no TIN is provided) below and continue to question 2

Investor 1	
Investor 2	

☐ No: continue to question 2

**2. Are you a tax resident of any other country outside of Australia?**

☐ Yes: state each country and provide your TIN or equivalent (or Reason Code if no TIN is provided) for each jurisdiction below and skip to question 12

Investor 1	
Investor 2	

*If more space is needed please provide details as an attachment.*

☐ No: skip to question 12

#### Reason Code:

If TIN or equivalent is not provided, please provide reason from the following options:

- **Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents.
- **Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason).
- **Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by such jurisdiction).

If **Reason B** has been selected above, explain why you are not required to obtain a TIN:

Investor 1	
Investor 2	

### Sub-Section II - Entities

Please fill this Sub-Section II only if you are an entity. If you are an individual, please fill Sub-Section I.

**3. Are you an Australian complying superannuation fund?**

☐ Yes: skip to question 12

☐ No: continue to question 4

#### FATCA

**4. Are you a US Person?**

☐ Yes: continue to question 5

☐ No: skip to question 6

**5. Are you a Specified US Person?**

☐ Yes: provide your TIN below and skip to question 7

☐ No: indicate exemption type and skip to question 7

**6. Are you a Financial Institution for the purposes of FATCA?**

☐ Yes: provide your Global Intermediary Identification Number (GIIN)

If you do not have a GIIN, please provide your FATCA status below and continue to question 7

☐ **Exempt Beneficial Owner, provide type below:**

- ☐ **Deemed-Compliant FFI (other than a Sponsored FI or a Trustee Documented Trust), provide type below:**
- ☐ **Non-Participating FFI, provide type below:**
- ☐ **Sponsored Financial Institution. Please provide the Sponsoring Entity's name and GIIN:**
- ☐ **Trustee Documented Trust. Please provide your Trustee's name and GIIN:**
- ☐ **Other, provide details:**

☐ No: continue to question 7

## CRS

### 7. Are you a tax resident of any country outside of Australia and the US?

☐ Yes: state each country and provide your TIN or equivalent (or Reason Code if no TIN is provided) for each jurisdiction below and continue to question 8

<b>Investor 1</b>	
<b>Investor 2</b>	

*If more space is needed please provide details as an attachment.*

#### Reason Code:

If TIN or equivalent is not provided, please provide reason from the following options:

- **Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents.
- **Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason).
- **Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by such jurisdiction).

If **Reason B** has been selected above, explain why you are not required to obtain a TIN:

<b>Investor 1</b>	
<b>Investor 2</b>	

☐ No: continue to question 8

### 8. Are you a Financial Institution for the purpose of CRS?

☐ Yes: specify the type of Financial Institution below and continue to question 9

- ☐ Reporting Financial Institution
- ☐ Non-Reporting Financial Institution:
- ☐ Trustee Documented Trust
  - ☐ Other: please specify: \_\_\_\_\_

☐ No: skip to question 10

### 9. Are you an investment entity resident in a non-participating jurisdiction for CRS purposes and managed by another financial Institution?

☐ Yes: skip to question 11

☐ No: skip to question 12

## Non-Financial Entities

### 10. Are you an Active Non-Financial Entity (Active NFE)?

- ☐ Yes: specify the type of Active NFE below and skip to question 12:
- ☐ Less than 50% of the Active NFE's gross income from the preceding calendar year is passive income (e.g. dividends, distribution, interests, royalties and rental income) and less than 50% of its assets during the preceding calendar year are assets held for the production of passive income
  - ☐ Corporation that is regularly traded or a related entity of a regularly traded corporation



- ☐ Governmental Entity, International Organisation or Central Bank  
☐ Other: please specify:

☐ No: you are a Passive Non-Financial Entity (Passive NFE). Continue to question 11

## Controlling Persons

### 11. Does one or more of the following apply to you:

- Is any natural person that exercises control over you (for corporations, this would include directors or beneficial owners who ultimately own 25% or more of the share capital) a tax resident of any country outside of Australia?
- If you are a trust, is any natural person including trustee, protector, beneficiary, settlor or any other natural person exercising ultimate effective control over the trust a tax resident of any country outside of Australia?

### Controlling person 1

Title	First name(s)	Surname
<input type="text"/>	<input type="text"/>	<input type="text"/>
Residential address (not a PO Box/RMB/Locked Bag)		
<input type="text"/>		
Suburb	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>
Date of birth (DD/MM/YYYY)		Country
<input type="text"/>		<input type="text"/>
Country of tax residence		
<input type="text"/>		
TIN or equivalent	Reason Code if no TIN provided	
<input type="text"/>	<input type="text"/>	

### Controlling person 2

Title	First name(s)	Surname
<input type="text"/>	<input type="text"/>	<input type="text"/>
Residential address (not a PO Box/RMB/Locked Bag)		
<input type="text"/>		
Suburb	State	Postcode
<input type="text"/>	<input type="text"/>	<input type="text"/>
Date of birth (DD/MM/YYYY)		Country
<input type="text"/>		<input type="text"/>
Country of tax residence		
<input type="text"/>		
TIN or equivalent	Reason Code if no TIN provided	
<input type="text"/>	<input type="text"/>	

If there are more than 2 controlling persons, please provide details as an attachment.

### Reason Code:

If TIN or equivalent is not provided, please provide reason from the following options:

- Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents.
- Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason).
- Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by such jurisdiction).

If Reason B has been selected above, explain why you are not required to obtain a TIN:

Investor 1	<input type="text"/>
Investor 2	<input type="text"/>

☐ No: continue to question 12

**12. Signature and Declaration – ALL investors must sign**

- ☐ I undertake to provide a suitably updated self-certification within 30 days of any change in circumstances which causes the information contained herein to become incorrect.
- ☐ I declare the information above to be true and correct.

**Investor 1**

**Name of individual/entity**

**Name of authorised representative**

**Signature**

**Date**

**Investor 2**

**Name of individual/entity**

**Name of authorised representative**

**Signature**

**Date**

## Section 8 – Declarations – ALL investors MUST complete

In most cases the information that you provide in this form will satisfy the AML/CTF Act, the US Foreign Account Tax Compliance Act ('FATCA') and the Common Reporting Standards ('CRS'). However, in some instances the Responsible Entity may contact you to request further information. It may also be necessary for the Responsible Entity to collect information (including sensitive information) about you from third parties in order to meet its obligations under the AML/CTF Act, FATCA and CRS.

When you complete this Application Form you make the following declarations:

- I/We have received the PDS/IM and made this application in Australia (and/or New Zealand for those offers made in New Zealand).
- I/We have read the PDS/IM to which this Application Form applies and agree to be bound by the terms and conditions of the PDS/IM and the Constitution of the relevant Fund/Trust in which I/we have chosen to invest.
- I/We have considered our personal circumstances and, where appropriate, obtained investment and/or taxation advice.
- I/We hereby declare that I/we are not a US Person as defined in the PDS/IM.
- I/We acknowledge that (if a natural person) I am/we are 18 years of age or over and I am/we are eligible to hold units in the Fund/Trust in which I/We have chosen to invest.
- I/We acknowledge and agree that Equity Trustees has outlined in the PDS/IM provided to me/us how and where I/we can obtain a copy of the Equity Trustees Group Privacy Statement.
- I/We consent to the transfer of any of my/our personal information to external third parties including but not limited to fund administrators, fund investment manager(s) and related bodies corporate who are located outside Australia for the purpose of administering the products and services for which I/we have engaged the services of Equity Trustees or its related bodies corporate and to foreign government agencies for reporting purposes (if necessary).
- I/we hereby confirm that the personal information that I/we have provided to Equity Trustees is correct and current in every detail, and should these details change, I/we shall promptly advise Equity Trustees in writing of the change(s).
- I/We agree to provide further information or personal details to the Responsible Entity if required to meet its obligations under anti-money laundering and counter-terrorism legislation, US tax legislation or reporting legislation and acknowledge that processing of my/our application may be delayed and will be processed at the unit price applicable for the Business Day as at which all required information has been received and verified.
- If I/we have provided an email address, I/we consent to receive ongoing investor information including PDS/IM information, confirmations of transactions and additional information as applicable via email.
- I/We acknowledge that Equity Trustees does not guarantee the repayment of capital or the performance of the Fund/Trust or any particular rate of return from the Fund/Trust.
- I/We acknowledge that an investment in the Fund/Trust is not a deposit with or liability of Equity Trustees and is subject to investment risk including possible delays in repayment and loss of income or capital invested.
- I/We acknowledge that Equity Trustees is not responsible for the delays in receipt of monies caused by the postal service or the investor's bank.
- If I/we lodge a fax application request, I/we acknowledge and agree to release, discharge and agree to indemnify Equity Trustees from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from any fax application.
- If I/we have completed and lodged the relevant sections on authorised representatives, agents and/or financial advisers on the Application Form then I/we agree to release, discharge and indemnify Equity Trustees from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from Equity Trustees acting on the instructions of my/our authorised representatives, agents and/or financial advisers.
- If this is a joint application each of us agrees that our investment is held as joint tenants.
- I/We acknowledge and agree that where the Responsible Entity, in its sole discretion, determines that:
  - I/we are ineligible to hold units in a Fund/Trust or have provided misleading information in my/our Application Form; or
  - I/we owe any amounts to Equity Trustees, then I/we appoint the Responsible Entity as my/our agent to submit a withdrawal request on my/our behalf in respect of all or part of my/our units, as the case requires, in the Fund/Trust.
- **For Wholesale Clients\*** - I/We acknowledge that I am/we are a Wholesale Client (as defined in Section 761G of the Corporations Act 2001 (Cth)) and are therefore eligible to hold units in the Fund/Trust.
- **For New Zealand applicants\*** - I/we have read the terms of the offer relating to New Zealand investors, including the New Zealand warning statement.
- **For New Zealand Wholesale Investors\*** - I/We acknowledge and agree that:
  - I/We have read the "New Zealand Wholesale Investor Fact Sheet" and PDS/IM or "New Zealand Investors: Selling Restriction" for the Fund/Trust;
  - I am/We are a Wholesale Investor and am/are therefore eligible to hold units in the Fund/Trust; and
  - I/We have not:
    - Offered, sold, or transferred, and will not offer, sell, or transfer, directly or indirectly, any units in the Fund/Trust;
    - Granted, issued, or transferred, and will not grant, issue, or transfer, any interests in or options over, directly or indirectly, any units in the Fund/Trust; and
    - Distributed and will not distribute, directly or indirectly, the PDS/IM or any other offering materials or advertisement in relation to any offer of units in the Fund/Trust,

- in each case in New Zealand, other than to a person who is a Wholesale Investor; and
- I/We will notify Equity Trustees if I/we cease to be a Wholesale Investor; and
- I/We have separately provided a signed Wholesale Investor Certification located at the end of this Application Form.

All references to Wholesale Investor in this Declaration are a reference to Wholesale Investor in terms of clause 3(2) of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand).

\* Disregard if not applicable.

### \*Terms and conditions for collection of Tax File Numbers (TFN) and Australian Business Numbers (ABN)

Collection of TFN and ABN information is authorised and its use and disclosure strictly regulated by tax laws and the Privacy Act. Investors must only provide an ABN instead of a TFN when the investment is made in the course of their enterprise. You are not obliged to provide either your TFN or ABN, but if you do not provide either or claim an exemption, we are required to deduct tax from your distribution at the highest marginal tax rate plus Medicare levy to meet Australian taxation law requirements.

For more information about the use of TFNs for investments, contact the enquiries section of your local branch of the ATO. Once provided, your TFN will be applied automatically to any future investments in the Fund/Trust where formal application procedures are not required (e.g. distribution reinvestments), unless you indicate, at any time, that you do not wish to quote a TFN for a particular investment. **Exempt investors should attach a copy of the certificate of exemption.** For super funds or trusts list only the applicable ABN or TFN for the super fund or trust.

### When you sign this Application Form you declare that you have read, agree to and make the declarations above

#### Investor 1

Name of individual /entity

Capacity (e.g. Director, Secretary, Authorised signatory)

Signature

Date

Company Seal (if applicable)

#### Investor 2

Name of individual/entity

Capacity (e.g. Director, Secretary, Authorised signatory)

Signature

Date

## Section 9 – AML/CTF Identity Verification Requirements

The AML/CTF Act requires the Responsible Entity to adopt and maintain an anti-money laundering and counter-terrorism financing ('AML/CTF') program. The AML/CTF program includes ongoing customer due diligence, which may require the Responsible Entity to collect further information.

- Identification documentation provided must be in the name of the investor.
- Non-English language documents must be translated by an accredited translator.
- Applications made without providing this information cannot be processed until all the necessary information has been provided.
- If you are unable to provide the identification documents described please contact Equity Trustees.

These documents should be provided as an original or a CERTIFIED COPY of the original.

### Who can certify?

Below is an example of who can certify proof of ID documents under the AML/CTF requirements:

- Bailiff
- Bank officer with 5 or more years of continuous service
- Building society officer with 5 or more years of continuous service
- Chiropractor (licensed or registered)
- Clerk of court
- Commissioner for Affidavits
- Commissioner for Declarations
- Credit union officer with 5 or more years of continuous service
- Dentist (licensed or registered)
- Fellow of the National Tax Accountant's Association
- Finance company officer with 5 or more years of continuous service
- Judge of a court
- Justice of the peace
- Legal practitioner (licensed or registered)
- Magistrate
- Marriage celebrant licensed or registered under Subdivision C of Division 1 of Part IV of the Marriage Act 1961
- Master of a court
- Medical practitioner (licensed or registered)
- Member of Chartered Secretaries Australia
- Member of Engineers Australia, other than at the grade of student
- Member of the Association of Taxation and Management Accountants
- Member of the Australian Defence Force with 5 or more years of continuous service
- Member of the Institute of Chartered Accountants in Australia, the Australian Society of Certified Practising Accountants or the Institute of Public Accountants
- Member of the Parliament of the Commonwealth, a State, a Territory Legislature, or a local government authority of a State or Territory
- Minister of religion licensed or registered under Subdivision A of Division 1 of Part IV of the Marriage Act 1961
- Nurse (licensed or registered)
- Optometrist (licensed or registered)
- Permanent employee of Commonwealth, State or local government authority with at least 5 or more years of continuous service.
- Permanent employee of the Australian Postal Corporation with 5 or more years of continuous service
- Pharmacist (licensed or registered)
- Physiotherapist (licensed or registered)
- Police officer
- Psychologist (licensed or registered)
- Registrar, or Deputy Registrar, of a court
- Sheriff
- Teacher employed on a full-time basis at a school or tertiary education institution
- Veterinary surgeon (licensed or registered)

### When certifying documents, the following process must be followed:

- All copied pages of original proof of ID documents must be certified.
- The authorised individual must ensure that the original and the copy are identical; then write or stamp on the copied document "certified true copy". This must be followed by the date and signature, printed name and qualification of the authorised individual.
- In cases where an extract of a document is photocopied to verify customer ID, the authorised individual should write or stamp "certified true extract"

## GROUP A – Individuals/Joint

**Each** individual investor, individual trustee, beneficial owner, or individual agent or authorised representative must provide one of the following primary photographic ID:

- ☐ A current Australian driver's licence (or foreign equivalent) that includes a photo and signature.
- ☐ An Australian passport (or foreign equivalent) (not expired more than 2 years previously).
- ☐ An identity card issued by a State or Territory Government that includes a photo.

If you do NOT own one of the above ID documents, please provide one valid option from Column A and one valid option from Column B.

Column A	Column B
<ul style="list-style-type: none"><li><input type="checkbox"/> Australian birth certificate.</li><li><input type="checkbox"/> Australian citizenship certificate.</li><li><input type="checkbox"/> Pension card issued by Department of Human Services.</li></ul>	<ul style="list-style-type: none"><li><input type="checkbox"/> A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address.</li><li><input type="checkbox"/> A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address. Block out the TFN before scanning, copying or storing this document.</li><li><input type="checkbox"/> A document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address).</li><li><input type="checkbox"/> If under the age of 18, a notice that: was issued to the individual by a school principal within the preceding 3 months; and contains the name and residential address; and records the period of time that the individual attended that school.</li></ul>

## GROUP B – Companies

For Australian Registered Companies, provide one of the following (must clearly show the Company's full name, type (private or public) and ACN):

- ☐ A certified copy of the company's Certificate of Registration or incorporation issued by ASIC
- ☐ A copy of information regarding the company's licence or other information held by the relevant Commonwealth, State or Territory regulatory body e.g. AFSL, RSE, ACL etc.
- ☐ A full company search issued in the previous 3 months.
- ☐ If the company is listed on an Australian securities exchange, provide details of the exchange and the ticker (issuer) code.
- ☐ If the company is a majority owned subsidiary of a company listed on an Australian securities exchange, provide details of the exchange and the ticker (issuer) code for the holding company.

For Foreign Companies, provide one of the following:

- ☐ A certified copy of the company's Certificate of Registration or incorporation issued by the foreign jurisdictions in which the company was incorporated, established or formed.
- ☐ A certified copy of the company's articles of association or constitution.
- ☐ A copy of a company search on the ASIC database or relevant foreign registration body.

All of the above must clearly show the company's full name, its type (i.e. public or private) and the ARBN issued by ASIC, or the identification number issued to the company by the foreign regulator.

**In addition, please provide verification documents for each beneficial owner (senior managing official and shareholder) as listed under Group A.**

A beneficial owner of a company is any customer entitled (either directly or indirectly) to exercise 25% or more of the voting rights, including a power of veto, or who holds the position of senior managing official (or equivalent).



### GROUP C – Trusts

For a Registered Managed Investment Scheme, Government Superannuation Fund or a trust registered with the Australian Charities, Regulated Superannuation Fund (including a self-managed super fund) and Not-for-profit Commission (ACNC), provide one of the following:

- ☐ A copy of the company search of the relevant regulator's website e.g. APRA, ASIC, or ATO.
- ☐ A copy or relevant extract of the legislation establishing the government superannuation fund sourced from a government website.
- ☐ A copy from the ACNC of information registered about the trust as a charity
- ☐ Annual report or audited financial statements.
- ☐ A certified copy of a notice issued by the ATO within the previous 12 months.
- ☐ A certified copy of the Trust Deed

For all other Unregulated trust (including Foreign trust), provide the following:

- ☐ A certified copy of the Trust Deed.  
**If the trustee is an individual, please also provide verification documents for one trustee as listed under Group A.**  
**If the trustee is a company, please also provide verification documents for a company as listed under Group B.**

### GROUP D – Authorised Representatives and Agents

In addition to the above entity groups:

- ☐ If you are an **Individual Authorised Representative or Agent** – please also provide the identification documents listed under Group A.
- ☐ If you are a **Corporate Authorised Representative or Agent** – please also provide the identification documents listed under Group B.

All Authorised Representatives and Agents must also provide a certified copy of their authority to act for the investor e.g. the POA, guardianship order, Executor or Administrator of a deceased estate, authority granted to a bankruptcy trustee, authority granted to the State or Public Trustee etc.

# Watermark Absolute Return Fund

## Withdrawal Form

### Investor details

Investment held in the name of

Investor number (HIN/SRN)

Contact name

Phone number

Address

### Withdrawal details

Fund name

Amount (shares)

### Bank account details

Only Australian financial institution account details will be accepted and no payments to third party bank accounts. Please check the bank details below match your bank details on the Boardroom Investor portal

**Financial institution name and branch location\***

**BSB number\***

**Account number\***

**Account name**

\* This account must match the portal. In the event that your banking details have changed, you must update the portal with your new banking details.

### Declaration and signatures

I/We hereby instruct a withdrawal from the Watermark Absolute Return Fund in accordance with the instructions set above.

#### Investor 1

Name of individual /entity

Capacity (e.g. Director, Secretary, Authorised signatory)

Signature

Date

#### Investor 2

Name of individual/entity

Capacity (e.g. Director, Secretary, Authorised signatory)

Signature

Date

Joint investor must both sign. Company investors must be signed by two Directors, a Director and Secretary or the Sole Director of the company. If this Form is signed under a Power of Attorney it must be accompanied by a certified copy of the Power of Attorney.

### Send your completed Withdrawal Form to:

Boardroom Pty Limited

Unitholder Services, GPO Box 3993 Sydney NSW 2001

Fax: +61 2 9279 0664 Email: watermark@boardroomlimited.com.au