

# THB International (ex-USA) Micro Cap Fund



BROOKVINE

## Product Disclosure Statement

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### About this PDS

This Product Disclosure Statement (“PDS”) has been prepared and issued by Equity Trustees Limited (“Equity Trustees”, “we” or “Responsible Entity”) and is a summary of the significant information relating to an investment in the THB International (ex-USA) Micro Cap Fund (the “Fund”). It contains a number of references to important information (including a glossary of terms) contained in the THB International (ex-USA) Micro Cap Fund Reference Guide (“Reference Guide”), which forms part of this PDS. You should carefully read and consider both the information in this PDS, and the information in the Reference Guide, before making a decision about investing in the Fund.

The information provided in this PDS is general information only and does not take account of your personal objectives, financial situation or needs. You should obtain financial and taxation advice tailored to your personal circumstances and consider whether investing in the Fund is appropriate for you in light of those circumstances.

The offer to which this PDS relates is only available to Wholesale Clients (as defined in the Reference Guide) receiving this PDS (electronically or otherwise) in Australia and Wholesale Investors (as defined in the Reference Guide) receiving this PDS (electronically or otherwise) in New Zealand who have completed a Wholesale Investor Certificate attached to the Application Form. New Zealand investors must read the THB International (ex-USA) Micro Cap Fund New Zealand Wholesale Investors Fact Sheet. All references to dollars or “\$” in this PDS are to Australian dollars.

This PDS has not been, and will not be, lodged with the Registrar of Financial Service Providers in New Zealand, and is not a Product Disclosure Statement under the Financial Markets Conduct Act 2013 (NZ). New Zealand Wholesale Investors wishing to invest in the Fund should be aware that there may be different tax implications of investing in the Fund and should seek their own tax advice as necessary.

This PDS does not constitute a direct or indirect offer of securities in the US or to any US Person as defined in Regulation S under the Securities Act of 1933 as amended (“US Securities Act”). Equity Trustees may vary this position and offers may be accepted on merit at Equity Trustees’ discretion. The units in the Fund have not been, and will not be, registered under the US Securities Act unless otherwise approved by Equity Trustees and may not be offered or sold in the US to, or for, the account of any US Person (as defined in the Reference Guide) except in a transaction that is exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

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### The Reference Guide

Throughout the PDS, there are references to additional information contained in the Reference Guide. You can obtain a copy of the PDS and the Reference Guide, free of charge, by requesting the most current PDS from Brookvine Client Services on +61 2 9328 6445 or [clientservice@brookvine.com.au](mailto:clientservice@brookvine.com.au) or by calling the Responsible Entity.

The information contained in the Reference Guide may change between the day you receive this PDS and the day you acquire the product. You must therefore ensure that you have read the Reference Guide current as at the date of your application.

### Updated information

Information in this PDS is subject to change. We will notify you of any changes that have a material adverse impact on you or other significant events that affect the information contained in this PDS. Any information that is not materially adverse information is subject to change from time to time and may be obtained by requesting the most current PDS from Brookvine Client Services on +61 2 9328 6445 or [clientservice@brookvine.com.au](mailto:clientservice@brookvine.com.au). A paper copy of the updated information will be provided free of charge on request.

#### Investment Manager

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Norwalk CT 06851  
United States of America  
Tel: +1 203 653 7060  
[www.thbinc.com](http://www.thbinc.com)

#### Fund Adviser

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#### Responsible Entity

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Melbourne VIC 3001  
Ph: +613 8623 5000  
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# 1. About Equity Trustees Limited

## 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 Thomson Horstmann & Bryant, Inc 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

### Thomson Horstmann & Bryant, Inc. ("THB")

THB is a dedicated US micro and small cap specialist investment management firm based in Connecticut, USA. Founded in 1982 and 100% employee-owned, it has 35 years' experience investing in micro and small cap companies, having successfully managed through multiple economic crises and cycles. THB began investing internationally in 2015. As at 31 December 2018, it had approximately US\$730 million in assets under management.

THB International (ex-USA) Micro Cap is a long-only, quantitative strategy with a qualitative overlay. The strategy seeks to exploit inefficiencies amongst international micro cap companies. The Fund invests in a broadly diversified portfolio of micro cap stocks in 22 of the 23 developed markets (ex-USA). The Fund aims to consistently outperform the Benchmark after fees.

## The Fund Adviser

### Brookvine Investment Advisers Pty Ltd ("Brookvine")

Brookvine has been appointed to provide fund raising and marketing support for the Fund.

Brookvine is a leading independent Australian business focussed on investment advisory and marketing activities. It was established in 2001 and has since raised over \$13 billion. Brookvine specialises in discovering, initiating and structuring new investment opportunities, in locating and helping raise investment capital and in the ongoing co-ordination of investor relationships. It performs these services on behalf of the Fund.

# 2. How the THB International (ex-USA) Micro Cap Fund works

The Fund is a registered managed investment scheme governed by the Constitution. The Fund comprises assets which are acquired in accordance with the Fund's investment strategy. Direct investors receive units in the Fund when they invest. In general, each unit represents an equal interest in the assets of the Fund subject to liabilities; however, it does not give investors an interest in any particular asset of the Fund.

If you invest in the Fund through an IDPS (as defined in the Reference Guide) you will not become an investor in the Fund. The operator or custodian of the IDPS will be the investor entered in the Fund's register and will be the only person who is able to exercise the rights and receive the benefits of a direct investor. Your investment in the Fund through the IDPS will be governed by the terms of your IDPS. Please direct any queries and requests relating to your investment to your IDPS Operator. Unless otherwise stated, the information in the PDS applies to direct investors.

## Applying for units

You can acquire units by completing the Application Form that accompanies this PDS. The minimum initial investment amount for the Fund is \$250,000 or such lower amount as determined by the Responsible Entity.

Completed Application Forms should be sent along with your identification documents (if applicable) to:

THB International (ex-USA) Micro Cap Fund Unit Registry  
Link Fund Solutions  
Unitholder Services  
GPO Box 5482,  
Sydney NSW 2001  
or via email to [lfs\\_registry@linkgroup.com](mailto:lfs_registry@linkgroup.com)

Please note that cash cannot be accepted.

We reserve the right to accept or reject applications in whole or in part at our discretion. We have the discretion to delay processing applications where we believe this to be in the best interest of the Fund's investors.

The price at which units are acquired is determined in accordance with the Constitution ("Application Price"). The Application Price on a Business Day is, in general terms, equal to the Net Asset Value ("NAV") of the Fund, divided by the number of units on issue and adjusted for transaction costs ("Buy Spread"). At the date of this PDS, the Buy Spread is 0.50%.

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

## Making additional investments

You can make additional investments into the Fund at any time by sending us your additional investment amount together with a completed Additional Application Request Form. The minimum additional investment into the Fund is \$25,000.

## Distributions

An investor's share of any distributable income is calculated in accordance with the Constitution and is generally based on the number of units held by the investor at the end of the distribution period.

The Fund usually distributes income annually at the end of June, however, Equity Trustees may change the distribution frequency without notice. Distributions are calculated effective the last day of each distribution period and are normally paid to investors as soon as practicable after the distribution calculation date.

Investors in the Fund can indicate a preference to have their distribution:

- reinvested back into the Fund; or
- directly credited to their Australian domiciled bank account.

Investors who do not indicate a preference will have their distributions automatically reinvested. Applications for reinvestment will be taken to be received immediately prior to the next Business Day after the relevant distribution period. There is no Buy Spread on distributions that are reinvested.

In some circumstances, the Constitution may allow for an investor's withdrawal proceeds to be taken to include a component of distributable income.

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

New Zealand investors can only have their distribution directly credited if an AUD Australian domiciled bank account is provided, otherwise it must be reinvested (refer to the THB International (ex-USA) Micro Cap New Zealand Wholesale Investor Fact Sheet).

## Access to your money

Investors in the Fund can generally withdraw their investment by completing a written request to withdraw from the Fund and mailing it to:

THB International (ex-USA) Micro Cap Fund Unit Registry  
Link Fund Solutions  
Unitholder Services  
GPO Box 5482,  
Sydney NSW 2001  
or via email to [lfs\\_registry@linkgroup.com](mailto:lfs_registry@linkgroup.com)

Or via fax to +612 9221 1194

The minimum withdrawal amount is \$25,000. Once we receive and accept 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).

Equity Trustees will generally allow an investor to access their investment within 10 days of acceptance of a withdrawal request by transferring the withdrawal proceeds to such investors' nominated bank account. However, Equity Trustees is allowed to reject withdrawal requests, and also to make payment up to 21 days after acceptance of a request (which may be extended in certain circumstances) as outlined in the Constitution and Reference Guide.

We reserve the right to accept or reject withdrawal requests in whole or in part at our discretion.

The price at which units are withdrawn is determined in accordance with the Constitution ("Withdrawal Price"). 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 0.50%.

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

Equity Trustees reserves the right to fully redeem your investment if your investment balance in the Fund falls below \$250,000 as a result of processing your withdrawal request. In certain circumstances, for example, when there is a freeze on withdrawals, where accepting a withdrawal is not in the best interests of investors in the Fund including due to one or more circumstances outside its control or where the Fund is not liquid (as defined in the Corporations Act), Equity Trustees can deny or suspend a withdrawal request and you may not be able to withdraw your funds in the usual processing times or at all. When the Fund is not liquid, an investor can only withdraw when Equity Trustees makes a withdrawal offer to investors in accordance with the Corporations Act. Equity Trustees is not obliged to make such offers.

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 and the terms of the IDPS.

### 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 the 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 will be made available free of charge on request.

### Additional information

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.

### Further reading...

You should read the important information in the Reference Guide about:

- Application cut-off times;
- Application terms;
- Authorised signatories;
- Reports;
- Withdrawal cut-off times;
- Withdrawal terms; and
- Withdrawal restrictions,

under the "Investing in the THB International (ex-USA) Micro Cap Fund", "Managing your investment" and "Withdrawing your investment" sections before making a decision. Go to the Reference Guide which is available at [www.eqt.com.au/insto](http://www.eqt.com.au/insto). The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.

## 3. Benefits of investing in the THB International (ex-USA) Micro Cap Fund

The THB International (ex-USA) Micro Cap Fund invests in a broadly diversified portfolio of micro cap stocks in 22 of the 23 developed markets (ex-USA). It complements an investment in the THB US Micro Cap Fund to provide a complete global micro cap exposure.

International micro cap stocks are an underinvested and overlooked segment of the global share market and provide investors with an opportunity to generate outsized returns relative to larger capitalisation stocks. Like its US counterpart, international micro cap stocks exhibit favourable characteristics including a large universe of companies, little-to-no sell side coverage, few investment managers with a credible track record and process, and a valuable correlation benefit with respect to other segments of global equities markets. Moreover, those stocks are largely absent from global small and large cap oriented portfolios.

Over a full market cycle a well-diversified portfolio comprised of high quality international micro cap companies is expected to outperform larger cap portfolios invested in similar markets. Micro cap companies tend to grow faster than their larger counterparts and have more rapid earnings growth. THB has designed an approach to allow investors to participate in the asset class in a systematic and structured manner.

Other significant benefits of investing in the Fund include:

- access to investment opportunities that individual investors often cannot achieve;
- managed funds can often invest for less cost than ordinary investors can achieve individually;
- generally, you can add to or withdraw your investment daily;
- you have the right to receive any distributions we make from the Fund;
- you can also have the benefit of capital gains (or suffer losses) when you dispose of your investment such as by exiting the Fund or selling or giving your units away; and
- a robust compliance and governance structure with a trusted Responsible Entity and legal rights under the Constitution of the Fund.

## 4. Risks of managed investment schemes

All investments carry risks. Different investment strategies may carry different levels of risk, depending on the assets acquired under the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk. The significant risks below should be considered in light of your risk profile when deciding whether to invest in the Fund. Your risk profile will vary depending on a range of factors, including your age, the investment time frame (how long you wish to invest for), your other investments or assets and your risk tolerance.

The Responsible Entity and the Investment Manager do not guarantee the liquidity of the Fund's investments, repayment of capital or any rate of return or the Fund's investment performance. The value of the Fund's investments will vary. Returns are not guaranteed and you may lose money by investing in the Fund. The level of returns will vary and future returns may differ from past returns. Laws affecting managed investment schemes may change in the future. The structure and administration of the Fund is also subject to change.

In addition, we do not offer advice that takes into account your personal financial situation, including advice about whether the Fund is suitable for your circumstances. If you require personal financial or taxation advice, you should contact a licensed financial adviser and/or taxation adviser.

### Currency Risk

The value of the Fund will be expressed in Australian dollars. However the Fund will invest in securities denominated in various global currencies. The value of these currencies may move in different directions to the value of the Australian dollar. Consequently the value of the Fund will fluctuate in accordance with changes in the foreign exchange rates between the Australian dollar and foreign currencies. THB does not hedge the currency exposure in any way.

### Fund Risk

Risks particular to the Fund include that it could terminate, the fees and expenses could change, the investment manager or responsible entity could be replaced and the investment professionals could change. Additionally investing in the Fund may give different results than investing directly in the underlying assets of the Fund because of income or capital gains which may accrue in the Fund and the consequences of investment and withdrawal by other investors.

### International Risk

The risk of investing internationally includes country and/or region specific risks such as: natural disasters; currency exchange rates; political, economic and social instability; market volatility and liquidity; less developed or efficient trading markets; settlement and clearance procedures; enforceability of laws (including tax); availability of information and differences in auditing, accounting and other financial and legal reporting standards.

### Legal & Regulatory Risk

Legal risk is the risk of losses occurring as a result of legal issues, principally loss due to the non-enforcement of a contract. This non-enforcement may arise from insufficient documentation, insufficient capacity or authority of a counterparty, uncertain legality or unenforceability in bankruptcy or insolvency. There is also risk that laws, including taxation laws, might change or become difficult to enforce. Investing in foreign markets with different legal and regulatory systems means that foreign investments are often exposed to more risk than Australian markets.

### Liquidity Risk

There may be times when there may be a limited secondary market for the securities in which the Fund may invest and that may affect the ability of the Fund to realise investments or to meet withdrawal requests (for example, in a falling market where companies may become less liquid). Micro capitalisation companies tend to be less liquid than larger capitalisation companies. THB attempts to mitigate the liquidity risk factor by generally investing in securities that are believed to offer sufficient liquidity. Note that neither EQT nor THB guarantees the liquidity of the Fund's investments or of your investment in the Fund.

### Market Risk

The market price of investments may go up or down, sometimes rapidly and unpredictably. Assets may decline in value due to factors affecting markets generally or particular industries represented in the markets. The value of an investment may decline due to general market conditions which are not specifically related to a particular company, such as real or perceived adverse economic conditions, supply and demand for particular securities or instruments, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. They may also decline due to factors which affect a particular industry or industries, such as labour shortages or increased production costs and competitive conditions within an industry. During a general market downturn, multiple asset classes may decline in value simultaneously.

Further, changes in tax, legal and economic policy, political events and technology failure can all directly or indirectly create an environment that may influence the value of the investments of the Fund, and your investment in the Fund.

### Security Selection Risk

THB may make investment decisions that result in low returns. This risk is mitigated to some extent by the knowledge and experience of THB.

### Security Specific Risk

There may be instances where a company or managed investment scheme will fall in price because of company/ managed investment scheme specific factors (for example, where a company's or manager's major product is subject to a product recall). The value of investments can vary because of changes to management, product distribution or the company's business environment.

### Micro Capitalisation Company Risk

The Fund invests primarily in micro capitalisation companies. While micro capitalisation companies may offer greater potential for capital appreciation than larger more established companies, they may also involve greater risk of loss and price fluctuation. The market for securities of micro capitalisation issuers may be less liquid and more volatile than securities of larger companies. This means that the Fund could have greater difficulty buying or selling a security of a micro capitalisation issuer at an acceptable price, especially in periods of market volatility.

## 5. How we invest your money

**Warning:** Before choosing to invest in the Fund you should consider the likely investment returns, the risks of investing and your investment time frame.

### Investment objective

THB intends to seek broadly diversified exposure to high quality global (ex-USA) micro cap companies with superior operating metrics through quantitative screens, fundamental analysis and THB's proprietary portfolio construction/risk management methodology.

### Target Return

To consistently outperform the Benchmark, after fees, by investing in a portfolio of listed developed market equity securities.

Note the Target Return is not intended to be a forecast. It is merely an indication of what the Fund aims to achieve over the medium to long term on the assumption that equity markets remain relatively stable throughout the investment term. The Fund may not be successful in meeting this target return. Returns are not guaranteed.

### Benchmark

MSCI World ex-USA Small Cap Total Return Index (AUD) or such other index that the Responsible Entity reasonably believes reflects the performance of a strategy investing in the target universe of stocks.

## Minimum suggested time frame

The minimum suggested investment time frame for the Fund is 5 to 7 years.

## Risk level of the Fund

Medium

This Fund has been assigned a “medium risk” designation based on its exposure to a diversified portfolio of global micro cap equities. This grading is not intended to be a guarantee of any actual level of risk or an indication of likely returns.

## Investor suitability

The Fund is primarily designed for investors seeking superior medium to long term capital growth from exposure to a diversified portfolio of global micro cap companies. Investors need to be comfortable with the short-term fluctuations inherent in micro cap equity investments.

## Investment style and approach

THB uses a series of proprietary quantitative screening tools, developed over 10 years within their fundamental US Micro Cap strategy, to filter the international universe (which includes all common stock listed within these countries’ primary exchanges) into an investable subset of securities. From this subset, THB creates a lower-risk and low turnover portfolio in the most inefficient and under-invested segment of the non-US equity market.

Through the screening process, companies are initially filtered out based on trading status and market cap ranges. Companies that are overly levered, lack profitability, do not have a minimum three years of trading history, or have excessive valuations are excluded. Companies with nonsensical financials or are mischaracterised, have high intangibles, or have excessive dilution are also removed. High risk companies, as determined by THB’s proprietary risk grading process, are then excluded from the universe.

THB then creates a model portfolio by ranking the securities using a multi-factor model based on revenue trends, cash flow trends, margin profile, profitability metrics, and valuation. This aligns with THB’s fundamental approach to stock selection within its US Micro Cap strategy.

Finally, the highest ranked securities are subject to a fundamental review before being added to the portfolio, subject to portfolio constraints. The team looks for issues that warrant further consideration and/or disqualification, including philosophical alignment, accounting irregularities, legal/regulatory issues, corporate actions, environmental/labour violations, and ESG grades. Short interest levels and geographic revenue breakdown are also reviewed.

## Asset allocation

The Fund is well diversified, holding approximately 150 stocks. There are stock, country and sector limits in place to limit the risk of overly concentrated positions. THB’s Micro Cap strategy typically considers stocks with market capitalisations of companies included in the MSCI World ex USA Micro Cap index and the smallest 35% of the MSCI World ex USA Small Cap index (typically companies up to US\$1 billion).

From time to time, the Fund may utilise Exchange Traded Funds (“ETF’s”) in order to facilitate applications and redemptions by temporarily equitising cash as a mechanism to efficiently expedite a portfolio rebalance.

The Fund will be denominated in Australian dollars and currency exposures will be unhedged.

The Fund has the following investment restrictions:

- Under normal conditions, no more than 10% of the Fund’s market value will be held in cash and cash equivalents. The Fund may be fully invested in cash and cash equivalents for temporary defensive purposes.
- It is intended that the Fund will be diversified by owning the stock of 150 companies.
- It is intended that the Fund will not hold more than 2% of market value of the portfolio in any one position.
- It is intended that the Fund will not hold any portfolio position that exceeds 10% of the equity of any single company.

- It is intended that the Fund will not hold more than 10% of the market value of the portfolio in American Depository Receipts (ADRs).
- It is intended that sector exposure is constrained to 45% (at cost) of the Portfolio.
- It is intended that country exposure is constrained to 45% of the Portfolio.
- Short sales or purchases of stock on margin are prohibited.
- Borrowing or the use of leverage is prohibited.

## Labour, environmental, social and ethical considerations

Equity Trustees and THB have elected to avoid making investments in entities directly involved in the primary manufacture of complete tobacco products and cluster munitions. The Investment Manager does take into account Environmental, Social and Governance (ESG) criteria for the purpose of selecting, retaining or realising investments of the Fund.

## Fund performance

Up to date information on the performance of the Fund will be available by contacting Brookvine Client Services on +612 9328 6445 or [clientservice@brookvine.com.au](mailto:clientservice@brookvine.com.au).

Any of the details in this Section 5 could change at any time and without notice. Where we consider the changes are significant, we will notify you of the changes (and where required, give you 30 days’ prior notice).

## 6. Fees and costs

### DID YOU KNOW?

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

**For example, total annual fees and costs of 2% of your 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.

The information in the following template can be used to compare costs between different simple managed investment schemes. Fees and costs can be paid directly from an investor’s account or deducted from investment returns. For information on tax please see Section 7 of this PDS.

TYPE OF FEE OR COST	AMOUNT
<b>Fees when your money moves in or out of the Fund</b>	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Termination fee	Nil
<b>Management costs</b>	
The fees and costs for managing your investment <sup>1</sup>	<b>Management fees:</b> 1.25% p.a. of the NAV of the Fund <sup>2</sup>

<sup>1</sup> All fees quoted above are inclusive of Goods and Services Tax (GST) and net of any Reduced Input Tax Credits (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.

## 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 underlying assets of the Fund.

Management costs include management fees. 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 met by Buy/Sell Spreads).

### Management fees

The management fees of 1.25% p.a. of the NAV of the Fund are payable to the Responsible Entity of the Fund for managing the assets and overseeing the operations of the Fund. The management fees are accrued daily and paid from the Fund monthly in arrears and reflected in the unit price. As at the date of this PDS, ordinary expenses such as investment management fees, custodian fees, administration and audit fees, and other ordinary expenses of operating the Fund are covered by the management fees at no additional charge to you.

The management 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.

### Transactional and operational costs

In managing the assets of the Fund, the Fund may incur transactional and operational costs such as brokerage, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold, and the costs of derivatives used for hedging purposes (if applicable). This generally happens when the assets of the 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 the 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 Spread is paid into the Fund as part of an application and the Sell Spread is left in the Fund as part of a redemption and not paid to Equity Trustees or the Investment Manager. The estimated Buy/Sell Spread is 0.50% upon entry and 0.50% upon exit. The dollar value of these costs based on an application or a withdrawal of \$250,000 or such lower amount as determined by the Responsible Entity is \$1,500 for each individual transaction. The Buy/Sell 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 withdrawals 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 NAV of the Fund 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 reflecting the compensation taken by market makers in providing liquidity for that asset.

During the financial year ended 30 June 2018, the total transaction costs for the Fund were estimated to be 0.39% of the NAV of the Fund, of which 21.37% of these transaction costs were recouped via the Buy/Sell Spread, resulting in a net transactional cost to the Fund of 0.31% p.a.

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

## 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 reasonable expenses incurred in relation to the proper performance of its duties 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 level 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.

### Payments to IDPS Operators

Subject to the law, annual payments may be paid to some IDPS Operators because they offer the Trust 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.

### 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 or New Zealand Wholesale Investors.

## 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 – THB International (ex-USA) Micro Cap Fund		
BALANCE OF \$300,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR		
Contribution Fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
<b>Plus</b> Management costs	1.25% p.a.	<b>And</b> , for every \$300,000 you have in the Fund you will be charged \$3,750 each year
<b>Equals</b> Cost of Fund		If you had an investment of \$300,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of: \$3,750* <b>What it costs you will depend on the fees you negotiate.</b>

This example assumes the \$5,000 contribution occurs at the end of the first year, therefore management costs are calculated using the \$300,000 balance only.

Please note that the Fund has a minimum additional investment amount of \$25,000

\* 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.

**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 account balances.

## 7. How managed investment schemes are taxed

**Warning: Investing in a registered managed investment scheme (such as the Fund) is likely to have tax consequences. You are strongly advised to seek your own professional tax advice about the applicable Australian tax (including income tax, GST and duty) consequences and, if appropriate, foreign tax consequences which may apply to you based on your particular circumstances before investing in the Fund.**

The Fund is an Australian resident for tax purposes and does not generally pay tax on behalf of its investors. Australian resident investors are assessed for tax on any income and capital gains generated by the Fund to which they become presently entitled or, where the Fund has made a choice to be an Attribution Managed Investment Trust (“AMIT”) and the choice is effective for the income year, are attributed to them.

### Further reading

You should read the important information in the Reference Guide about Taxation under the “Other important information” section before making a decision. Go to the Reference Guide which is available at [www.eqt.com.au/insto](http://www.eqt.com.au/insto). The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.

## 8. How to apply

To invest please complete the Application Form accompanying this PDS, send funds (see details in the Application Form) and your completed Application Form to:

THB International (ex-USA) Micro Cap Fund Unit Registry  
Link Fund Solutions  
Unitholder Services  
GPO Box 5482,  
Sydney NSW 2001  
or via email to [lfs\\_registry@linkgroup.com](mailto:lfs_registry@linkgroup.com)

Please note that cash cannot be accepted and all applications must be made in Australian dollars.

### Who can invest?

Eligible persons (as detailed in the ‘About this PDS’ section) can invest, however individual investors must be 18 years of age or over.

Investors investing through an IDPS should use the application form provided by their IDPS Operator.

### Cooling off period

No cooling off period applies to the offer made in this PDS, as the units offered under this PDS are only available to Wholesale Clients in Australia and Wholesale Investors in New Zealand.

Indirect Investors should seek advice from their IDPS Operator as to whether cooling off rights apply to an investment in the Fund by the IDPS. The right to cool off in relation to the Fund is not directly available to an Indirect Investor. This is because an Indirect Investor does not acquire the rights of a unit holder in the Fund. Rather, an Indirect Investor directs the IDPS Operator to arrange for their monies to be invested in the Fund on their behalf. The terms and conditions of the IDPS Guide or similar type document will govern an Indirect Investor’s investment in relation to the Fund and any rights an Indirect Investor may have in this regard.

## 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.

## 9. Other information

### Consent

THB and Brookvine have given and, as at the date of this PDS, have not withdrawn:

- their written consent to be named in this PDS as the Investment Manager and Brookvine of the Fund; and
- their written consent to the inclusion of the statements made about them which are specifically attributed to them, in the form and context in which they appear.

The Investment Manager and Brookvine have not otherwise been involved in the preparation of this PDS or caused or otherwise authorised the issue of this PDS. None of the Investment Manager, Brookvine nor their employees or officers accept any responsibility arising in any way for errors or omissions, other than those statements for which they have provided their written consent to Equity Trustees for inclusion in this PDS.

### Further reading

You should read the important information in the Reference Guide about:

- Your privacy;
- The Constitution;
- Anti-Money Laundering and Counter Terrorism Financing laws (“AML/CTF laws”);
- Indirect Investors
- Information on underlying investments;
- Foreign Account Tax Compliance Act (“FATCA”); and
- Common Reporting Standard (“CRS”),

under the “Other important information” section before making a decision. Go to the Reference Guide which is available at [www.eqt.com.au/insto](http://www.eqt.com.au/insto). The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.