



## GMO Australia Limited

ABN 30 071 502 639

AFSL No. 236 656

[www.gmo.com](http://www.gmo.com)

Suite 43.02, Grosvenor Place

225 George Street

Sydney NSW 2000

Tel: + 61 2 8274 9900 • Fax: + 61 2 8003 8800

# GMO QUALITY TRUST

ARSN 643 940 872, ABN 24 172 061 887

Product Disclosure Statement ("PDS") for indirect investors dated: **22 September 2020**

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**This PDS provides a summary of significant information relating to GMO Quality Trust (the "Trust").**

**The information provided in this PDS is general information only and does not take into account your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances.**

This PDS is only for use by investors investing through an investor directed portfolio service ("IDPS"), IDPS-like scheme, master trust, wrap account or custodian (collectively known in this PDS as a "Service"). In this PDS, the operator of a Service is referred to as your "Service Operator". Investors gaining exposure to the GMO Quality Trust (the "Trust") through a Service do not themselves become unit holders in the Trust. Instead, it is the Service Operator who invests for you that has the rights of a unit holder. References to 'you' or 'your' are to investors (and, where the context requires, prospective investors) who gain exposure to the Trust through a Service. This PDS can only be used by investors receiving it in Australia (whether electronically or otherwise). From time to time, GMO Australia may publish additional information about the Trust in a Statement of Additional Information ("SAI") available at <https://www.gmo.com/globalassets/documents---manually-loaded/documents/sai/gmo-australia-sai.pdf>. The SAI is not incorporated into this PDS.

## 1. About GMO Australia Limited

GMO Australia Limited ("GMO Australia") is the responsible entity of the Trust. As responsible entity, GMO Australia is responsible for overseeing the operations of the Trust. GMO Australia acts as investment manager of the Trust and has delegated some investment management functions to Grantham, Mayo, Van Otterloo & Co. LLC ("GMO"). GMO Australia is wholly owned by GMO Australasia LLC which, in turn, is wholly owned by GMO. Additionally, GMO has entered into personnel sharing arrangements with GMO UK Limited ("GMO UK"). Pursuant to this arrangement, some employees of GMO UK may serve as associated persons of GMO and in that capacity may provide investment management and other services in respect of the Trust.

GMO, founded in 1977, is a privately held global investment management firm committed to providing sophisticated clients with superior asset management solutions and services. GMO offers a broad range of investment products, including equity and fixed income strategies across global developed and emerging markets, as well as absolute return strategies. GMO's global offices include the firm's headquarters in Boston and offices in San Francisco, London, Amsterdam, Singapore and Sydney. GMO manages over A\$80 billion globally (as at 30 June 2020).

## 2. How GMO Quality Trust works

The Trust is an Australian registered managed investment scheme. When you invest in the Trust your money is pooled together with other investors. GMO Australia uses this money to buy and sell assets on behalf of all investors in the Trust.

Investors will be issued interests in the Trust called 'units'. When you invest indirectly through a Service, it will be the Service Operator who receives units in the Trust. Each unit in the Trust confers a proportional beneficial interest in the assets of the Trust as a whole. Investors do not have any entitlement to any particular part of the Trust or any particular assets of the Trust, and have no right to participate in the management or operation of the Trust (other than through unit holder meetings).

### Unit prices

The number of units you can purchase will depend on the amount being invested and the investment unit price calculated for the day GMO Australia receives a valid application. The unit price will vary as the market value of the assets in the Trust rises or falls. For current unit prices for the Trust please visit the GMO website ([www.gmo.com](http://www.gmo.com)).

GMO Australia will value the units of the Trust in accordance with the Trust's constitution. Unit prices are generally calculated on each business day. Entry prices may be higher than exit prices due to the costs of buying and selling the underlying assets of the Trust. The difference is called the Buy/Sell Spread. GMO Australia has a Unit Pricing Discretions Policy which sets out how we will exercise discretions in the unit pricing of the Trust. You can obtain a copy of the policy free of charge by contacting GMO Australia.

### Applications and redemptions

The minimum initial investment amount is \$500,000. The minimum amount for an additional investment is \$250,000. GMO Australia may vary or waive the minimum investment amounts at any time. Different minimums may apply when you invest through a Service. For more information on how to make an investment, refer to '8 - How to apply', on page 8 of this PDS.

Once invested in the Trust, investors can generally redeem their investment at any time by making a redemption request (subject to certain requirements). The minimum redemption amount is \$250,000 or the whole of the investment if the value of units held is less than \$500,000. GMO Australia may vary or waive the minimum redemption amount at any time. GMO Australia generally pays redemption proceeds within 3 business days, however the Trust's constitution allows for up to 30 days to pay redemption proceeds. In addition, GMO Australia may choose to suspend redemptions in certain circumstances for up to 28 days under the Trust's constitution. In some circumstances, such as where there is a freeze on withdrawals or following a distribution made by the Trust, you may not be able to withdraw your funds within the usual period upon a request.

If GMO Australia receives redemption requests in relation to the Trust that in one day represent 20% or more of the total units in the Trust, the constitution permits GMO Australia to reduce each redemption request so that only 20% of the units are redeemed on that day. The unredeemed units are carried forward to the next business day and GMO Australia may again apply this restriction on each such subsequent day.

### Processing

If the Trust's administrator receives an application or redemption request before 12:00pm on a business day and it has been completed accurately, the application or redemption price will usually be based on the unit price as at the close of business on that day. Application monies must also be received by the administrator in cleared funds by 12.00 pm. Applications or redemptions received after this cut-off or on

a non-business day, will usually be processed using the unit price calculated as at the close of business on the next business day<sup>1</sup>. Depending on the payment method, there may be some delay before monies are received in cleared funds by the administrator. GMO Australia will not be responsible for any such delays.

GMO Australia reserves the right, but is not obliged, to process an application prior to determining whether application monies have cleared in the Trust's application account. Should any loss arise as a result of application monies not clearing the investor will be liable for any related costs such as interest and/or market movements. You should contact your Service Operator to find out how to apply and redeem from the Trust. Your Service Operator may impose their own minimum application, redemption, processing or other requirements.

### Distributions

The Trust intends to make distributions at least annually. Generally, distributions will comprise the taxable income of the Trust (as calculated using Australian tax principles), if any, net of accrued and actual Trust expenses and fees. The Trust may pay distributions periodically (e.g. in advance of large redemption requests). Taxable income will be distributed within a particular class of units. Unrealised capital gains and losses will be reflected in the price of units. The Trust intends to qualify and be operated as an Attribution Managed Investment Trust ("AMIT") for Australian income tax purposes (discussed in further detail in Section 7). The composition and timing of distributions could affect your tax position. GMO Australia strongly recommends that you seek professional taxation advice. Unless GMO Australia is otherwise directed in writing by a unit holder not less than one month prior to a distribution date to pay the distribution in cash, amounts distributed by the Trust will be re-invested in units of the Trust. You should contact your Service Operator to ask about payment and reinvestment options.

### Indirect Investors

For indirect investors, it is generally the Service Operator who invests for you that has the rights of a unit holder. The Service Operator may exercise those rights in accordance with their arrangements with you. As you will not be a unit holder you will not have any direct voting rights and will not receive notice of, or be able to attend meetings of, unit holders.

By investing in the Trust through a Service, you will not receive confirmation of transactions, distribution statements, periodic statements, annual reports or annual income statements directly from GMO Australia. These will be provided by GMO Australia to your Service Operator who will report to you on your investments in the Service in accordance with the arrangements governing the Service.

If you are investing through a Service, all enquiries about the Trust should be directed to your Service Operator. You should also consult your Service Operator to find out about:

- how to transact on your investment;
- cooling-off period and rights in relation to the Service (no cooling-off rights apply to any investments in the Trust through a Service);
- timing of distributions, withdrawals and the processing of transactions through the Service;
- cut-off times for applications and withdrawals;
- reporting and other documentation; and
- fees and other costs associated with the Service.

<sup>1</sup> "Business day" means a day which is a business day in New South Wales.

### 3. Benefits of investing in GMO Quality Trust

#### Significant features

The Trust seeks total return in excess of the MSCI World Index ("Benchmark"). GMO Australia seeks to achieve the Trust's investment objective by investing the Trust's assets primarily in equities of companies that GMO Australia believes to be of high quality.

#### Significant benefits

Investing in the Trust provides a range of benefits including:

- access to a daily priced pooled investment vehicle;
- access to the expertise of an experienced investment manager;
- access to a portfolio of global equities which are actively managed in line with GMO's investment philosophy;
- the potential for returns above the Benchmark;
- regular reporting by GMO Australia; and
- competitive fees.

### 4. Risks of managed investment schemes

All investments carry risk. Different investment strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk.

There is no guarantee that the Trust will achieve its investment objective. The value of the investments of the Trust will vary over time as will the level of returns of the Trust. Future returns may differ from past returns. Returns are not guaranteed and members may lose some of their money. In addition laws affecting registered managed investment schemes may change in the future and this may impact the Trust's ability to achieve its investment objective. An investment in the Trust can be subject to investment risk, including possible delays in repayment and loss of income or principal invested. An investment in the Trust is not a deposit or liability of GMO, GMO Australia or any of their affiliates and none of these entities stands behind or in any way guarantees the capital value and/or performance of units issued or the assets of the Trust.

Some of the significant risks of the Trust are summarised below. Other risks also apply (including those detailed in the SAI).

**Market Risk – Equity Securities:** The market price of equity investments may decline due to factors affecting the issuer, their industries, or the economy and equity markets generally. If the Trust purchases equity investments for less than their fundamental fair (or intrinsic) value as assessed by GMO, the Trust runs the risk that the market prices of these equities will not appreciate or will decline due to GMO's incorrect assessment. The Trust also may purchase equity investments that typically trade at higher multiples of current earnings than other securities, and the market prices of these equities often are more sensitive to changes in future earnings expectations than the market price of equities trading at lower multiples. Declines in stock market prices generally are likely to reduce the net asset value of the Trust's units.

**Management and Operational Risk:** The Trust runs the risk that the investment manager's investment techniques will fail to produce desired results. The Trust's portfolio managers may use quantitative analyses and models as part of their investment process. The investment manager's models support portfolio decisions but may not accurately predict future market movements or characteristics. In addition, they are based on assumptions that may limit their effectiveness and they rely on data that is subject to limitations (e.g., inaccuracies, staleness). Any of those assumptions and/or limitations could adversely affect their predictive value. The usefulness of those models may be diminished by the faulty incorporation of mathematical models into computer code, by reliance on proprietary and third party technology that includes bugs or viruses, and by the retrieval of imperfect data for processing by the model. These aspects are present

in the ordinary course of business and are more likely to occur at times of rapidly changing models. Any of these aspects could adversely affect the Trust's performance. The Trust also runs the risk that the investment manager's fundamental assessment of an investment is wrong, or that deficiencies in the investment manager's or another service provider's internal systems or controls will cause losses for the Trust or impair Trust operations.

**Focused Investment Risk:** Investments that are focussed on a limited number of asset classes, countries, regions, sectors, currencies, industries or issuers that are subject to the same or similar risk factors or investments whose prices are closely correlated are subject to greater overall risk than investments that are more diversified or whose prices are not as closely correlated.

**Foreign Investment Risk:** The market prices of foreign investments (particularly in emerging markets) may fluctuate more than those of Australian investments. Foreign investment markets may be less stable, smaller, less liquid and less regulated than Australian investment markets, and the cost of trading in those markets often may be higher than in Australian markets. Foreign portfolio transactions (including derivatives transactions) may involve higher commission rates, transfer taxes, and custodial costs than similar transactions in Australia. The Trust may be subject to foreign taxes, potentially on a retroactive basis, on (i) capital gains it realises or dividends, interest or other amounts it realises or accrues in respect of foreign investments, (ii) transactions in those investments and (iii) repatriation of proceeds generated from the sale or other disposition of those investments. Any taxes or other charges paid or incurred by the Trust in respect of its foreign investments will reduce its return thereon. The tax laws of some foreign jurisdictions in which the Trust may invest are unclear and interpretations of such laws can change over time, including on a retroactive basis. Similarly, provisions in or official interpretations of the tax treaties with such foreign jurisdictions may change over time and such changes could impact the Trust's eligibility for treaty benefits, if any. The Trust may accrue for certain taxes in respect of its foreign investments that it may or may not ultimately pay. Such tax accruals will reduce the Trust's net asset value at the time accrued, even though in some cases, the Trust ultimately may not pay the related tax liabilities. Conversely, the Trust's net asset value will be increased by any tax accruals that are ultimately reversed.

In some cases, the Trust may seek to collect a refund in respect of taxes paid to a non-Australian country. The Trust's efforts to collect a refund may not be successful, in which case the Trust will have incurred additional expenses for no benefit. In addition, the Trust's pursuit of a tax refund may subject it to administrative and judicial proceedings in the country where it is seeking a refund. The decision to pursue a refund is in GMO Australia's sole discretion, and particularly in light of the cost involved, GMO Australia may decide not to pursue a refund, even if the Trust is entitled to one. The outcome of the Trust's pursuit of a refund is inherently unpredictable. In some cases, the amount of refund could be material to the Trust's net asset value. Accordingly, a refund is not typically reflected in the Trust's net asset value until it is received or until GMO Australia is confident that the refund will be received. Generally, absent a determination by GMO Australia that a refund is collectible and free from significant contingencies, a refund is not reflected in the Trust's net asset value until it is received. Taxes on non-Australian interest and dividend income are generally withheld in accordance with the applicable country's tax treaty with Australia. For example, the foreign withholding rates applicable to the Trust's investments in certain jurisdictions may be higher if (among other factors) a significant portion of the Trust is held by non-Australian unit holders.

Also, the Trust needs a licence to invest directly in securities traded in many foreign securities markets, and the Trust is subject to the risk that it could not invest if any licence held on its behalf were terminated or suspended. In some foreign securities markets, prevailing custody and trade settlement practices (e.g., the requirement to pay for securities prior to receipt) expose the Trust to credit and other risks with respect to participating brokers, custodians, clearing banks or other clearing agents, escrow agents and issuers. Further, adverse changes in investment regulations, capital requirements or exchange controls could adversely affect the value of the Trust's investments. These and other risks (e.g., nationalisation, expropriation, or other confiscation of assets of foreign issuers) tend to be greater for investments in the securities of companies tied economically to emerging markets, the economies of which may be predominantly based on only a few industries or dependent on revenues from particular commodities. The economies of emerging countries often are more volatile than the economies of developed markets.

**Currency Risk:** Fluctuations in exchange rates may adversely affect the market value of the Trust's investments and includes the risk that currencies in which the Trust's investments are traded, in which the Trust receives income and/or in which the Trust has taken on an active investment position will decline in value relative to other currencies, in the case of long positions, or increases in value relative to other currencies in the case of short positions, in each case resulting in a loss to the Trust.

**Market Disruption and Geopolitical Risk:** Geopolitical and other events (e.g. wars, pandemics and terrorism) may disrupt securities markets and adversely affect global economies and markets. Those events, as well as other changes in foreign and domestic economic and political conditions, could adversely affect the value of the Trust's investments.

**Counterparty Risk:** The Trust runs the risk that the counterparty to an over-the-counter ("OTC") derivatives contract or a borrower of the Trust's securities will be unable or unwilling to make timely settlement payments or otherwise honor its obligations.

**Derivatives and Short Sales Risk:** The use of derivatives involves the risk that their value may not change as expected relative to changes in the value of the relevant underlying assets, pool of assets, rates, currencies or indices. Derivatives also present other risks, including market risk, illiquidity risk, currency risk and counterparty risk. The Trust may create short investment exposure by selling securities short or by taking a derivative position in which the value of the derivative moves in the opposite direction from the price of an underlying asset, pool of assets, rate, currency, or index. In addition, the risks of loss associated with derivatives that provide short investment exposure and short sales of securities are theoretically unlimited.

**Leveraging Risk:** The Trust's use of reverse repurchase agreements and other derivatives and securities lending may cause its portfolio to be leveraged. Leverage increases the Trust's portfolio losses when the value of its investments decline.

**Large Unit Holder Risk:** If a large number of units of the Trust are held by a single unit holder (e.g., an institutional investor or another GMO fund) or a group of unit holders with a common investment strategy, the Trust is subject to the risk that these investors will purchase, redeem, reallocate or rebalance their investments in large amounts and/or on a frequent basis, resulting in substantial withdrawals from, or investments into, the Trust. A redemption by those unit holders of all or a large portion of the Trust's units may adversely affect the Trust's performance by forcing the Trust to sell securities potentially at disadvantageous prices to satisfy a redemption request. Redemptions of a large number of units also may increase transaction costs or, by

necessitating a sale of portfolio investments, have adverse tax consequences for unit holders. Applications and redemptions of units by a large unit holder or group of unit holders could limit the deductibility of certain losses (from an Australian tax perspective) that would otherwise reduce the Trust's taxable income. In such cases, unit holders may bear more taxes than would have otherwise been the case.

**Smaller Company Risk:** Smaller companies tend to have limited product lines, markets, or financial resources, lack the competitive strength of larger companies, have less experienced managers and depend on a few key employees than larger companies. The securities of companies with smaller market capitalisation often are less widely held and trade less frequently and in lesser quantities, and their market prices often fluctuate more, than the securities of companies with larger market capitalisations. The Trust may buy securities that have smaller market capitalisations than those in its benchmark.

**Illiquidity Risk:** Low trading volume, lack of a market maker, large position size, or legal or contractual restrictions (including daily price fluctuation limits or "circuit breakers") may limit, delay or prevent the Trust from selling particular securities or closing derivative positions at desirable prices. In addition, the Trust may buy securities that are less liquid than those in its benchmark.

**Futures Contracts Risk:** Investment in futures contracts involves risk. A purchase or sale of futures contracts may result in losses in excess of the amount invested in the futures contract.

**Service Provider Risk:** The Trust relies on external service providers in connection with its operation and investment activities. This includes fund administration, custody and audit. There is a risk that these service providers may not meet their contractual obligations or seek to terminate their services to the Trust. In this situation, the Trust may be required to replace a service provider and this may lead to a disruption of its activities.

**The appropriate level of risk for you will depend on factors including your age, investment time frames, where other parts of your wealth are invested and your risk tolerance. Your financial adviser or planner should be able to help determine the appropriate level of risk for you.**

## 5. How we invest your money

**You should consider the likely investment return, the risk and your investment time frame when choosing whether or not to invest in the Trust.**

### Description of the Trust

The Trust is designed for experienced investors who are looking for a fund that aims to provide total return in excess of that of its benchmark over a medium to long term period, with a commensurate level of risk.

### Investment Objective

The Trust seeks total return in excess of the MSCI World Index ("Benchmark"). GMO Australia seeks to achieve the Trust's investment objective by investing the Trust's assets primarily in equities of companies that GMO Australia believes to be of high quality.

### Investment Strategy

The Trust typically invests directly and indirectly (e.g., through derivatives) in equities of companies that GMO Australia believes to be of high quality. GMO Australia believes a high quality company generally to be a company that has an established business that will deliver a high level of return on past investments and that will utilise cash flows in the future by making investments with the potential for a high return on capital or by returning cash to shareholders through dividends, share buybacks, or other mechanisms. In selecting

securities for the Trust, GMO Australia uses a combination of investment methods and typically considers both systematic factors, based on profitability, profit stability, leverage, and other publicly available financial information, and judgmental factors, based on GMO Australia's assessment of future profitability, capital allocation, growth opportunities, and sustainability against competitive forces. GMO Australia also may rely on valuation methodologies, such as discounted cash flow analysis and multiples of price to earnings, revenues, book values or other fundamental metrics. In addition, GMO Australia may consider ESG (environmental, social, and governance) criteria as well as trading patterns, such as price movement or volatility of a security or groups of securities.

### Authorised Investments and Asset Allocation

The Trust's constitution authorises GMO Australia to invest in a wide range of investments.

The Trust is permitted to invest directly and indirectly (e.g., through underlying funds or derivatives) in equities of companies tied economically to any country in the world, including emerging countries. The term "equities" refers to direct and indirect investments in common and preferred stocks and other stock-related securities, such as convertible securities, depositary receipts, and equity real estate investment trusts ("REITs") and income trusts.

At times, the Trust may have substantial exposure to a single asset class, industry, sector, country, region, currency or issuer. The Trust may invest in securities of companies of any market capitalization. The factors GMO Australia considers and investment methods GMO Australia uses can change over time. GMO Australia does not manage the Trust to, or control the Trust's risk relative to, any securities index or securities benchmark.

As an alternative to investing directly in equities, the Trust may invest in exchange-traded and over-the-counter (OTC) derivatives and exchange-traded funds (ETFs). The Trust also may invest in derivatives and ETFs in an attempt to obtain or adjust elements of its long or short investment exposure and as a substitute for securities lending. Derivatives used may include futures, options, forward currency contracts, and swap contracts. In addition, the Trust may lend its portfolio securities. The Trust also may invest in pooled funds advised by GMO or its affiliates, including GMO U.S. Treasury Fund (a US mutual fund advised by GMO), in money market funds unaffiliated with GMO, and directly in the types of investments typically held by money market funds.

### Minimum suggested investment time frame

5 years

### Risk level

Medium to high, meaning there is a medium to high risk of short term loss.

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

GMO believes that Environmental, Social and Governance ("ESG") factors can have a meaningful impact on the long-term success of companies and countries. We do not take into account labour standards or ethical considerations.

### Changes to Trust details

GMO Australia may change the investment objective, investment strategy, authorised investments and asset allocations and the other investment information in relation to the Trust at any time. We will notify you about any material changes in accordance with the requirements under the Corporations Act. This may be after the change has occurred.

## 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 investment 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 table can be used to compare costs between different simple managed investment schemes. Fees and costs can be paid directly from your investment or deducted from investment returns. Taxation information is set out in another part of this document. You should read all information about fees and costs because it is important to understand their impact on your investment.

| TYPE OF FEE OR COST                                      | AMOUNT                                                                                                                                                                              |
|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Fees when your money moves in or out of the Trust</b> |                                                                                                                                                                                     |
| <i>Establishment fee</i>                                 | Nil                                                                                                                                                                                 |
| <i>Contribution fee</i>                                  | Nil                                                                                                                                                                                 |
| <i>Withdrawal fee</i>                                    | Nil                                                                                                                                                                                 |
| <i>Exit fee</i>                                          | Nil                                                                                                                                                                                 |
| <b>Management Costs*</b>                                 |                                                                                                                                                                                     |
| The fees and costs for managing your investment.         | The management costs consist of:<br><br>Management fee of 0.604% p.a. of the net asset value of the Trust.<br><br>Indirect costs: 0.00% p.a. of the net asset value of the Trust.** |

\*Unless otherwise stated, all fees quoted in this PDS are quoted on a GST inclusive basis and net of any applicable Reduced Input Tax Credits. "GST" has the meaning given in the A New Tax System (Goods and Services Tax) Act 1999 (Cth). Fees in this PDS can be individually negotiated where the investor is a wholesale client under the Corporations Act.

\*\* Given the Trust incepted in September 2020, the Indirect Costs rate is an estimate rather than being based on historical data. The estimate is based on data applicable to GMO Quality Fund, a US mutual fund which is advised by GMO, for the year to 29 February 2020 for which Indirect Costs were less than 0.01%.

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

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

| <b>EXAMPLE - BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR</b> |             |                                                                                                                                                                                                                                                                               |
|---------------------------------------------------------------------------------|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Contribution Fees                                                               | Nil         | For every additional \$5,000 you put in you will be charged \$0.                                                                                                                                                                                                              |
| <b>PLUS</b><br>Management Costs* comprising:                                    | 0.604% p.a. | <b>And</b> for every \$50,000 you have in the fund you will be charged \$ each year.                                                                                                                                                                                          |
| Management fee                                                                  | 0.604% p.a. |                                                                                                                                                                                                                                                                               |
| Indirect costs                                                                  | 0.00% p.a.  |                                                                                                                                                                                                                                                                               |
| <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 during that year, you would be charged fees of:<br><b>\$302*</b><br><b>What it costs you will depend on the fees you negotiate with your fund or financial adviser</b> |

\*Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to an investor, such as the buy-sell spread.

### Additional explanation of fees and costs

#### Management costs

Management costs comprise the additional fees or costs that a unit holder incurs by investing in the Trust rather than by investing directly in the assets.

Management costs include the management fee payable to GMO Australia plus any non-routine expenses payable from the Trust.

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Management costs include indirect costs but do not include the costs described in the "Transactional and operational costs" section below. Management costs are based on estimates current as of the date of this PDS. Management costs are payable from the Trust's assets and are not paid directly from your investment.

#### Payment of expenses

GMO Australia will generally meet the routine expenses of the Trust. Subject to the constitution, GMO Australia has discretion to classify expenses as routine or otherwise, but generally interprets routine expenses as those expenses associated with the normal annual cycle of operation of the Trust. Routine expenses may include audit expenses, administration fees, custody expenses, statutory reporting, unit holder reporting, unit registry services, the printing and posting of reports and notices to unit holders, and the routine non-investment related tax services and non-investment related legal services provided for the Trust by or at the direction of GMO Australia.

Non-routine expenses are generally paid or reimbursed by the Trust. These may include any government duties and charges, all financial institutions duties and bank account taxes, certain taxes, brokerage, filing fees and related transactions charges arising from the receipt, collection, acquisition, investment, disposal or distribution of money or other property of the Trust (including receipt of application money) investment related tax services and investment related legal services provided for the Trust by or at the direction of GMO Australia, and any litigation costs incurred in relation to the Trust. These expenses are an additional cost to unit holders.

#### Indirect costs

Indirect costs generally include management costs (if any) from underlying funds and a reasonable estimate of certain costs of investing in OTC derivatives to gain investment exposure to assets or implement the Trust's investment strategy. Indirect costs of the Trust are reflected in the unit price and borne by unit holders, but they are not paid to GMO Australia.

#### Transactional and operational costs

In managing the assets of the Trust, the Trust may incur transactional and operational costs ("Transactional Costs") such as brokerage, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold, the costs of (or transactional and operational costs associated with) certain derivatives (such as derivatives used for hedging) and the implicit costs or spread incurred on buying or selling the Trust's assets. These costs can arise as a result of bid-offer spreads being applied by trading counterparties to securities traded by the Trust.

Transactional Costs arise through the day-to-day trading of the Trust's assets or may arise when there are applications or withdrawals which cause net cash flows into or out of the Trust. These are reflected in the Trust's unit price.

GMO Australia estimates that the total Transactional Costs for the Trust would be 0.07% of the net asset value of the Trust, of which 0.00% was recouped via a Buy or Sell spread (applying the current Buy/Sell Spread – see below) when applications or redemptions took place, resulting in net Transactional Costs of 0.07% (or \$35 over a one year period assuming an average account balance of \$50,000). However, such costs for future years may differ. As net Transactional Costs are factored into the asset value of the Trust's assets and reflected in the unit price, they are an additional cost of investment to the investor but they are not a fee paid to GMO Australia.

#### Buy/Sell Spread

When calculating the issue price of units in the Trust, GMO Australia will make an estimate of the costs attributable to the purchase or acquisition of the Trust's assets. This estimate is referred to as the Entry Transaction Cost Allowance or the Buy Spread. Similarly, when calculating the redemption price of units in the Trust, GMO Australia will make an estimate of the costs attributable to the sale or disposal of the Trust's assets. This estimate is referred to as the Exit Transaction Cost

Allowance or the Sell Spread. The Buy/Sell Spread is used to apportion these transaction costs to the unit holders transacting rather than the other unit holders in the Trust. 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 Trust. The current Entry Transaction Cost Allowance is 0.00% on the amount invested in the Trust. The current Exit Transaction Cost Allowance is 0.00% on the amount redeemed from the Trust. GMO Australia may vary the allowance for entry and exit transaction costs to reflect changes in the costs of investing new funds and/ or generating funds to meet redemptions. The Buy/Sell Spread is paid into the Trust and is not paid to GMO Australia. Based on the current Buy/Sell Spread, the dollar value of these costs based on an application or withdrawal of \$50,000 is \$0 for each application or withdrawal.

#### *Differential fees*

GMO Australia may in its discretion and in accordance with relevant ASIC policy and the Corporations Act negotiate a rebate or waiver of part of the management fee with wholesale clients, as defined by the Corporations Act. Any fee rebate or waiver is subject to GMO Australia satisfying the requirements of ASIC policy and the Corporations Act. Any differential fee arrangement will not adversely affect the fees paid or to be paid by unit holders who are not entitled to the fee arrangements.

#### *Fee changes*

The Trust constitution sets the maximum fees payable. The constitution allows for management fees of up to 5%. The constitution also allows for contribution fees (of up to 5% of each investment) and withdrawal fees (of up to 5% of each investment). The fees currently charged for the Trust are as set out in this PDS. GMO Australia will give unit holders at least 30 days notice of any increase in the fees associated with the Trust.

#### *Service Fees*

If you direct your Service Operator to invest in the Trust on your behalf, you will pay the fees set out in your Service's disclosure document, which may include the fees described in this PDS. Please refer to your Service's disclosure document for the fees applicable to your investment. Additional fees may also be paid to a financial adviser if you have consulted a financial adviser. You should refer to the Statement of Advice provided by your financial adviser in which details of the fees are set out.

## **7. How managed investment schemes are taxed in Australia**

**Investing in a registered managed investment scheme is likely to have tax consequences. The income taxation information below is of a general nature only and applies to unit holders who hold their units in the Trusts on capital account (rather than revenue account). You are strongly advised to seek professional tax advice, as tax and social security laws are complex and subject to change, and unit holders' individual circumstances vary.**

The Trust intends to qualify and be operated as an AMIT for Australian income tax purposes. Qualification as an AMIT depends on a variety of factors and the Trust cannot guarantee it will qualify as such. If the Trust is unable to qualify as an AMIT, capital account elections may be unavailable to the Trust, and certain distributions to non-Australian unit holders could be subject to a higher rate of Australian withholding taxes. The tax treatment of distributions made and/or income that is attributed in the hands of unit holders may depend on the type of income recognised by the Trust and whether the unit holders are Australian residents from a tax perspective. The types of distributions that the Trust may make include investment income (such as interest and dividends), net capital gains, a capital gains tax concession component, tax deferred return of capital amounts, franking credits from certain dividends and foreign income tax offsets (in respect of certain foreign tax paid on foreign source income and/or capital gains). The Trust intends to distribute and/or attribute all of its taxable income (as determined under the Trust Constitution) to its unit holders each year. Unit holders are generally assessed for tax on any income and

capital gains generated by the Trust provided they are distributed and/or attributed to unit holders. Unit holders will be provided with an AMIT Member Annual Statement ("AMMA Statement") setting out the taxable income arising from their investment in the Trust to assist in the preparation of their income tax return. The Trust may make total distributions during a taxable year of an amount that exceeds the Trust's taxable income for that year, in which case the excess may be treated as a return of capital (which would reduce a unit holder's cost base in its units, with any amounts exceeding that base treated as a capital gain). A return of capital is generally not immediately assessable to unit holders, to the extent such amount does not exceed a unit holder's cost base. Such amounts reduce a unit holder's cost base in its units, thus reducing any loss or increasing any gain on a subsequent taxable disposition by the unit holder of its units. In the case of amounts attributed by an AMIT, such amounts can reduce a unit holder's cost base in a similar way to other trusts. However, the AMIT regime also allows upward cost base adjustments to occur where the taxable income attributed exceeds the distribution made. The effect of an upward cost base adjustment would be to increase a unit holder's cost base in its units, thus reducing any gain or increasing any loss on a subsequent taxable disposition by the unit holder of its units. Details of certain cost base adjustments will be included in the AMMA Statement. The acquisition or disposal of units by unit holders should not be subject to GST. In addition, there should be no GST payable on any fund distributions to unit holders. Where the Trust is in a tax loss position in a particular year, the loss is retained in the Trust and is not distributable to unit holders. The loss can be carried forward and be used to offset assessable income in a future year (subject to satisfaction of certain loss integrity rules). If unit holders make withdrawals from the Trust or transfer any of their units to a third party, or any of their units are redeemed, these events may constitute a disposal for tax purposes. The tax consequences of a disposal depend on the particular circumstances of each unit holder. Certain unit holders who hold units of the Trust for more than 12 months may be entitled to a capital gains tax concession in relation to the disposal of their units in the Trust. Proceeds from withdrawals from an AMIT may also contain a component of taxable income.

If a TFN or ABN (or an appropriate exemption) is not quoted by a unit holder, tax will be deducted at the highest marginal tax rate from the amount distributed. If you are determined to be a non-resident for Australian income tax purposes (based on the information included within your application form), Australian withholding tax may be deducted from certain distributions made to you, including in respect of taxable income that is attributed to you. The rules regarding the application of treaty rates and your local tax implications are complex (in particular as some investment management functions have been delegated to GMO) and are country/unit-holder specific. You are strongly advised to seek professional tax advice. The Australian Taxation Office requires the Trust to file certain information regarding unit holder accounts and transactions. In certain cases, the Trust may be required to amend tax information reported to unit holders in respect of a particular year. In this event, unit holders may be required to file amended tax returns in respect of such information, pay additional taxes (potentially including interest and penalties), and incur other related costs.

The above disclosures are based on current taxation law and market practice.

## **8. How to apply**

Indirect investors who wish to access the Trust via a Service should contact their Service Operator to make an application for units in the Trust. Application monies must be paid in accordance with any instructions specified by your Service Operator. You should refer to your Service's disclosure document for further information on applications through the Service. GMO Australia reserves the right to accept or reject applications at its discretion and delay processing of applications where it believes this to be in the best interest of unit holders.

## Cooling off

You cannot exercise any cooling off rights directly with GMO Australia in relation to an investment in the Trust through a Service. Indirect investors should contact their Service Operator and read the Service's offer document for information on any cooling off rights that may apply in relation to the Service.

## Complaints

If you are investing through a Service you may direct any complaint to your Service Operator. Any investor wishing to make a complaint can also contact GMO Australia. GMO Australia will:

- acknowledge any complaint in writing and inform the investor when they should expect to receive an answer or feedback; and
- endeavour to ensure that all complaints will be properly considered and dealt with in a timely manner.

GMO Australia is a member of the Australian Financial Complaints Authority. This is an independent body whose purpose is to address the complaints from unit holders where the unit holder is not satisfied with the outcome of GMO Australia's complaint resolution process. The contact details for the Australian Financial Complaints Authority ([www.afca.org.au](http://www.afca.org.au)) are set out below:

Tel: 1800 931 678

Email: [info@afca.org.au](mailto:info@afca.org.au)

Mail: GPO Box 3, Melbourne, Victoria, 3001

## 9. Other information

You should keep a copy of the current PDS for future reference. You can obtain a copy of the current PDS, free of charge, by either visiting GMO's website ([www.gmo.com](http://www.gmo.com)) or by contacting GMO Australia.

### Custodian and third party administrator

GMO Australia has appointed State Street Australia Limited ("SSAL") as custodian and administrator to the Trust. SSAL provides safekeeping, settlement and administrative services for the Trust. All assets of the Trust will generally be held in the name of the custodian, its sub-custodians or the responsible entity. The role of the custodian is limited to holding assets of the Trust and it has no supervisory role in relation to the operation of the Trust. The custodian does not make investment decisions in respect of the assets held or manage those assets. GMO Australia has also appointed SSAL to perform the unit registry function for the Trust. GMO Australia regularly monitors the performance of SSAL against the documented service level agreements. SSAL has given consent (which has not been withdrawn as at the date of this PDS) to the inclusion of references to SSAL in this PDS in the form and context in which they are included.

### Constitution

The Trust operates under a constitution. This PDS summarises some of the provisions of the constitution but is qualified in its entirety by reference to the actual provisions of the constitution. Copies of the Trust constitution are available at no cost from GMO Australia on request. Persons contemplating investing in the Trust will be taken to have read and understood the constitution.

### Compliance

The Trust has a compliance plan and is supervised by a compliance committee constituted with a majority of external members. This committee generally meets quarterly. Copies of the Trust's compliance plan are available at no cost from GMO Australia on request.

### Related parties

GMO Australia and GMO are the investment managers of the Trust. GMO has been appointed as investment manager on commercial arm's length terms. GMO Australia is the responsible entity of the Trust and a subsidiary of GMO. This may give rise to conflicts of interest. Related party transactions also carry a risk they could be assessed and monitored less rigorously than transactions with unrelated third parties. GMO Australia has sought to mitigate these risks by putting in place a conflicts of interest and related party policy that governs the way GMO Australia deals with conflicts or related party transactions. GMO

Australia has the policies and procedures in place to manage conflicts through controlling, avoiding or disclosing conflicts.

### Updated Information Available

The information in this PDS may change over time. Where information changes that is not materially adverse to investors, we will update this information. Up to date information, including information on the Trust's performance, funds under management, and financial highlights is available on GMO's website, [www.gmo.com](http://www.gmo.com). Paper copies of this information are available from GMO Australia's office during business hours at no cost.

### Privacy

By investing in the Trust, you acknowledge and agree that your personal information may be handled by GMO Australia and its service providers in the manner set out below. GMO Australia collects your personal information to process and administer your investment in the Trust and to provide you with information about your investment in the Trust. Some of this information is required by anti-money laundering laws and may be required to be kept on a register in accordance with the Corporations Act 2001. GMO Australia may not be able to process your application to invest in the Trust if you do not provide all or part of the information to us. GMO Australia may disclose your personal information for purposes related to your investment, to GMO Australia's affiliates, agents and service providers. In order to use and disclose your personal information for the purposes stated above, GMO Australia may be required to transfer your personal information to entities located outside Australia where it may not receive the level of protection afforded under Australian law. GMO Australia may disclose your personal information to the United States, United Kingdom, Singapore and other countries. By investing in the Trust, you consent to your personal information being transferred overseas for these purposes. GMO Australia would like to retain and use the personal information you provide to keep you informed about future investment opportunities. GMO's privacy policy contains further information about GMO Australia's privacy practices, including your rights to access and correct your personal information, and to make a complaint regarding our use, holding or disclosure of your personal information. You can obtain a copy of the policy free of charge by contacting GMO Australia. GMO Australia may require investors in the Trust to provide certain information and certifications under the Foreign Account Tax Compliance Provisions of the U.S. Hiring Incentives to Restore Employment Act and the Common Reporting Standard introduced by the Organisation for Economic Co-operation and Development.