



L1 CAPITAL

L1 Capital Australian Equities Fund Product Disclosure Statement

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About this PDS

This Product Disclosure Statement ("PDS") has been prepared and issued by Equity Trustees Limited ABN 46 004 031 298, AFSL 240975 ("Equity Trustees", "we" or "Responsible Entity") and is a summary of the significant information relating to an investment in the L1 Capital Australian Equities Fund ARSN 621 183 195 (the "Fund"). It contains a number of references to important information (including a glossary of terms) contained in the L1 Capital Australian Equities Fund Reference Guide dated 5 September 2017 ("Reference Guide"), which forms part of this PDS. You should consider both the information in this PDS, and the information in the Reference Guide in their entirety, before making a decision about investing in the Fund.

The offer to which this PDS relates is only available to persons receiving this PDS (electronically or otherwise) in Australia.

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 US 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 except in a transaction that is exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

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 advice tailored to your personal circumstances and consider whether the information in this PDS is appropriate for you in light of those circumstances.

The Reference Guide

Throughout the PDS, there are references to additional information contained in the Reference Guide. You can obtain a free copy of the PDS and the Reference Guide by visiting www.eqt.com.au/insto or calling the Investment Manager on +61 3 9286 7000.

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 at the date of your application.

Updated information

The information in this PDS and the Reference Guide was accurate when the PDS and Reference Guide were issued but are subject to change. We will notify you of any changes that have a materially adverse impact on you or other significant events that affect the information contained in this PDS or the Reference Guide. Any information that is not materially adverse is subject to change from time to time and may be updated and obtained by visiting www.eqt.com.au/insto or calling the Investment Manager on +61 3 9286 7000. A paper copy of the updated information will be provided free of charge on request.

01 About Equity Trustees Limited

1.1 The Responsible Entity

Equity Trustees Limited

Equity Trustees Limited ABN 46 004 031 298 AFSL 240975 ("Equity Trustees"), 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 L1 Capital Pty Ltd ABN 21 125 378 145, AFSL 314 302 ("L1 Capital" or "Investment Manager") 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.

1.2 The Investment Manager

L1 Capital

L1 Capital is a global investment manager with offices in Melbourne, New York and London. The business was established in 2007 and is 100% owned by its senior staff, led by founders Raphael Lamm & Mark Landau. The team is committed to offering clients best of breed investment products. L1 Capital manages money for a range of clients including large superannuation funds, insurance companies, sovereign wealth funds, private banks, financial planning groups, asset consultants, family offices, high net worth individuals and retail investors. L1 Capital uses a fundamental, bottom-up research process to identify investments with the potential to provide attractive risk-adjusted returns. The L1 Capital investment approach is largely style-neutral with modest value and contrarian characteristics. L1 Capital's flagship Australian Equities Fund has established an outstanding track record of more than 5% outperformance p.a. above the S&P/ASX200 Accumulation Index since inception (10 years - net of fees and expenses).

02 How the L1 Capital Australian Equities Fund works

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

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 an investor. Please direct any queries and requests relating to your investment to your IDPS Operator. Unless otherwise stated, the following explanation applies to direct investors.

2.1 Applying for units

You can acquire units by completing the Application Form that accompanies this PDS. The minimum investment amount for the Fund is \$25,000.

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

L1 Capital Australian Equities Fund

c/o Link Fund Solutions

GPO Box 5482

Sydney NSW 2001

Or by fax to +61 2 9221 1194

Or by email to LFS_registry@linkgroup.com

Please note that cash and cheques cannot be accepted.

The price at which units are acquired is determined in accordance with the Constitution ("Application Price"). The Application Price on a Business Day (as defined in the Reference Guide) is, in general terms, equal to the net asset value ("NAV") of the class, divided by the number of units on issue in that class and adjusted for transaction costs ("Buy Spread"). At the date of this PDS, the Buy Spread is 0.25%.

The Application Price will vary as the market value of assets in the Fund rises or falls. Any interest earned on application money will be paid to the Fund.

2.2 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 Form. The minimum additional investment into the Fund is \$10,000.

2.3 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 semi-annually at the end of June and December. Distributions are calculated effective the last day of each accounting 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 bank account.

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

In some circumstances, where an investor makes a large withdrawal request (i.e. the withdrawal request is in respect of 5% or more of the total units on issue), their withdrawal proceeds may 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.

2.4 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:

L1 Capital Australian Equities Fund

c/o Link Fund Solutions

GPO Box 5482

Sydney NSW 2001

Or by fax to +61 2 9221 1194

Or by email to LFS_registry@linkgroup.com

The minimum withdrawal amount is \$10,000. Once we receive your withdrawal request, we may act on your instruction without further enquiry if the instruction bears your account number

or investor details and your (apparent) signature(s), or your authorised signatory's (apparent) signature(s).

Equity Trustees will generally allow an investor to access their investment within 10 days of receipt of a withdrawal request by transferring the withdrawal proceeds to such investors' nominated bank account. However, the Constitution allows Equity Trustees 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).

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 class, divided by the number of units on issue in that class and adjusted for transaction costs ("Sell Spread"). At the date of this PDS, the Sell Spread 0.25%. 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 \$25,000 as a result of processing your withdrawal request. Equity Trustees can deny a withdrawal request in certain circumstances, including where accepting the request is not in the best interests of investors in the Fund or where the Fund is not liquid (as defined in the Corporations Act). 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.

2.5 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.

2.6 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 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 under "Investing in the L1 Capital Australian Equities Fund", "Managing your investment" and "Withdrawing your investment" about:

- application cut-off times;
- authorised signatories;

- reports;
- withdrawal cut-off times;
- withdrawal terms; and
- withdrawal restrictions,

before making an investment decision. Go to the Reference Guide which is available at www.eqt.com.au/insto and www.L1.com.au. The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.

03 Benefits of investing in the L1 Capital Australian Equities Fund

3.1 High Quality Investment Manager

Both Raphael Lamm and Mark Landau, the founders of L1 Capital, have extensive funds management experience. Raphael previously spent 5 years as a portfolio manager at Cooper Investors on the flagship Cooper Investors Australian Equities Fund and Mark spent 5 years at INVESCO Australia on the INVESCO Australian Share Fund which had top quartile performance. Raphael and Mark maintain an exceptional network across a wide range of industries.

3.2 Capped Funds under Management

The amount of funds under management will be capped at an appropriate level to ensure that the Fund's performance will not be compromised.

3.3 Thorough Investment Process.

L1 Capital employs a thorough investment process including implementing

- a fundamental bottom - up valuation and qualitative analysis,
- utilising a proprietary research base; and
- implementing an extensive company visitation program.

04 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 advice, you should contact a licensed financial adviser.

4.1 Market Risk

Markets are subject to a host of factors, including economic conditions, government regulations, market sentiment, local and international political events and environmental and technological issues. Market risk may have different impacts on each investment and investment style.

Any investment made in a specific group of assets is exposed to the universal risks of that asset market. However, there can be no guarantee that losses equivalent to or greater than the overall market will not be incurred as a result of investing in such assets.

4.2 Counterparty Risk

Counterparty risk is the risk of loss caused by another party defaulting on its obligations either because they become insolvent or cannot otherwise meet their obligations to the Fund. A party defaulting on its obligations could subject the Fund to substantial losses because the Fund will still be required to fulfil its obligations on any transactions which were to have substantially offset other contracts.

4.3 Limited Diversification

L1 Capital intends to seek to diversify the Fund's investments as it deems appropriate and consistent with the Fund's investment objective. If the Fund's investment portfolio is concentrated in a small number of investments, the portfolio will be subject to a greater level of volatility. Also, the use of a single investment manager applying generally similar trading programs could mean lack of diversification and, consequentially, higher risk.

4.4 Speculative Nature of Certain Investments

Certain investments by the Fund may be regarded as speculative in nature and involve increased levels of investment risk. An inherent part of a strategy may be to identify securities which are undervalued by the marketplace. Success of such a strategy necessarily depends upon the market eventually recognising such value in the price of the security, which may not necessarily occur. Equity positions, including IPOs, may involve highly speculative securities.

4.5 Personnel Risk

Personnel risk is the risk that key people who are significant to the management of the Fund become unable or unavailable to perform their role.

4.6 Interest Rate Risk

Changes in interest rates can have a direct or indirect impact on the investment value and/or returns of many types of assets. Interest rates may directly or indirectly affect a company's cost of borrowings as well as the value of fixed interest securities.

4.7 Regulatory Risk

Changes to laws and regulations governing financial markets and instruments could have adverse implications for your investment in the Fund.

4.8 Liquidity Risk

This is the risk that an investment may not be easily converted into cash with little or no loss of capital and minimum delay. Under certain conditions, liquidity of a particular market or security may be restricted, thus affecting the performance of the Fund. Lack of liquidity or market depth can affect the valuation of the Fund's assets as it looks to realise securities at quoted prices. For example, securities of small companies may, from time to time, have limited liquidity. This means that, as a consequence of restrictions on disposal of the underlying

investments, the Fund may be limited in its ability to meet withdrawal requests. The Trustee does not guarantee that you will be able to redeem your units in the Fund and may not redeem units where it deems it necessary and it is in the best interests of its investors.

4.9 Valuation Risk

Where there is no liquid market for investments in the Fund, those investments may be valued by reference to market prices for other comparable assets and observable market data. These prices may not reflect the value at which the investments can be realised, which may be lower.

4.10 Security Specific Risk

An investment in a company may be affected by unexpected changes in that company's operations (such as changes in management or loss of a big customer) and business environment.

4.11 Manager Risk

The Fund's future performance is dependent on the expertise and decisions of the investment personnel of the Manager.

05 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.

5.1 Investment objective

The objective of the Fund is to outperform the benchmark by 3% p.a. net of fees and expenses over rolling 5 year periods.

5.2 Benchmark

S&P/ASX 200 Accumulation Index

5.3 Minimum suggested investment time frame

5+ years

5.4 Investment Guidelines

L1 CAPITAL AUSTRALIAN EQUITIES FUND

Allowable Investments	Australian Shares ¹
Benchmark	S&P ASX200 Accumulation Index
Time Horizon	5+ Years
Number of Stocks	25 - 35
Cash Levels	0-5%
Gearing Allowed	No
Shorting Allowed	No
Tracking Error (Typical)	4-6%
International Stock Exposure	0%

¹ L1 Capital may invest in unlisted securities that are expected to list within the next 12 months.

Investment limits are broader than the investment guidelines listed above. L1 Capital may exceed the guidelines where it believes it is in the best interests of investors to do so.

5.5 Risk level of the Fund

High

There is a risk investors may lose some or all of their initial investments. Higher risk investments tend to fluctuate in the short term but can produce higher returns than lower risk investments over the long term.

5.6 Investor suitability

The Fund is designed for long-term investors seeking exposure to a diversified investment in the Australian share market and strong capital growth over the long term.

5.7 Investment style and approach

L1 Capital uses a fundamental, bottom-up research process to identify securities with the potential to provide attractive risk-adjusted returns. While this involves many stages of analysis which can occur concurrently, below is an outline of the process from stock specific research to the formation and maintenance of a portfolio.

5.8 Comprehensive company visitation schedule

Conducting numerous one on one visits with company management, listed and unlisted competitors, customers, suppliers, operational personnel, consultants, unions and other stakeholders. We believe in identifying stock and industry opportunities primarily from direct contact with companies, detailed company analysis and observing broader industry trends.

5.9 Extensive Travel Program

To develop and maintain relationships with relevant parties, the L1 Capital investment team regularly travels around Australia and overseas. These trips provide an opportunity to observe operations first hand and to meet with people that may have some additional insights into a business' prospects or risks.

5.10 Detailed Bottom-Up Analysis

Reading and analysing annual reports, company announcements, industry publications, broker reports and other relevant publications and communications. This work highlights opportunities to focus on, as well as assisting the investment team in its preparation for meetings.

5.11 Financial Modelling

The bottom-up research process then leads to the development and maintenance of the following models for all stocks in the filtered investment universe:

- Profit & Loss
- Cashflow Statement
- Balance Sheet

5.12 Valuation

To assess the intrinsic value of a given security, the investment team creates a discounted cashflow model (DCF) using estimates for each metric in the model. The valuation generated by the DCF is sensitive to the company's long term margin and return on capital measures and therefore the team spends a considerable amount of time discussing the appropriateness of these long term forecasts. As a cross check of reasonableness, the final DCF valuation is then compared with peer and historical multiples eg. P/E, EV/ EBITDA, P/Book, P/Sales and the team will generally conduct scenario analysis to assess the spread of risk and reward.

5.13 Qualitative Assessment

The following 3 qualitative factors are then assessed and scored:

- Management Quality
- Industry / Company Structure and Long Term Outlook
- Business Trends

5.14 Asset allocation

Stocks with the best combination of qualitative factors and valuation upside are used as the basis for portfolio construction. The process is iterative and as business trends, industry structure, management quality or valuation changes, stock weights are adjusted accordingly.

The portfolio construction process is aimed at ensuring the Fund remains appropriately exposed to the investment team's highest conviction ideas, while maintaining appropriate risk controls.

5.15 Changing the investment strategy

The investment strategy and asset allocation parameters may be changed. If a change is to be made, investors in the Fund will be notified in accordance with the Corporations Act.

5.16 Labour, environmental, social and ethical considerations

Decisions about the selection, retention or realization of investments for the Fund are primarily based on company and industry fundamentals. L1 Capital takes into account labour standards, environmental, social or ethical issues when making these decisions to the extent that these issues have a material impact on either investment risk or return. L1 Capital believes that certain environmental, social and corporate governance ("ESG") issues may impact the sustainable value of businesses. In exercising its authority as Investment Manager of the Fund, L1 Capital integrates ESG factors into its investment process and ownership practices to the extent that the integration of such factors is consistent with the investment objectives and the economic interests of the Fund. However, L1 Capital does not have any particular standards that it considers to be labour, environmental, social and ethical standards for this purpose and thus it does not take into account any particular standards or have a methodology for taking into account any standards.

5.17 Fund performance

L1 Capital's flagship Australian Equities Fund has established an outstanding track record of more than 5% outperformance p.a. above the S&P/ASX200 Accumulation Index since inception (10 years – net of fees and expenses).

06 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) 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 this and other simple managed investment schemes. Fees and costs are deducted from the assets of the Fund and reduce the investment return to investors. For information on tax please see Section 7 of this PDS.

Type of fee or cost	Amount
FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE FUND	
Establishment Fee	Nil
Contribution Fee	Nil
Withdrawal Fee	Nil
Exit Fee	Nil
MANAGEMENT COSTS*	
The fees and costs for managing your investment ¹	<p>Management fees: 0.77% p.a. of the value of the NAV of the Fund²</p> <p>The management fee is calculated and accrued daily and is payable monthly.</p> <p>Expenses*: Estimated to be 0.17% p.a. of the value of the NAV of the Fund, but capped at 0.20% p.a. Any ordinary expense in excess of the cap will be deducted from the management fee.</p> <p>Performance fees: 15.375% of the amount by which the Fund's performance exceeds the S&P ASX 200 Accumulation Index (after management expenses but before performance fees) in a Performance Period.</p> <p>Estimated at 1.92% p.a. of the NAV Fund.</p> <p>The performance fee is calculated and accrued daily and is payable every 6 months.</p> <p>Any underperformance from a prior Performance Period must be recouped before a fee can be taken (we call this the high-watermark)³</p>

* Expenses do not include the Fund's transactional and operational costs some of which are recovered via the buy/sell spread.

¹All 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.

²Management fees can be negotiated. See "Differential fees" below.

³This represents the performance fees which are payable as an expense of the Fund to the Investment Manager. See "Performance fees" below for more information.

6.1 Additional Explanation of fees and costs

What do the management costs pay for?

Management costs comprise the additional fees or costs that investors incur by investing in the Fund rather than by investing directly in the assets.

The management fees of 0.77% 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 calculated and accrued daily and are paid in arrears from the Fund within 14 days of each months' end and is also reflected in the unit price.

As at the date of this PDS, ordinary expenses such as, custodian fees, administration and audit fees, and other ordinary expenses of operating the Fund are not covered by the management fees. However there is an ordinary expense cap of 0.20% per annum (including GST net of input tax credits) of the net asset value of the Fund. If the ordinary expenses exceed the expense cap the excess will be paid from the management fee.

The management costs shown above do not include extraordinary expenses (if they are incurred in future), including litigation costs or the costs of convening unitholder meetings.

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

6.2 Performance fees

Performance fees are payable to the Investment Manager where the investment performance of the Fund in a Performance Period exceeds the performance of the S&P ASX 200 Accumulation Index (**Benchmark**). The performance fee is an amount equal to 15.375% of this excess, calculated and accrued daily and paid from the Fund every 6 months in arrears (generally 30 June and 31 December).

No performance fees are accrued until any accrued underperformance (in dollar terms) against the Benchmark from prior Performance Periods have been made up (this feature is sometimes referred to as a high-watermark).

Based on the current calculation methodology for the performance fee, the Responsible Entity has estimated that the typical ongoing performance fee payable per annum may be 1.92% of the NAV of the Fund. Prior periods have been taken into account in calculating this estimate. However, this is not a forecast as the actual performance fee for the current and future financial years may differ. The Responsible Entity cannot guarantee that performance fees will remain at their previous level or that the performance of the Fund will outperform the benchmark.

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

6.3 Transactional and operational costs

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

The Buy/Sell Spread reflects the estimated transaction costs incurred in buying or selling assets of the Fund when investors invest in or withdraw from the Fund. The Buy/Sell Spread is an additional cost to the investor but is incorporated into the unit price and incurred when an investor invests in or withdraws from the Fund and is not separately charged to the investor. The Buy/Sell Spread is paid into the Fund and not paid to Equity Trustees or the Investment Manager. The Buy/Sell Spread is 0.25% upon entry and 0.25% sell spread upon exit. The dollar value of these costs based on an application or a withdrawal of \$25,000 is \$62.50 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 redemptions arise through the day-to-day trading of the Fund's assets and are reflected in the Fund's unit price. As these costs are factored into the net asset value 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.

During the financial year ended 30 June 2017, the total transaction costs for the Fund were estimated to be 0.56% of the NAV of the Fund, of which 62.64% of these transaction costs were recouped via the Buy/Sell Spread, resulting in a net transactional cost to the Fund of 0.21% p.a.

6.4 Can the fees change?

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

6.5 Payments to IDPS Operators

Subject to the law, annual payments may be made 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 the law, Equity Trustees will ensure the payment of such fees is reduced or ceased.

6.6 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.

6.7 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 – L1 CAPITAL AUSTRALIAN EQUITIES FUND

BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR

Contribution Fees	Nil	For every \$5,000 you put in, you will be charged \$0
Plus	2.86%	And, for every \$50,000 you have in the Fund you will be charged \$1430 each year comprising:
Management costs Comprising:		
Management fees:	0.77% p.a.	\$385
Expenses	0.17%	\$85
Performance fees:	1.92%	\$960
Equals		
Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 at the end of that year, then you would be charged fees of: \$1430
		What it costs you will depend on the fees you negotiate.

*This example assumes the \$5,000 contribution occurs at the end of the first year, therefore management costs are calculated using the \$50,000 balance only.

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. 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, which you may use to calculate the effects of fees and costs on your investment in the Fund.

The performance fees stated in this table shows the actual performance fees for the financial year ended 30 June 2017 as a percentage of the Fund's average NAV. The performance of the Fund, and the performance fees, may be higher or lower or not payable in the future. As a result, the management costs may differ from the figure shown in the table. It is not a forecast of the performance of the Fund or the amount of the performance fees in the future. See also above (next to the heading "Performance fees") our estimated typical ongoing performance fees fee payable per annum. The actual indirect costs and performance fees for the current financial year and for future financial years may differ. For more information on the performance history of the Fund, visit Equity Trustees' website at www.eqt.com.au/insto. Past performance is not a reliable indicator of future performance.

Further reading...

You should read the important information in the Reference Guide under "Additional information on fees and costs" about the fees and costs associated with investing in the Fund before making an investment decision. Go to the Reference Guide which is available at www.eqt.com.au/insto and www.L1.com.au. The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.

07 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 pay tax on behalf of its investor. 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), are attributed to them.

Further reading...

If applicable, you should read the important information in the Reference Guide under "Other important information" about AMIT before making an investment decision. Go to the Reference Guide which is available at www.eqt.com.au/insto and www.L1.com.au. The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.

08 How to apply

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

By mail to: L1 Capital Australian Equities Fund
c/o Link Fund Solutions
GPO BOX 5482
Sydney NSW 2001

Or by fax to: +61 2 9221 1194

Or by email to: LFS_registry@linkgroup.com

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

8.1 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 the operator of the IDPS.

8.2 Cooling-off period

If you are a retail client (as defined in the Corporations Act) who has invested directly in the Fund, you may have a right to a 'cooling off' period in relation to your investment in the Fund for 14 days from the earlier of:

- confirmation of the investment being received; and
- the end of the fifth business day after the units are issued.

A Retail Client may exercise this right by notifying Equity Trustees in writing. A Retail Client is entitled to a refund of their investment adjusted for any increase or decrease in the relevant Application Price between the time we process your application and the time we receive the notification from you, as well as any other tax and other reasonable administrative expenses and transaction costs associated with the acquisition and termination of the investment.

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

Indirect investors should seek advice from their IDPS Operator as to whether cooling off rights apply to an investment in a fund by the IDPS. The right to cool off in relation to a fund are not directly available to an indirect investor. This is because an indirect investor does not acquire the rights of an investor in a fund. Rather, an indirect investor directs the IDPS Operator to arrange for their monies to be invested in a 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 a fund and any rights an indirect investor may have in this regard.

8.3 Enquiries and complaints

If you have any questions regarding the management of the Fund, you can contact the Investment Manager on +61 3 9286 7000. If you are not completely satisfied with any aspect of our services regarding the management of the Fund, please contact Equity Trustees. Equity Trustees seeks to resolve potential and actual complaints over the management of the Fund

to the satisfaction of investors. If you wish to lodge a formal complaint please write to:

Compliance Team
Equity Trustees Limited
GPO Box 2307
Melbourne VIC 3001
Email: complianceteam@eqt.com.au

Equity Trustees will respond within 14 days of receiving the complaint and will seek to resolve your complaint as soon as practicable but not longer than 45 days after receiving the complaint. If we are unable to resolve your complaint, you may be able to seek assistance from the Financial Ombudsman Service ("FOS"). To find out whether you are eligible (and if so, to make a complaint) contact FOS on 1800 367 287 (Australia) or +61 3 9613 7366, info@fos.org.au or GPO Box 3, Melbourne VIC 3001.

Please include the Equity Trustees FOS membership number with your enquiry. It is 10395.

FOS is an independent body that can assist you if Equity Trustees cannot. FOS may not consider a dispute where the value of a person's claim exceeds \$500,000. FOS is only able to make a determination of up to \$309,000 per managed investment claim (excluding compensation for costs and interest payments). These monetary limits and the FOS terms of reference do change from time to time. Current details can be obtained from the FOS website (www.fos.org.au).

09 Other information

9.1 Consent

The Investment Manager has given and, as at the date of this PDS, has not withdrawn:

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

The Investment Manager and the Custodian have not otherwise been involved in the preparation of this PDS or caused or otherwise authorised the issue of this PDS. Neither the Investment Manager, the Custodian nor their employees or officers accept any responsibility arising in any way for errors or omissions, other than those statements for which it has provided its written consent to Equity Trustees for inclusion in this PDS.

Further reading...

You should read the important information in the Reference Guide "Other important information" section about:

- your privacy;
- the Constitution for the Fund;
- the 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 Standards ("CRS");
- Glossary

before making a decision to invest. Go to the Reference Guide

which is available at www.eqt.com.au/insto and www.L1.com.au. The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.



Level 28, 101 Collins Street,
Melbourne VIC 3000

Ph. +61 3 9286 7000
www.L1.com.au

L1 Capital Australian Equities Fund Application Form

Please send your completed application by:

post to

L1 Capital Australian Equities Fund Registry
GPO BOX 5482, Sydney NSW 2001

or by fax to

+61 2 9221 1194

or by email to

LFS_Registry@linkgroup.com

- If completing by hand, use a black or blue pen and print within the boxes in **BLOCK LETTERS**
- Use ticks in boxes where applicable
- The applicant must complete, print and sign this form
- Keep a photocopy of your completed Application Form for your records
- Please ensure all relevant sections are complete before submitting this form

This application form is part of the Product Disclosure Statement dated 5 September 2017 ('PDS') relating to units in L1 Capital Australian Equities Fund (ARSN 621 183 195) issued by Equity Trustees Limited (ABN 46 004 031 298, AFSL 240975).

- The PDS contains information about investing in the Fund. You should read the PDS before applying for units in the Fund.
- A person who gives another person access to the Application Form must at the same time and by the same means give the other person access to the PDS.
- Equity Trustees will provide you with a copy of the PDS and the Application Form on request without charge (If you make an error while completing your application form, do not use correction fluid. Cross out your mistakes and initial your changes).

US Persons: This offer is not open to any US Person. Please refer to the Product Disclosure Statement and Reference Guide for further information.

Section 1 – Introduction

1.1

Do you have an existing investment in the L1 Capital Australian Equities Fund and the information provided for that investment remains current and correct?

YES – my details are:

Account Number

Account Name

Contact Number (Including Country Code)

Not appointing a power of attorney, agent or financial adviser Complete sections 8, 9, 10

Appointing a power of attorney, agent or financial adviser Complete sections 6 and/or 7, 8, 9, 10

* Please note there will be instances where we may be required to collect additional information about you and may ask you to provide certified copies of certain identification documents along with the Application Form.

NO – Only complete the sections relevant to you, as indicated below:

1.1 Continued...

Select One	Account Type	Sections to Complete	Identification Requirement Groups to Complete
<input type="checkbox"/>	Individual(s)	1, 2, 7, 8, 9, 10	Group A
<input type="checkbox"/>	Partnership	1, 3, 7, 8, 9, 10	Group A & B
<input type="checkbox"/>	Trust/Superannuation fund with individual trustee(s)	1, 2, 4, 7, 8, 9, 10	Group C or D & E
<input type="checkbox"/>	Trust/Superannuation fund with corporate trustee	1, 4, 5, 7, 8, 9, 10	Group C or D & E
<input type="checkbox"/>	Company	1, 5, 7, 8, 9, 10	Group F, G or H
<input type="checkbox"/>	Power of attorney or agent	Section 6	Group I
<input type="checkbox"/>	Financial Adviser	Section 7	Group I - if acting under direct authority

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

1.2 AML Identity Verification Requirements

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

- Identification documentation provided must be in the name of the Applicant.
- Non-English language documents must be translated by an accredited translator.
- Applications made without providing this information cannot be processed until all the necessary information has been provided.
- If you are unable to provide the identification documents described please call +61 3 9286 7000

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

GROUP A – Individuals

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

- A current Australian driver's licence (or foreign equivalent) that includes a photo and signature
- An Australian passport (not expired more than 2 years previously)
- An identity card issued by a State or Territory Government that includes a photo
- A current passport (or similar) issued by a foreign government or the United Nations (UN) (or an agency of the UN) that includes your photograph and signature

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

1.2 Continued...

Column A	Column B
<input type="checkbox"/> Australian birth certificate	<input type="checkbox"/> A document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual and which contains the individual's name and residential address.
<input type="checkbox"/> Australian citizenship certificate	<input type="checkbox"/> A document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by the individual to the Commonwealth (or by the Commonwealth to the individual), which contains the individual's name and residential address. Block out the TFN before scanning, copying or storing this document.
<input type="checkbox"/> Pension card issued by Department of Human Services (previously known as Centrelink)	<input type="checkbox"/> A document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to that address or to that person (the document must contain the individual's name and residential address).
	<input type="checkbox"/> If under the age of 18, a notice that: was issued to the individual by a school principal within the preceding 3 months; and contains the name and residential address; and records the period of time that the individual attended that school

GROUP B – Partnerships

Provide Group A verification documents for at least one partner and each beneficial owner of the Partnership and one of the following:

- A certified copy or certified extract of the partnership agreement.
- A notice issued by the Australian Taxation Office ("ATO") within the last 12 months.
- An original or certified copy of a certificate of registration of business name issued by a government agency in Australia.
- A certified copy or certified extract of minutes of a partnership meeting.

All the above must show the full name of the partnership.

1.2 Continued...

GROUP C – Registered Managed Investment Scheme, Regulated Superannuation Fund (including a self-managed super fund), Government Superannuation Fund or a trust registered with the Australian Charities and Not-for-profit Commission (ACNC)

Provide one of the following:

- A copy of the company search of the relevant regulator's website e.g. APRA, ASIC or the ATO
- A copy or relevant extract of the legislation establishing the government superannuation fund sourced from a government website.
- A copy from the ACNC of information registered about the trust as a charity

All the above must show the Trust's full name and type (i.e. registered managed investment scheme, regulated superannuation fund (including a self-managed super fund) or government superannuation fund).

GROUP D – Other Trusts (unregulated)

Provide Group A verification documents for each beneficial owner of the trust who is directly or indirectly entitled to benefit from a 25% or greater interest in the trust, **and** in relation to the Trust, and one of the following:

- A certified copy or certified extract of the Trust Deed.
- Annual report or audited financial statements.
- A certified copy of a notice issued by the ATO within the previous 12 months.
- Signed meeting minutes.

All the above must show the full name of the Trust, its trustees, the appointer (the person authorised to appoint or remove trustees) and the settlor of the Trust (if any).

GROUP E – Trustees

- If you are an **Individual Trustee** – please provide the identification documents listed under Group A.
- If you are a **Corporate Trustee** – please provide the identification documents listed under Group F, G or H.
- If you are a **combination** of both – please provide the identification documents for each investor type listed under Group A and F, G or H.

GROUP F – Regulated Australian Companies

Provide one of the following:

- A copy of information regarding the company's licence or other information held by the relevant Commonwealth, State or Territory regulatory body e.g. AFSL, RSL, ACL etc.
- If the company is listed on an Australian securities exchange, provide details of the exchange and the ticker (issuer) code
- If the company is a majority owned subsidiary of a company listed on an Australian securities exchange, provide details of the exchange and the ticker (issuer) code for the holding company
- An Annual Statement from ASIC issued in the previous 12 months; or
- A full company search issued in the previous 3 months; or
- A certificate of Company Registration.

All of above must clearly show the company's full name, its type (i.e. public or proprietary) and ACN.

GROUP G – Other Australian Companies (unregulated)

Provide Group A verification documents for each beneficial owner (including any shareholder who directly or indirectly owns or controls 25% or more the issued capital, and such documents about the senior managing official(s) who exerts control over the company), and in relation to the unregulated company, **and** one of the following:

- An Annual Statement from ASIC issued in the previous 12 months; or
- A full company search issued in the previous 3 months; or
- A certificate of Company Registration

All of above must clearly show the company's full name, its type (i.e. public or private) and ACN issued to the company.

GROUP H – Non-Australian Companies

Provide Group A verification requirements for each beneficial owner (shareholder(s) who directly or indirectly owns or controls 25% or more the issued capital and information about the senior managing official(s) who exerts control over the company, and in relation to the foreign company, **and** one of the following:

- A certified copy of the company's Certificate of Registration or incorporation issued by ASIC or the equivalent issued by the foreign jurisdiction's in which the company was incorporated, established or formed.
- A certified copy of the company's articles of association or constitution.
- A copy of a company search on the ASIC database or relevant foreign registration body. The company search from a foreign regulator must include the name of the regulator, the name of the company and the foreign registration number.

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

GROUP I – Agents and Authorised Representatives

- If you are an **Individual Agent or Representative** – please provide the identification documents listed under Group A.
- If you are a **Corporate Agent or Representative** – please provide the identification documents listed under Group F, G or H.

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

1.3 Additional Information

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

1.4 Declarations

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

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

1.5

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

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

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

1.6

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

Section 2 – Individual(s) or Individual Trustee(s)

Complete this section if you are investing in your own name or as an individual trustee.

For AML requirements please refer to Section 1.2.

2.1 Type of Investor

Tick **one** box only and complete the specified parts of this section.

- Individual** – Complete Section 2.2
- Jointly with another individual(s)** – Complete Sections 2.2, 2.3 and 2.5
- Individual trustee for a trust** – Complete Sections 2.2 and 2.3 (also complete Section 4)
- Sole Trader** – Complete Sections 2.2 and 2.4
- Individual trustee for an individual** – Complete Sections 2.2, 2.3 & 2.5 (if there is more than one individual trustee)

2.2 Investor 1

Title Given Name(s)

Surname

Telephone Number (Including Country Code)

Email

Date of birth (DD/MM/YY)

 / /

Tax File Number (TFN) – or exemption code

Reason for TFN Exemption

Street Address (not a PO Box)

Unit No. Street No. Street Name

Suburb

State

Post Code Country

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

- NO**
- YES** – Please give details

Are you a foreign resident for tax purposes?

- NO**
- YES** – Please advise country of residence

Do you hold dual citizenship?

- NO**
- YES** – Please advise which countries

Title Given Name(s)

Surname

Telephone Number (Including Country Code)

Email

Date of birth (DD/MM/YY)
 / /

Tax File Number (TFN) – or exemption code

Reason for TFN Exemption

Street Address (not a PO Box)

Unit No. Street No. Street Name

Suburb State

Post Code Country

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

- NO**
 YES – Please give details

Are you a foreign resident for tax purposes?

- NO**
 YES – Please advise country of residence

Do you hold dual citizenship?

- NO**
 YES – Please advise which countries

Business Name (in full, if applicable)

Australian Business Number (ABN) (if obtained)

Unit No. Street No. Street Name

Suburb State

Post Code Country

Section 3 – Partnerships

Complete this section if you are investing for a partnership or as a partner.

For AML requirements please refer to Section 1.2.

3.1 General Information

Full Name of Partnership

Registered Business Names of Partnership (if any)

Country where Partnership is established

Tax File Number (TFN) – or exemption code

Reason for TFN Exemption

3.2 Type of Partnership

Is the partnership regulated by a professional association?

NO – Go to Section 3.3

YES – Please provide details (need only give information below for partners with a 25% or greater interest or, if there are no such partners, for just one partner)

Name of Association

Membership Details

Number of Partners

Partner 1

Title Given Name(s)

Surname

Telephone Number (Including Country Code) (daytime)

Date of birth (DD/MM/YY)

 / /

Unit No. Street No. Street Name

Suburb

State

Post Code Country

Country of birth

Partner 2

Title Given Name(s)

Surname

Telephone Number (Including Country Code) (daytime)

Date of birth (DD/MM/YY)

 / /

Unit No. Street No. Street Name

Suburb

State

Post Code Country

Country of birth

Section 4 – Trust/Superannuation Fund

Complete this section if you are investing for a trust or superannuation fund.

For AML requirements please refer to Section 1.2.

4.1 General Information

Full Name of Trust or Superannuation Fund

Full Name of Business (if any)

Country where Trust established

Tax File Number (TFN) – or exemption code

Reason for TFN Exemption

4.2 Trustee Details

How many trustees are there?

- Individual** – at least one trustee must complete Section 2 of this form.
- Company** – at least one trustee must complete Section 5 of this form.
- Combination** – at least one trustee from each investor type must complete the relevant section of this form.

4.3 Type of Trust

Registered Managed Investment Scheme

Australian Registered Scheme Number (ARSN)

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

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

Registration/License Details

Australian Business Number (ABN)*

* See Section 1.5 of the Application Form for Terms and Conditions relating to the collection of TFNs and ABNs

Other Trust (also complete Sections 4.4 & 4.5)

Please describe

4.4 Beneficiaries of an Unregulated Trust

Complete Section 4.4 and 4.5 only if you ticked 'Other Trust' in 4.3

Does the Trust Deed name beneficiaries?

YES – how many?

Provide the full name of each beneficiary who directly or indirectly is entitled to an interest of 25% or more in the trust

1.
2.
3.
4.

NO

Describe the class of beneficiary:
(e.g. the name of the family group, class of unit holders, the charitable purpose of charity name)

4.5 Beneficial Owners and other persons of interest in an Unregulated Trust

Please provide the **Full Name** of any beneficial owner of the trust.

A beneficial owner is any individual who directly or indirectly has a **25% or greater interest** in the trust or a person who exerts **control over the trust**. This includes the **appointer** of the trust (who holds the power to appoint or remove the trustees of the trust. All beneficial owner(s) who meet the above definition will need to provide information and AML verification documents set out in Group A, F, G or H. Please provide beneficial owners as an attachment if there is insufficient space below:

1.
2.
3.
4.

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

NO

YES – Please provide details

Please provide the **Full Name** of the **settlor** of the trust where the initial asset contribution to the trust was greater than \$10,000 and the settlor is not deceased.

Section 5 – Company/Corporate Trustee

Complete this section if you are investing for a company or where a company is acting as a trustee.

For AML requirements please refer to Section 1.2.

5.1 The company type

- Australian Listed Public Company** – Complete Section 5.2
- Australian Proprietary Company or non-listed public company** – Complete Section 5.2 & 5.4
- Foreign Company** – Complete all sections

5.2 The company details

Company Name

ACN/ABN (if registered in Australia)*

Tax File Number (TFN) – or exemption code

Reason for TFN Exemption

Given Name(s) of Contact Person

Telephone Number (Including Country Code)

Email

Registered Street Address (not a PO Box)

Unit No. Street No. Street Name

Suburb State

Post Code Country

5.2 Continued...

Principal place of business in Australia

Note for non-Australian companies registered with ASIC: you must provide a local agent name and address if you do not have a principal place of business in Australia.

- Tick if same as Registered Street Address** – Otherwise provide below

Unit No. Street No. Street Name

Suburb State

Post Code Country

5.3 Additional Details for non-Australian Company

- Tick if the company is registered with ASIC**

Australian Registered Body Number (ARBN)

- Tick if the company is registered with a foreign regulatory body**

Name of Regulatory Body

Company Identification Number Issued (if any)

Country of formation, incorporation or registration

Company type (eg private company)

5.3 Continued...

Registered Company Address (not a PO Box)

Unit No. Street No. Street Name

Suburb State

Post Code Country

5.4 **Beneficial Owners**

a) **Managing Officials**

All proprietary or non-listed public domestic companies and foreign companies must provide the full name of each senior managing official/s of the company (such as the managing director or directors who are authorised to sign on the company's behalf):

Note: If there are more than 4 directors please provide as an attachment.

1.
2.
3.
4.

b) **Shareholders and other beneficial owners:**

All proprietary or non-listed public domestic companies and foreign companies must provide details of each shareholder who owns directly, jointly or beneficially at least 25% of the company's issued capital.

Note: If there are more than 2 shareholders that each have at least 25% of the company's issued capital, provide as an attachment.

Shareholder 1

Full Name

Registered Street Address (not a PO Box)

Unit No. Street No. Street Name

Suburb State

5.4 Continued...

Post Code Country

Shareholder 2

Full Name

Registered Street Address (not a PO Box)

Unit No. Street No. Street Name

Suburb State

Post Code Country

Section 6 – Authorised representative or agent

Complete this section if you are completing this Application Form as an agent under a direct authority such as a Power of Attorney. You must also complete the section relevant to the investor/applicant that you are acting on behalf of.

For AML requirements please refer to Section 1.2.

6.1

Appointment of Power of Attorney or other Authorised Representative

- I am an agent under Power of Attorney or the investor's legal or nominated representative –

Complete Section 6.2

Full name of authorised representative / agent

Title of role held with applicant

Signature

6.2

Documentation

You must attach a valid authority such as a Power of Attorney, guardianship order, grant of probate, appointment of bankruptcy trustee etc:

- The document is an original or certified copy
- The document is signed by the applicant/investor
- The document is current and complete
- The document permits the attorney/agent (you) to transact on behalf of the applicant/investor

Section 7 – Financial adviser

By completing this section you nominate the named adviser as your financial adviser for the purposes of your investment in the Fund. You also consent to give your financial adviser/authorised representative/agent access to your account information unless you indicate otherwise by ticking the box below. **For AML requirements please refer to Section 1.2.**

7.1 Financial adviser

I am a financial adviser completing this application form as an authorised representative or agent.

Name of Adviser

AFSL Number

Dealer Group

Name of Advisory Firm

Postal Address

Suburb

State

Post Code

Country

Email Address of Advisory Firm (required)

Email Address of Adviser

Business Telephone

Facsimile

7.2 Financial Adviser Declaration

I/We hereby declare that I/we are not a US Person as defined in the PDS

I/We hereby declare that the investor is not a US Person as defined in the PDS

I have completed an appropriate Customer Identification Procedure (CIP) on this investor which meets the requirements (per type of investor) set out above.

AND EITHER

I have attached the relevant CIP documents;

OR

I have not attached the CIP documents however I will retain them and agree to provide them to Equity Trustees on request. I also agree to forward these documents to Equity Trustees if I ever become unable to retain the documents.

Financial Adviser Signature

Date (DD/MM/YY)

 / /

7.3 Access to Information

Unless you elect otherwise, your financial adviser will have access to your account information and will receive copies of all statements and transaction confirmations.

Please tick this box if you **DO NOT** want your financial adviser to have access to information about your investment.

Please tick this box if you **DO NOT** want copies of statements and transaction confirmations sent to your adviser.

Section 8 – Investment Instructions

All investors MUST complete

8.1 Contact Details

Title Given Name(s)

Surname

Date of birth (DD/MM/YY)
 / /

Unit No. Street No. Street Name

Suburb State

Post Code Country

Home Telephone Number (including Country code)

Mobile Number (including Country code)

Email Address

Business Telephone Number (including Country code)

Facsimile

8.2 Investment Details

L1 Capital Australian Equities Fund (APIR LCPO001AU)

Full name investment to be held in

Investment Amount
 \$, .

Note: The minimum initial investment in the Fund is \$25,000.00

8.3 Distribution Instructions

Reinvest distributions – If you select this option your distributions will be reinvested in the Fund.
 Pay distributions to the bank account below

8.4 Investor Banking Details for Redemptions and Distributions (if applicable)

Account name

Financial Institution

Branch (including Country)

BSB

Account Number

8.5 Payment Method

Bank Name & Address (including country):

ANZ Bank

Account Name:

Equity Trustees Ltd ATF L1 Australian Equities Fund

BIC/SWIFT:

ANZBAU3M

BSB Number:

013 030

Account Number:

835312432

Reference:

Investor Name

8.6

Elections

Annual Financial Report

Tick this box if you would like a hard copy of the annual financial report sent to you - The annual financial report for the Fund will be available on www.eqt.com.au from 30 September each year.

Privacy

Equity Trustees or the Investment Manager may from time to time provide you with information about products and services that may be of interest to you. Would you like to receive this information? (Including by email or electronic communication)

YES

NO

8.7

Purpose of Investment and Source of Funds

Please outline the purpose of investment (e.g. superannuation, portfolio investment, etc)

Please outline the source/s of initial funding and anticipated ongoing funding (e.g. salary, savings, business activity, financial investments, real estate, inheritance, gift, etc and expected level of funding activity or transactions)

Section 9 – Foreign Account Tax Compliance Act (FATCA) & Common Reporting Standard (CRS) Self-Certification Form - Australia
All Investors MUST complete

9.1 Individuals

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

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

- NO** – Continue to question 2
- YES** – Provide your Taxpayer Identification Number (TIN) below. Continue to question 2

INVESTOR 1 TIN

INVESTOR 2 TIN

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

- NO** – Skip to question 12
- YES** – Provide the details below and skip to question 12. If resident in more than one jurisdiction please include details for all jurisdictions

INVESTOR 1

Country of Tax Residence

1.
2.
3.

INVESTOR 2

Country of Tax Residence

1.
2.
3.

Tax Identification Number (TIN) or equivalent

1.
2.
3.

Tax Identification Number (TIN) or equivalent

1.
2.
3.

Reason Code if no TIN provided

1.
2.
3.

Reason Code if no TIN provided

1.
2.
3.

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

- Reason A:** The country/jurisdiction where the entity is resident does not issue TINs to its residents
- Reason B:** The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason)

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

INVESTOR 1

INVESTOR 2

- Reason C:** No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by such jurisdiction)

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

3. Are you an Australian Retirement Fund?

- YES** – Skip to question 12
- NO** – Continue to question 4

A. FATCA

4. Are you a US Person?

- YES** – Continue to question 5
- NO** – Skip to question 6

5. Are you a Specified US Person?

- YES** – Provide your Taxpayer Identification Number (TIN) below and skip to question 7
TIN
- NO** – Please indicate exemption type and skip to question 7
Type

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

- NO** – continue to question 7
- YES** – Provide your GIIN below and continue to question 7
GIIN

If you do not have a GIIN, please provide your FATCA status below and continue to question 7
 - Exempt Beneficial Owner Type
 - Deemed-Compliant FFI (other than a Sponsored FI or a Trustee Documented Trust) Type
 - Non-Participating FFI Type

- Sponsored Financial Institution. Please provide the Sponsoring Entity's name and GIIN
Sponsoring Entity's Name

Sponsoring Entity's GIIN
- Trustee Documented Trust. Please provide your Trustee's name and GIIN
Trustee's Name

Trustee's GIIN

B. CRS

7. Are you a tax resident of any country outside of Australia?

- NO** – Continue to question 8
- YES** – Provide the details below and continue to question 8. If resident in more than one jurisdiction please include details for all jurisdictions
Country of Tax Residence

1.
2.
3.

Tax Identification Number (TIN) or equivalent

1.
2.
3.

Reason Code if no TIN provided

1.
2.
3.

9.2 Continued...

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

Reason A: The country/jurisdiction where the entity is resident does not issue TINs to its residents

Reason B: The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason)

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

--

Reason C: No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by such jurisdiction)

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

NO – Skip to question 10

YES – Specify the type of Financial Institution below and continue to question 9

Reporting Financial Institution

Non-Reporting Financial Institution: Specify the type of Non-Reporting Financial Institution below

Trustee Documented Trust

Other: Please Specify

--

9. Are you an Investment Entity resident in a Non-Participating Jurisdiction for CRS purposes and managed by another Financial Institution?

YES – Skip to question 11

NO – Skip to question 12

C. NON-FINANCIAL ENTITIES

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

NO – You are a Passive Non-Financial Entity (Passive NFE). Continue to question 11

YES – Specify the type of Active NFE below and skip to question 12

Less than 50% of the Active NFE's gross income from the preceding calendar year is passive income (e.g. dividends, distribution, interests, royalties and rental income) and less than 50% of its assets during the preceding calendar year are assets held for the production of passive income

Corporation that is regularly traded or a related entity of a regularly traded corporation

Governmental Entity, International Organisation or Central Bank

Other: Please Specify

--

D. CONTROLLING PERSONS

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

▪ Is any natural person that exercises control over you (for corporations, this would include directors or beneficial owners who ultimately own 25% or more of the share capital) a tax resident of any country outside of Australia?

▪ If you are a trust, is any natural person including trustee, protector, beneficiary, settlor or any other natural person exercising ultimate effective control over the trust a tax resident of any country outside of Australia?

NO – Continue to question 12

YES – Specify the type of Active NFE below and skip to question 12

Note: If there are more than 3 controlling persons, please list them on a separate piece of paper

Controlling individual or entity 1

Full Name

Date of birth (DD/MM/YY)

 / /

Residential Address

Country of Tax Residence

TIN or equivalent

Reason Code if no TIN provided

Controlling individual or entity 2

Full Name

Date of birth (DD/MM/YY)

 / /

Residential Address

Country of Tax Residence

TIN or equivalent

Reason Code if no TIN provided

Controlling individual or entity 3

Full Name

Date of birth (DD/MM/YY)

 / /

Residential Address

Country of Tax Residence

TIN or equivalent

Reason Code if no TIN provided

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

Reason A: The country/jurisdiction where the entity is resident does not issue TINs to its residents

Reason B: The entity is otherwise unable to obtain a TIN or equivalent number (Please explain why the entity is unable to obtain a TIN in the below table if you have selected this reason)

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

Reason C: No TIN is required. (Note. Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of the TIN issued by such jurisdiction)

E. DECLARATION

12. Signature

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

INVESTOR 1

Signature

Date (DD/MM/YY)

 / /

Name of authorised representative

Name of entity/individual

INVESTOR 2

Signature

Date (DD/MM/YY)

 / /

Name of authorised representative

Name of entity/individual

Section 10 – Declarations

All Investors **MUST** complete

By signing as or on behalf of the Applicant, you make all the declarations set out above, in all sections.

Applicant 1

Applicant Given Name(s)

Capacity

- Individual Signatory
- Director
- Executive Office
- Partner
- Sole Director/Secretary
- Authorised Signatory

Signature

Date (DD/MM/YY)

 / /

Company Seal (if applicable)

Applicant 2

Applicant Given Name(s)

Capacity

- Individual Signatory
- Director
- Executive Office
- Partner
- Sole Director/Secretary
- Authorised Signatory

Signature

Date

 / /

Company Seal (if applicable)

Signing Authority

Please tick to indicate signing requirements for future instructions (e.g. withdrawals, change of account details, etc.)

- Only one investor required to sign
- All investors must sign

Have you...

- completed all sections relevant to you (as set out in the introduction)?
- nominated your financial adviser in Section 7 (if applicable)?
- provided certified copies of your identification documents or has your financial adviser completed this for you?
- completed all other relevant details and SIGNED the Application Form?

If you can tick all of the boxes above, send the following:

- Completed Application Form;
- Certified copies of identification documents

by post to:

L1 Capital Australian Equities Fund Registry +61 2 9221 1194
c/o Link Fund Solutions
GPO BOX 5482, Sydney NSW 2001

or by fax to:

or by email to:

LFS_Registry@linkgroup.com

For additional applications the duly completed Application Form (including details regarding your direct credit payment) may be mailed to the postal address above or faxed to the following fax number: +61 2 9221 1194