Plato Global Market Neutral Fund – Class A

ARSN 629 617 607 APIR WHT8391AU ISIN AU60WHT83911

Product Disclosure Statement dated 30 November 2019

Issued by: Pinnacle Fund Services Limited ABN 29 082 494 362 AFSL 238371

Important Information

This Product Disclosure Statement ('PDS') provides a summary of significant information you need to make a decision about the Plato Global Market Neutral Fund ARSN 629 617 607 ('Fund'). The PDS should be considered before making a decision to invest in the Fund. You can access the PDS on the internet at www.plato.com.au or call 1300 010 311 for a copy.

Pinnacle Fund Services Limited ABN 29 082 494 362 AFSL 238371 is the Responsible Entity ('Responsible Entity', 'RE', 'we', 'our', 'us') of the Fund.

We have appointed Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616 ('Plato' or 'Investment Manager') as the investment manager of the Fund.

None of the Responsible Entity, Pinnacle and Plato guarantees the performance of the Fund or the return of capital or income. Your investment in the Fund is subject to investment risk. This could involve delays in repayment and loss of income or the principal invested.

The information in this PDS is general information only. To the extent the information in this PDS constitutes financial product advice, such advice does not take into account your individual objectives, personal financial situation or needs. Before investing, you should consider the appropriateness of the advice in light of your own objectives, financial situation and needs. We strongly recommend that you consult a licensed financial adviser to obtain financial advice that is tailored to suit your personal circumstances. You should also read this PDS before making any decision about whether to acquire units in the Fund.

The investment offered in this PDS is available only to persons receiving this PDS (electronically or in hard copy) within Australia and New Zealand. Units in the Fund may not be offered or sold within the US, or sold to, or for the account or benefit of, any 'US Persons' (as defined in Regulation S of the US Securities Act 1933, as amended).

All monetary amounts referred to in this PDS are given in Australian dollars and all telephone/fax numbers are to telephone/fax numbers in Australia (unless otherwise stated). All calculation examples shown are rounded to the nearest whole dollar.

A reference to a 'Business Day' is a reference to a day which is not a Saturday, Sunday or public holiday in New South Wales, Australia.

Updated information

The information in this PDS may change over time. We may update this information where this does not involve a material adverse change and make it available to you, where permitted by law, at www.plato.com.au. You can also obtain updated information by contacting Plato on 1300 010 311. A paper copy of any updated information is available free on request. If a change is considered materially adverse, we will issue a supplementary PDS. By making an application to acquire a unit, you agree to receive certain communications and disclosures in relation to the Fund and units in digital form.

Contact details

If you have a query in relation to the Fund, please contact us at:

Telephone: 1300 010 311
Address: PO Box R1313, Royal Exchange NSW 1225
Email: service@pinnacleinvestment.com
Website: www.plato.com.au

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1. Key features of the Fund

For more information on each of the features, please refer to the relevant sections below.

Feature	Summary	Section
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Investment Manager	Plato Investment Management Limited	2
Administrator	RBC Investor Services Trust	2
Custodian	RBC Investor Services Trust	2
Auditor	PricewaterhouseCoopers	2
Investment objective[1]	The Fund aims to exceed its Benchmark on a rolling 3-year basis.	4
Benchmark	3-month Bank Bill Swap rate (BBSW)	4
Minimum suggested investment timeframe	5 years	4
Risk level	High	4
Minimum initial investment[2]	$25,000	8
Minimum additional investments[2]	$5,000	8
Minimum investment balance[2]	$500	8
Minimum withdrawal amount[2]	$5,000	8
Transaction cut-off time	12pm (Sydney time) on a Business Day	8
Fees and expenses[3,4]	**Management fee:** 1.50% p.a. on the net asset value of the Fund **Performance fee:** 20% of the difference in the Fund's return (net of management fees) relative to its benchmark return multiplied by the net asset value of the Fund.	10
Buy/Sell spread	+0.00% / -0.00%	10
Distribution frequency	Distributions are payable annually.	7

1. The investment objective is expressed after the deduction of management fees, expense recoveries and taxation, i.e. the investment objective is measured relative to the Fund's benchmark, after fees and costs and taxes are deducted from the Fund's performance. Refer to Sections 10 and 11 for further information on fees and costs and taxation. The investment objective is not intended to be a forecast; it is only an indication of what the investment strategy aims to achieve over the medium to long term, assuming financial markets remain relatively stable during that time. The Fund may not achieve its investment objective and returns are not guaranteed.
2. Or less at the discretion of the Responsible Entity.
3. Fees and costs may can be negotiated for certain investors such as wholesale clients (as defined in the Corporations Act), depending on factors such as the amount invested. See 'Differential fee arrangements' below for further information about negotiable fees.
4. Fees are inclusive of GST and net of any applicable Reduced Input Tax Credits ('RITC').

2. About Pinnacle Fund Services Limited and key service providers

Pinnacle Fund Services Limited

Pinnacle Fund Services Limited ABN 29 082 494 362 AFSL 238371 is the Responsible Entity ('Responsible Entity', 'we', 'our', 'us') of the Plato Global Market Neutral Fund ARSN 629 617 607 ('Fund').

Pinnacle Fund Services Limited is wholly owned by Pinnacle Investment Management Limited ABN 66 109 659 109 AFSL 322140 ('Pinnacle'). Pinnacle supports the development of high-quality investment management businesses and is the distributor of the Fund.

We have appointed Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616 ('Plato' or 'Investment Manager') as the investment manager of the Fund.

Neither the Responsible Entity nor Plato guarantees the performance of the Fund or the return of capital or income. Your investment in the Fund is subject to investment risk. This could involve delays in repayment and loss of income or the principal invested.

Plato Investment Management Limited

Plato's investment philosophy is that markets are less than perfectly efficient, and a disciplined systematic process can take advantage of these inefficiencies to deliver better risk adjusted returns than the market. Plato's investment process provides very attractive opportunities to generate out-performance, versus an appropriate benchmark, over the longer term.

Administrator

RBC Investor Services Trust ('RBC') has been appointed as the Administrator for the Fund. RBC as the Fund's Administrator means that it is responsible for the day to day administration of the Fund.

RBC has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to you for any act done or omission made in accordance with the investment administration agreement. RBC was not involved in preparing, nor takes any responsibility for, this PDS and makes no guarantee of the success of the Fund nor the repayment of capital or any particular rate of capital or income return.

The Responsible Entity may replace RBC or any of its other service providers and appoint new service providers without notice to investors.

Custodian

RBC Investor Services Trust ('RBC') has been appointed as the custodian for the Fund. RBC's role as the Fund's custodian means that it is responsible for the day to day custody of the Fund's assets.

RBC has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to you for any act done or omission made in accordance with the investment administration agreement. RBC was not involved in preparing, nor takes any responsibility for, this PDS and makes no guarantee of the success of the Fund nor the repayment of capital or any particular rate of capital or income return.

The Responsible Entity may replace RBC or any of its other service providers and appoint new service providers without notice to investors.

Auditor

PricewaterhouseCoopers (‘PwC’) has been appointed as the auditor of the Fund. The auditor’s role is limited to expressing an opinion on the fairness with which the financial statements present, in all material respects, the Fund’s financial position, results of operations, and its cash flows in conformity with generally accepted accounting principles.

PwC has no supervisory role in relation to the operation of the Fund and has no liability or responsibility to you for any act done or omission made in accordance with the auditor agreements. PwC was not involved in preparing, nor takes any responsibility for, this PDS and makes no guarantee of the success of the Fund nor the repayment of capital or any particular rate of capital or income return.

The Responsible Entity may replace PwC or any of its other service providers and appoint new service providers without notice to investors.

3. Benefits of investing in the Fund

The Fund is a global market neutral fund that aims to generate positive returns in all market environments. The Fund aims to meet this objective by investing in the Underlying Fund. The Underlying Fund will employ a market neutral strategy with a target beta of close to zero, endeavouring to achieve this by taking long and short positions in predominantly global equity securities. For information on the Underlying Fund, refer to 'Disclosure Principle 1: Investment strategy'.

The use of leverage, derivatives, and short selling will be central to the normal operation and investment strategy of the Underlying Fund. The Underlying Fund may use derivatives to gain exposure, hedge the overall exposure of the Fund or leverage its exposure to particular investments.

Significant features and benefits

Experienced team | Plato has a highly experienced 10-person investment team with a proven track record of managing quantitatively driven equity portfolios.

Absolute return focused | the Fund invests on a market neutral basis aiming to generate positive returns in all market environments.

Diversification | the portfolio comprises of a large number of global equity positions long and short and has a low correlation to traditional asset classes.

Lower volatility | than when compared with equity markets.

Differentiated strategy | the investment process uses systematic techniques to perform fundamental bottom up analysis on over 12,000 global securities daily.

4.How we invest your money

How the Fund operates

The Fund is a global market neutral fund that aims to generate positive returns in all market environments. The Fund aims to meet this objective by investing in the Underlying Fund. The Underlying Fund will employ a market neutral strategy with a target beta of close to zero, endeavouring to achieve this by taking long and short positions in predominantly global equity securities. For information on the Underlying Fund, refer to 'Disclosure Principle 1: Investment strategy'.

In exchange for your invested money, you are issued with interests in the Fund called 'units'. Each unit in the Fund gives the unitholder a beneficial interest in the Fund as a whole, but not in any particular asset of the Fund. Your units are your proportionate share of the Fund and reflect the value of your investment, which will change over time as the market value of the assets of the Fund rise and fall.

You should consider the likely investment return, risk and your investment timeframe when choosing to invest in the Fund. An investment in the Fund is intended to be suitable for investors willing to take more risk in search of greater returns.

About the Plato Global Market Neutral Fund

Plato Global Market Neutral Fund	
Investment objective	The Fund aims to exceed its Benchmark on a rolling 3-year basis.
Benchmark	3-month Bank Bill Swap rate (BBSW)
Suggested minimum investment period	5 years
Risk profile	High. The Fund is willing to take higher risk in search of greater returns, and investors should be comfortable with volatility and with the higher risk of negative returns, with the greater potential to produce higher returns over the long term. Investors should aim to invest over a long period.
Investment guidelines	The Fund aims to meet its objective by investing in the Underlying Fund. Whilst there will be some exposure to cash, the Fund aims to be fully invested in the Underlying Fund. The Underlying Fund will employ a market neutral strategy with a target beta of close to zero, endeavouring to achieve this by taking long and short positions in global equity securities. For information on the Underlying Fund, refer to 'Disclosure Principle 1: Investment strategy'. The Underlying Fund will be trading financial derivatives such as contracts for difference, futures contracts and currency forwards which will lead the Fund to being indirectly financially leveraged. The maximum leverage of the Underlying Fund will be 6 times, where leverage is defined as the sum of the absolute value of the Underlying Fund's exposure (not including cash or cash like instruments), divided by the Underlying Fund's NAV. The maximum gross exposure of the Underlying Fund is $600 for every $100 invested in the Fund.
Portfolio allocation	The Fund aims to be fully invested in the Underlying Fund at all times.
Currency exposure	The Underlying Fund aims to be fully hedged to the Australian dollar.
Labour standards or environmental, social or ethical considerations	Labour standards and environmental, social and ethical considerations are taken into account once the Investment Manager becomes aware of them, but only to the extent that they will affect the future financial performance of the investment. Generally speaking, the Investment Manager does not have a fixed methodology or weightings for taking labour standards and environmental, social and ethical considerations into account when selecting, retaining and realising investments of the Fund.

1. The investment objective is expressed after the deduction of management fees, expense recoveries and taxation, i.e. the investment objective is measured relative to the Fund's benchmark, after fees and costs and taxes are deducted from the Fund’s performance. Refer to Section 10 for details on fees and costs and Section 11 for details on taxation. The investment objective is not intended to be a forecast; it is only an indication of what the investment strategy aims to achieve over the medium to long term, assuming financial markets remain relatively stable during that time. The Fund may not achieve its investment objective and returns are not guaranteed.

Direct and indirect investments

The Fund will gain exposure to the investment strategy through the Underlying Fund.

In addition to holding direct assets, the Underlying Fund may also make investment indirectly, for example by investing in other managed funds where these are aligned with the Underlying Fund’s investment strategy.

Any costs associated with these investments are outlined in Section 10 ‘Fees and costs’.

Change to Fund details

We have the right to change the Fund’s asset classes, asset allocation ranges and investment return objectives without prior notice. We will inform investors of any material change to the Fund’s details via www.plato.com.au or as otherwise required by law.

5.ASIC Benchmarks and Disclosure Principles

Hedge funds can pose more complex risks for investors than traditional managed investment schemes, because of their diverse investment strategies. The ASIC Benchmarks and Disclosure Principles are designed to improve disclosure to assist investors in making more informed decisions about investing in products of this kind, and to make comparisons between the products and business models of different funds more straightforward.

Benchmarks	
Benchmark 1: Valuation of assets	The Responsible Entity has implemented a policy that requires valuations of the Fund's assets that are not exchange traded to be provided by an independent administrator or an independent valuation service provider. The Fund meets this benchmark. For further information on the Fund or Underlying Fund's valuation policy, please contact us.
Benchmark 2: Periodic Reporting	The Responsible Entity has implemented a policy to provide periodic reports on certain key information on an annual and monthly basis. The Fund meets this benchmark. The Responsible Entity provides monthly and annual reports for the Fund that are available at www.plato.com.au. For information on the reports and information available, please refer to Section 9.

Principles	
Disclosure Principle 1: Investment strategy	The Fund is a global market neutral fund that aims to generate positive returns in all market environments. The Fund aims to meet this objective by investing in the Australian Dollar Share Class of the Plato Global Market Neutral Fund – UCITS, an open-ended sub-fund of Pinnacle ICAV, an Irish collective asset-management vehicle umbrella fund with segregated liability between sub-funds which is registered in Ireland by the Central Bank of Ireland and authorised under the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) ('Underlying Fund'). Plato has been appointed as the investment manager of the Underlying Fund. The Underlying Fund will employ a market neutral strategy with a target beta of close to zero, endeavouring to achieve this by taking long and short positions in global equity securities. The use of leverage, derivatives, and short selling will be central to the normal operation and investment strategy of the Underlying Fund. The Underlying Fund may use derivatives to gain exposure to particular securities, to hedge the overall exposure of the Underlying Fund or leverage its exposure to particular investments. The Underlying Fund aims to be fully hedged to the Australian dollar.
Disclosure Principle 2: Investment manager	The Responsible Entity employs the investment management expertise of Plato to manage the Fund.
Disclosure Principle 3: Fund structure	The Fund is an Australian registered managed investment scheme. Besides Plato, another key service provider for the Fund is RBC. The Responsible Entity has appointed RBC as Administrator and Custodian to provide fund accounting, investor registry services, unit pricing services and custodian services. Plato and RBC are located in Australia. The Fund invests in the Underlying Fund. For information on the Underlying Fund, refer to 'Disclosure Principle 1: Investment strategy'. Besides Plato, other key service providers for the Underlying Fund are RBC Investor Services Bank S.A., appointed as Depository, RBC Investor Services Ireland Limited, appointed as Administrator and Custodian, and PricewaterhouseCoopers, appointed as Auditor. The Underlying Fund key service providers are located in Ireland.

Principles	
	The Responsible Entity has a framework and systems in place to monitor its key service providers' performance and compliance with their service agreement obligations.
Disclosure Principle 4: Valuation, location and custody of assets	The assets of the Fund are generally valued daily by the relevant custodians in accordance with the constitution of the Fund. Each custodian values the Fund's assets in accordance with standard market practice. Market prices are generally sourced electronically from third party vendors. The Underlying Fund may invest in global equity securities, global collective investment vehicles, derivatives (such as options, futures, forwards, swaps, participatory notes, contracts for difference), money market instruments, and approved cash deposits and cash equivalents in Australia and international markets.
Disclosure Principle 5: Liquidity	As at the date of this PDS, the Responsible Entity reasonably expects that it will be able to realise at least 80% of the Fund's assets, at the value ascribed to those assets in calculating the Fund's most recent NAV, within 10 days.
Disclosure Principle 6: Leverage	The Underlying Fund will be trading financial derivatives such as swaps, futures contracts and currency forwards which can lead the Underlying Fund to being financially leveraged. The use of borrowings to take advantage of particular investment opportunities is authorised under the constitution of the Underlying Fund and will also be an active strategy for the Underlying Fund's investments.
Disclosure Principle 7: Derivatives	The use of derivatives will be central to the normal operation and investment strategy of the Underlying Fund. The Underlying Fund may use derivatives to gain exposure to particular securities, to hedge the overall exposure of the Underlying Fund or leverage its exposure to particular investments. The Underlying Fund may use both exchange-traded and over-the-counter derivatives including options, futures, forwards, swaps, participatory notes and contracts for difference.
Disclosure Principle 8: Short selling	The Underlying Fund uses short selling as an investment technique as part of its investment strategy. Short positions are taken on particular stocks where Plato believes a security is overvalued and it is expected that these stocks will fall in price and underperform the market. Short selling may expose the Underlying Fund (and the Fund through its investment in the Underlying Fund) to risks such as short selling risk, liquidity risk, and counterparty risk.
Disclosure Principle 9: Withdrawals	When you withdraw, your units will be redeemed based on the exit price for the Business Day on which your withdrawal request is processed. There may be circumstances where your ability to withdraw from the Fund is restricted. We may suspend withdrawals if we determine that this is in the best interests of all unitholders. If the Fund ceases to be liquid, you will only be able to withdraw if the Responsible Entity makes a withdrawal offer. We are not obliged to make such an offer.

In certain circumstances, the Responsible Entity has the power to close or terminate the Fund and make changes to the Fund including the investment objective, the benchmark, asset classes and asset allocation ranges; in some cases, without prior notice. Materially adverse changes to the disclosure principles and benchmarks or other information in this PDS will be updated via the issue of a supplementary PDS. Other changes will be communicated on our website or in written or electronic form. Upon request, a hard copy of any updated information will be provided without charge.

Disclosure Principle 1: Investment strategy

Investment philosophy

Plato believes investors are not perfectly rational, leading to market inefficiencies. Plato asserts that the best way to exploit these inefficiencies is through a systematic investment approach.

Plato's philosophy is that high-quality companies, selling at a discount to intrinsic value with a catalyst and positive sentiment, tend to outperform the market. In contrast, low quality companies, selling at a premium to intrinsic value with a negative catalyst/sentiment, tend to underperform the market.

To further help identify potential underperformers and short opportunities, Plato employs 100 red flags. These span corporate governance, remuneration, forensic accounting, financial distress, and social and environmental impacts. For example, a company may have an entrenched board, aggressive revenue recognition, and low liquidity. When a company has a large number of red flags (for example, greater than 6) across a number of categories, Plato will tend not to establish long positions and instead will consider short positions. If a stock is already held long, an increase in the number of red flags may provide the trigger for Plato to sell the position. Conversely, if a stock is held short, a decrease in the number of red flags may provide the trigger for Plato to close the short position. Generally, however, a company's red flags will not be the sole determinant of whether or not a security is held. The number of red flags is taken into account alongside Plato's evaluation of corporate quality, intrinsic value, and sentiment/catalyst.

Investment strategy

The Fund is a global market neutral fund that aims to generate positive returns in all market environments.

The Fund aims to meet this objective by investing in the Australian Dollar Share Class of the Plato Global Market Neutral Fund – UCITS, an open-ended sub-fund of Pinnacle ICAV, an Irish collective asset-management vehicle umbrella fund with segregated liability between sub-funds which is registered in Ireland by the Central Bank of Ireland and authorised under the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulations, 2011 (as amended) ('Underlying Fund'). Plato has been appointed as the investment manager of the Underlying Fund.

The Underlying Fund will employ a market neutral strategy with a target beta of close to zero. The Underlying Fund will endeavour to achieve this by taking long and short positions in global equity securities.

The use of leverage, derivatives, and short selling will be central to the normal operation of the Underlying Fund. The Underlying Fund may use derivatives to gain exposure to particular securities, to hedge the overall exposure of the Underlying Fund or leverage its exposure to particular investments.

The Underlying Fund will be trading financial derivatives such as futures contracts and currency forwards which can lead the Underlying Fund to being financially leveraged. The maximum leverage of the Fund will be 6 times, where leverage is defined as the sum of the absolute value of the Underlying Fund's exposure (not including cash or cash like instruments), divided by the Underlying Fund's NAV. The typical leverage of the Underlying Fund however will be approximately 5 times which is comprised of 200% long equity exposure, 200% short equity exposure, and up to 100% currency forwards for the purpose of currency hedging. The net exposure of the Underlying Fund, defined as the Underlying Fund's long exposure less the Underlying Fund's short exposure, will typically be between -50% and +50%. The Underlying Fund aims to be fully hedged to the Australian dollar.

Investment process and portfolio construction

Plato translates its stock selection insights into a coherent, risk-controlled portfolio using optimisation. This accounts for the expected returns, the expected risks, and the expected trading costs of each stock, together with the correlation between each stock.

Plato does not set target allocations to investment sectors or geographical locations as these can vary depending on market opportunities. There is no geographical focus in respect of any category of investment by the Underlying Fund.

Labour standards and environmental, social and ethical considerations

Labour standards and environmental, social and ethical considerations are taken into account once Plato becomes aware of them, but only to the extent that they will affect the future financial performance of the investment. Generally speaking, Plato does not have a fixed methodology or weightings for taking labour standards and environmental, social and ethical considerations into account when selecting, retaining and realising investments of the Underlying Fund.

United Nations-supported Principles for Responsible Investment ('UNPRI') Member

Plato became a signatory to the UNPRI in 2011 after completing significant work in investigating the integration of ESG scores into investment processes in Australia. Plato continues to source new and updated ESG data in order to develop better understanding of the impact of ESG and sustainability issues upon risks and returns in their investment strategies. Plato has also signed up to receive governance issue notifications via the UNPRI clearing house. To find out more about the UNPRI, refer to their website (www.unpri.org/).

Other investment information

You should note that there are risks associated with the Fund's investments, investment strategy and structure. Refer to Section 6 of this PDS for those risks.

Changes in Relation to Investment Objective and Strategy

The Responsible Entity may make changes to the investment objective and strategy. Where these changes are not material, we can make these changes without prior notice to investors. We will inform investors of any material change via Plato' website at www.plato.com.au or as otherwise required by law.

Disclosure Principle 2: Investment manager

	David Allen
Role	Head of Long/Short Strategies Proportion of time spent executing Fund's investment strategy: 100%
Industry experience	16yrs
Qualifications	B.Bus (Hons 1), PhD
Background	David joined Plato in January 2018. Prior to joining Plato, David worked for JP Morgan Asset Management in London for 15 years. He ran the JP Morgan Europe Strategic Dividend Fund from 2006-2010. In 2007, David designed and launched the JP Morgan Europe Equity Plus active-extension fund which grew to €6 bn. In 2009, he became a Managing Director and the Head of Research. In 2011, David embarked upon a PhD in Quantitative Finance at Cambridge University focusing on portfolio construction. On his return to JP Morgan in a full-time capacity in 2013, David launched the JP Morgan Europe Equity Absolute Alpha Market Neutral fund. In its first twelve months of operation, the fund returned 22.5%, and grew assets to €1 bn. and won the Eurohedge UCITS best fund award.

	Daniel Pennell
Role	Senior Portfolio Manager Proportion of time spent executing Fund's investment strategy: 25%
Industry experience	17yrs
Qualifications	BSc (Hons), CFA
Background	Daniel joined Plato in November 2015. Prior to Plato, Daniel was a Portfolio Manager at Realindex Investments, a subsidiary of Colonial First State group, focused on Smart Beta solutions for clients. As the lead manager, he was responsible for all Developed and Emerging Market equity products. Daniel has also held positions at State Street Global Advisors (SSGA) in Sydney and London. In Sydney, Daniel worked in the Global Structured Products Group as a Senior Investment Manager. He was responsible for managing a broad range of strategies including ETFs, After Tax mandates, Smart Beta and optimised portfolios. In London, Daniel managed active strategies to a model portfolio and a range of global indexed products. Daniel began his career at Schroders.

	Don Hamson
Role	Managing Director Proportion of time spent executing Fund's investment strategy: 20%
Industry experience	25yrs
Qualifications	B Comm (Hons 1), PhD
Background	Don has over 25 years investment management experience and founded Plato Investment Management Limited in 2006. Don has written a number of white papers on after tax investing and has spoken at many conferences and seminars on this subject. Prior to Plato, Don was Head of Active Equities, Asia Pacific and a member of the global Senior Management Group at RBC Global Advisors, responsible for over $10B in active and enhanced equity investments. Don previously held various positions at Westpac Investment Management, including Chief Investment Officer, Head of Equities where he managed the $1B Tax Effective Share Fund, a Westpac appointed director on the board of Hastings Funds Management and was instrumentally involved in the mergers of BT and Rothschild. Prior to Westpac, Don was a senior analyst at Queensland Investment Corporation. Don has a strong interest in responsible investment and governance. Don is the deputy chair of ESG RA and has served on the ASX Corporate Governance Council. Don was a Lecturer in Finance at the University of Queensland (UQ) for 6 years and was a Visiting Assistant Professor at the University of Michigan Business School.

	Jeffrey Smith
Role	Data Scientist Proportion of time spent executing Fund's investment strategy: 20%
Industry experience	10 years
Qualifications	BTech; MIT
Background	Jeffrey joined Plato in May 2018. Previously Jeff worked at Morgan Stanley / MSCI for 10 years as a technical consultant in risk analytics. Prior to this, he worked as a consultant for CHP developing asset finance management systems. Jeffrey has a Bachelor of Technology in Optoelectronics and a Masters Degree in Information Technology majoring in cryptographic research, both from Macquarie University. He is currently studying a PhD in Computer Science in the same field.

	Mark Thompson
Role	Senior Portfolio Manager

	Proportion of time spent executing Fund's investment strategy: 20%
Industry experience	17yrs
Qualifications	BSc (Hons 1), PhD, CFA
Background	Mark's career started in June 2001 as a Quantitative Research Analyst in QIC's Australian Equities Division. Since then he has held senior research and portfolio manager roles at RBC Global Advisors, GMO, and Plato; all in teams managing active equity strategies. At RBC Global Advisors, Mark was initially responsible for the core long-only strategy and allied client mandates and in 2006 was given additional responsibility for the short-enabled strategies. Similarly, at GMO Mark had responsibility for the long-short strategies and in 2009 he led a major project to review and improve the long-short portfolio optimisation process. Mark joined Plato in January 2011 and has been primarily focused on research and quantitative development. He is the primary developer of the team's proprietary factor research, event study, and simulation software. Also, he is responsible for coordinating the firm's proxy voting and company engagement.

	Wilson Thong
Role	Quantitative Analyst Proportion of time spent executing Fund's investment strategy: 20%
Industry experience	17 years
Qualifications	BSc (Computing Science); Grad.Dip (App Fin)
Background	Wilson Thong joins Plato from State Street Global Markets where he held the position of FX Consultant, responsible for the integration of the FX Connect trading platform within Australia. Prior to this, Wilson held various roles within State Street Global Advisors (SSGA), including Senior Quantitative Analyst within the Advanced Research Center. During his time at SSGA, he participated in the development of proprietary factor libraries with global coverage, formed part of a taskforce responsible for improving the suite of global active equity models, worked on dynamic equity models for the Australian market, as well as more broadly within the Asia Pacific developed and emerging regions. He was also involved in the development and application of new methods designed to incorporate ESG signals into quantitative portfolios. Since joining Plato, he has been involved in the automation of production processes, the creation of portfolio management and visualisation tools, and in the development of income investment strategies.

	Manoj Wanzare
Role	Senior Portfolio Manager Proportion of time spent executing Fund's investment strategy: 20%
Industry experience	20yrs
Qualifications	B.E. (CompSci), M.B.A (Fin)
Background	Manoj joined Plato in April 2007. Manoj was formerly Director, Quantitative Portfolio Manager at Hachibushu Capital in Japan where he was responsible for designing, developing and managing a quantitative long short Asia Pacific (including Australia) strategy within a multiple strategy hedge fund. Manoj previously worked as a Quantitative Analyst at Nikko Citigroup, Tokyo where he was responsible for researching and developing trade ideas using quantitative models. Manoj has a Bachelor of Engineering (Computer Science) First Class with Distinction from the University of Poona, India, and an MBA from McGill University, Canada. His master's thesis was titled "Sector Rotation Model for the Japanese Market".

	Jonathan Whiteoak
Role	Senior Quantitative Analyst Proportion of time spent executing Fund's investment strategy: 20%
Industry experience	18 years
Qualifications	BSc (Hons 1), PhD,
Background	Jonathan Whiteoak joined Plato at the beginning of 2015 and has over 18 years of investment experience researching Australian, Asian and global equities, previously as Head of the Advanced Research Center in Sydney within State Street Global Advisors. At State Street, Jonathan undertook research into quantitative stock selection, the development of alpha forecasting models, and portfolio construction techniques covering long-only, long-short, and 130/30 style strategies. He also led a number of global taskforces involved with the development of global datasets of proprietary factors, and research into factor selection and dynamic active equity models. He has conducted research into alternative beta strategies, and Environment, Social and Governance (ESG) issues, including the development of methods to directly incorporate ESG signals into the portfolio construction process. His responsibilities within Plato focus on the development and enhancement of investment strategies, including both factor selection and portfolio construction techniques. Jonathan has a Bachelor of Science degree with First Class Honours, majoring in physics, from The University of Sydney. He went on to obtain a PhD in the field of Astrophysics, with his dissertation involving a survey of the southern plane of our galaxy at radio frequencies, which resulted in the discovery of new celestial objects that led to publications in such scientific journals as "Nature".

Plato has an experienced 10-person investment team, who are responsible for the analysis and security selection for the Fund and the Underlying Fund, supporting the key individuals. The proportion of time the key individuals devotes to executing the Fund and Underlying Fund's investment strategy is determined in accordance with the Fund and Underlying Fund objectives. This includes the provision of research, idea generation, analysis, and portfolio and risk management services. Although the key individuals of Plato may be involved in managing or advising a number of other investment strategies traded by Plato from time to time, the amount of time spent by the key individuals on the Fund and Underlying Fund's investment strategy is set to ensure the full and timely implementation of the investment strategy.

As at the date of this PDS, there have been no adverse regulatory findings against the Investment Manager, the Responsible Entity or the key individuals involved in the investment decisions of the Fund.

The Responsible Entity may, under the terms of the Investment Management Agreement with Plato, terminate the agreement with immediate effect at any time by written notice to Plato if:

a) a receiver, receiver and manager, administrative receiver or similar person is appointed with respect to the assets and undertakings of Plato;
b) Plato:
    i. goes into liquidation;
    ii. ceases to carry on business in relation to its activities as an investment manager;
    iii. breaches any provision of the agreement, or fails to observe or perform any representation, warranty or undertaking given by Plato under the agreement and Plato fails to correct such breach or failure within 20 business days of receiving notice in writing from the Responsible Entity specifying such breach or failure;
c) Plato sells or transfers or makes any agreement for the sale or transfer of the main business and undertaking of the Plato or of a beneficial interest therein;
d) the Responsible Entity is removed as trustee of the Fund; or
e) the members of the Fund resolve that Plato be replaced.

The Investment Management Agreement will also automatically terminate in respect of the Fund if the Fund is wound up.

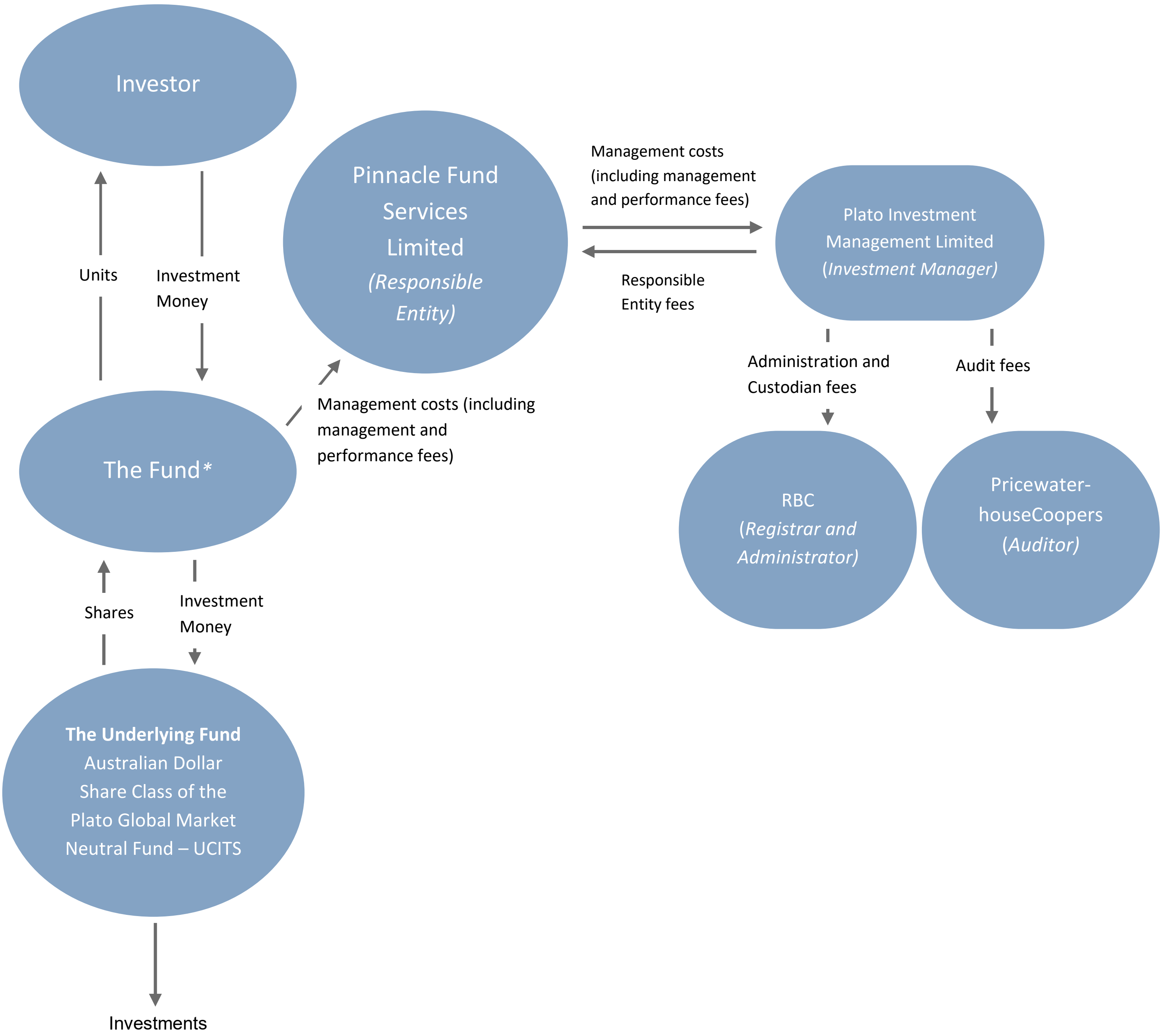
The Responsible Entity must pay Plato all fees payable under the Investment Management Agreement up until the date of termination.

Disclosure Principle 3: Fund structure

The Fund is a registered managed investment scheme. When you invest in the Fund, your money will be pooled with that of other investors and you will be issued ‘units’. Each unit held in the Fund gives the unit holder a beneficial interest in the Fund as a whole, but not in any particular asset of the Fund. Holding units in the Fund does not give a unit holder the right to participate in the management or operation of the Fund.

Each unit in the Fund offered or issued under this PDS is of equal value and identical rights are attached to all such units. The Fund has other classes of units on issue with different rights to the class offered under this PDS. We are required by the Corporations Act 2001 (Cth) (‘Corporations Act’) to treat all investors within a class of units equally and investors in different classes fairly. This PDS applies to Class A units.

Refer to the diagram below for the flow of investment money through the fund structure.



*Fund monies are held in the Custodian's account.

Fund key service providers

Role	Service provider	Jurisdiction
Investment Manager	Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616	Australia
Administrator	RBC Investor Services Trust	Australia
Auditor	PricewaterhouseCoopers	Australia

Underlying Fund key service providers

Role	Service provider	Jurisdiction
Investment Manager	Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616	Australia
Administrator	RBC Investor Services Ireland Limited	Ireland
Depository	RBC Investor Services Bank S.A.	Ireland
Auditor	PricewaterhouseCoopers	Ireland

There are no related party relationships between the Responsible Entity and its key service providers. All material arrangements in connection with the Fund are entered into on arm's length terms. The Responsible Entity regularly monitors each key service provider's performance against agreed service standards, as set out in a services agreement.

The Responsible Entity has appointed PricewaterhouseCoopers ('PwC') as the auditor of the Fund.

Fund assets are held in custody by RBC.

All investments are clearly identified as belonging to the Fund or the Responsible Entity and except where permitted by ASIC relief, are segregated from the assets of RBC and the counterparty.

Disclosure Principle 4: Valuation, location and custody of assets

The assets of the Fund are valued by RBC and the Fund's NAV is calculated in accordance with the constitution of the Fund. The value of the Fund will be decreased by the amount of any liability owing by the Fund, such as distributions to investors, the management costs payable to the Investment Manager, provisions and contingent liabilities.

RBC values Fund assets in accordance with standard market practice and market prices are generally electronically sourced from third party vendors. Where no independent pricing source is available to value an asset, RBC and the Responsible Entity will liaise with each other to determine the value of the asset in accordance with acceptable industry standards.

The custody agreement between the Responsible Entity and RBC sets out (among other things) the nature of the engagement and RBC's obligations (and liability for any breach thereof) including the requirement to exercise reasonable care in carrying out its duties. It also prescribes how instructions will be given, how records are to be kept, notification and reporting requirements, and RBC's obligation to give reasonable access and assistance to PwC and the standards by which RBC's performance will be assessed.

As is standard practice for global investment dealings, RBC may engage third party sub-custodians around the world to transact and hold assets located outside of Australia for the Fund. In this respect, the sub-custodians are not required to comply with Australian laws. RBC monitors its sub-custodians and requires them to exercise reasonable care in carrying out the terms specified in their sub-custodial agreements with RBC.

The Fund invests in the Underlying Fund. The Underlying Fund may invest in global equity securities, collective investment vehicles, derivatives (such as options, futures, forwards, swaps, participatory notes, contracts for difference), money market instruments, and approved cash deposits and cash equivalents in Australia and international markets.

The asset allocation of the Underlying Fund is outlined below:

Asset class	Allocation range
Australian listed equities	0 to 500%
International listed equities	0 to 500%
Australian government bonds	0 to 100%
International government bonds	0 to 100%
Exchange-traded derivatives	0 to 100%
Over-the-counter (OTC) derivatives	0 to 500%
Cash equivalent investments	0 to 100%

In relation to the assets of the Underlying Fund, the value of any investments quoted, listed or dealt in on a regulated market exchange will generally be calculated using the last traded price or, in the case of fixed income securities, the latest mid-market price. The value of any investments not quoted, listed or dealt in on a regulated market exchange will generally be provided by an independent administrator or an independent valuation service provider. For further information on the Underlying Fund's valuations Policy, please contact us.

Disclosure Principle 5: Liquidity

As at the date of this PDS, the Responsible Entity reasonably expects that it will be able to realise at least 80% of the Fund's assets and the Underlying Fund's assets, at the value ascribed to those assets in calculating the Fund and Underlying Fund's most recent NAV, within 10 days.

You should note that there are risks associated with liquidity. Refer to section 6 of this PDS for those risks.

Disclosure Principle 6: Leverage

The Underlying Fund will be trading financial derivatives such as swaps, futures contracts, and forwards which can lead the Fund to being indirectly financially leveraged. The Underlying Fund will leverage its exposure to the underlying investments and/or the market and may vary its use of leverage from time to time, including in response to changing market conditions. Additionally, the use of borrowings to take advantage of particular investment opportunities will be an active strategy for the Underlying Fund's investments.

At the time of the trade of derivatives contracts, the full value of the contract is not paid or received. Instead, both parties (the buyer and seller) pay an initial cash deposit. This initial deposit is called the margin. Derivatives can get a much larger exposure to an asset class with a relatively small initial outlay. This leveraged exposure can lead to larger losses as well as larger gains.

The Underlying Fund will enter into both short and long positions. The combined value of the long and short positions will frequently be greater than 100% of the assets of the Underlying Fund, and so gains and losses of the market will be amplified. The total leverage employed in the Underlying Fund varies according to the Underlying Fund's estimated expected return and risk forecasts, and so is expected to change over time.

The maximum leverage of the Underlying Fund will be 6 times, where leverage is defined as the sum of the absolute value of the Underlying Fund's exposure (not including cash or cash like instruments), divided by the Underlying Fund's NAV. For example, at the maximum level of leverage, for every $1 of the Underlying Fund's NAV, the Underlying Fund's exposure is $6. However, this is an indicative level only and the level of leverage that the Underlying Fund may employ may vary significantly. The typical leverage of the Underlying Fund however will be approximately 5 times which is comprised of 250% long equity exposure, 250% short equity exposure, not including up to 100% currency forwards for the purpose of currency hedging. The net exposure of the Underlying Fund, defined as the Underlying Fund's long exposure less the Underlying Fund's short exposure, will typically be between -50% and +50%.

Leverage utilised by the Underlying Fund will be undertaken through derivative counterparties, which will be overseas branches of global investment banks. Where the Underlying Fund enters into a leverage arrangement, it must provide collateral to secure its obligations under the relevant ISDA agreements. In these instances, cash and certain cash like investments may be used as collateral and may be otherwise encumbered or subject to a set-off rights by the counterparty in the event.

Plato employs a proprietary risk management system that includes, but is not limited to, leverage monitoring and management.

Example of impact of maximum allowable level of leverage on investment returns and losses

The example below is provided for illustrative purposes only to show the impact that leverage may have on an investment. It does not represent any actual or prospective level of leverage and is not reflective of the expected return outcome of the Fund. The worked example excludes transaction costs and fees.

When the Underlying Fund's performance is positive:

Asset	Hypothetical return	Typical leverage	Maximum leverage	Leveraged return*
A	1%	200% long	250% long	2.5%
B	-1%	200% short	250% short	2.5%
* initial fund value = $100			Geared return of fund	5%
			Geared fund value	$105

When the Underlying Fund's performance is negative:

Asset	Hypothetical return	Typical leverage	Maximum leverage	Leveraged return*
A	-1%	200% long	250% long	-2.5%
B	1%	200% short	250% short	-2.5%
* initial fund value = $100			Geared return of fund	-5%
			Geared fund value	$95

*Based off maximum leverage

You should note that there are risks associated with the use of leverage. Refer to Section 6 of this PDS for those risks.

Disclosure Principle 7: Derivatives

The Underlying Fund may use derivatives to hedge the overall exposure of the Underlying Fund or leverage its exposure to particular investments. The Underlying Fund may use both exchange-traded and over-the-counter derivatives including options, futures, forwards, swaps, participatory notes and contracts for difference.

Futures and forwards may be used to gain exposure when they offer better opportunities to access the underlying security. These, and other derivatives, can be used to implement investment decisions, as a risk management tool (such as managing the effect of interest rates or foreign currency exposure), or to gain, or avoid, exposure to a particular market rather than purchasing physical assets.

The dealing desk is responsible for monitoring exposure and execution of derivatives and all dealing is subject to pre-trade compliance. The dealers are appropriately trained and experienced in the use and execution of derivatives.

Derivatives counterparties are selected based on the following criteria:

a) an assessment of the background of the counterparty;

b) where applicable, the counterparty's credit rating; and
c) any other criteria the Responsible Entity or the Investment Manager deems relevant in the context of the particular counterparty and market conditions.

Any exposures to counterparties generated by over-the-counter derivatives are managed in accordance with internal guidelines and any relevant regulation. Counterparty risk is generally less for exchange-traded derivatives than for over-the-counter derivatives, though it is still present. If a counterparty defaults, then the Underlying Fund could face the risks of having limited recourse to its assets, missing an investment opportunity, or being unable to buy or sell an asset. Plato evaluates the creditworthiness of its counterparties prior to the Underlying Fund entering into a transaction. The counterparties to over-the-counter derivatives will be global investment banks.

Refer to Section 6 for further details on counterparty risks.

Disclosure Principle 8: Short selling

The Underlying Fund will take short positions in securities that Plato expects to fall in value, through contracts for difference ('CFD'). A CFD is a contract between an investor and a counterparty where, at the completion of the contract, the parties exchange the difference between the opening and closing prices of a specified financial instrument. CFDs do not carry voting rights like ordinary stock. Depending on which way the price moves, one party pays the other the difference from the time the contract was agreed to the point where it ends.

In taking short positions, the Underlying Fund bears the risk of an increase in price of the underlying asset over which the short position is taken. The key difference between a long position and a short position is that a short position involves the unlimited risk of an increase in the market price of the securities underlying the short position. Such an increase could lead to a substantial loss.

Plato aims to manage the risks associated with short selling by limiting the size of individual short positions to less than 1% of fund NAV. Plato also typically limits the size of all positions, and for stocks that are highly volatile or distressed, Plato will further limit their allowable position sizes. Plato also monitors each short position daily to ensure that it is sized appropriately using third party and in-house systems.

Example of short selling in investment returns

Below is a hypothetical example showing the potential gains and losses from short-selling through a CFD. It does not take into account transaction costs or any other expenses associated with stock trading.

An investor believes that the price of XYZ stock is due to fall, so enters a CFD with the counterparty, with the aim of benefiting from the price fall. XYZ's current price is $25. If the investor was to execute a direct short-sell order for 100 shares, and borrows the shares from a stock lender to immediately sell them on the market, this would result in a cash inflow of $2,500.

Two weeks later, the period of the contract, the price of XYZ has dropped to $20. To close the short selling position, the investor would buy the shares on the market and return them to the stock lender. In this transaction, the investor would spend $2,000 to repurchase the shares. The investor has received $2,500 and spent only $2,000, so the profit on the trade is $500. In a CFD, the Underlying Fund is exposed to the same economic result as the above example, however the Underlying Fund does not directly purchase and sell the stock. Therefore, the Fund would receive $500 from the counterparty.

Alternatively, if, after two weeks, the price of XYZ had risen to $30, the investor would have had to buy the shares back on the market for a cost of $3,000 to be able to return them to the lender. In this situation, the investor would have received $2,500, but spent $3,000, leaving the investor with a loss of $500. In a CFD, the Underlying Fund would pay the counterparty $500.

Disclosure Principle 9: Withdrawals

When you withdraw, your units will be redeemed based on the exit price for the Business Day on which your withdrawal request is processed. As part of the withdrawal proceeds, unitholders will receive their share of any net income attributable to the units of the Fund for the period of time during which their units were on issue in the relevant distribution period. These proceeds are included in the unit price. Unitholders will also receive their share of the capital value attributable to the units of the Fund on withdrawal.

Withdrawal requests can be made daily and must be received by RBC prior to 12pm (Sydney time) on a Business Day. Withdrawal requests received after that time, or on a non-Business Day, will be treated as being received on the next Business Day.

There is a minimum withdrawal amount of $5,000. In addition, if your withdrawal request would result in your investment balance being less than $500, we may treat your withdrawal request as being for your entire investment. We will provide investors with advance notice of any compulsory redemption. The minimum balance does not apply to investments through an IDPS.

Electronic transfer of the redemption proceeds can take up to 10 Business Days, however it is often completed in a shorter period of time.

There may be circumstances where your ability to withdraw from the Fund is restricted. We will notify unitholders of any material changes to your withdrawal rights (such as a suspension of withdrawal rights) via Plato's website at www.plato.com.au. In certain circumstances we may suspend withdrawals if we believe this is in the best interests of unitholders. These circumstances include for example, where it is impractical to value the Fund because of an emergency or trading restriction in a country that the Fund invests in, or if the stock exchange on which the investment of the Fund is listed closes.

Under the Corporations Act 2001 (Cth) ('Corporations Act'), the Fund is illiquid if it has less than 80% liquid assets (generally cash and marketable securities). We will not satisfy a withdrawal request (including switches) if the Fund becomes illiquid (as defined under the Corporations Act). If the Fund is illiquid, withdrawals from that Fund will only be possible if we make a withdrawal offer in accordance with the Corporations Act. We are not obliged to make such an offer. However, if we do, you are only able to withdraw your investment in accordance with the terms of a current withdrawal offer. If an insufficient amount of money is available from the assets specified in the withdrawal offer to satisfy withdrawal requests, the requests will be satisfied proportionately amongst those unitholders wishing to withdraw from the Fund.

For information on withdrawal restrictions, refer to 'Delays to withdrawal payments' in Section 8.

6.Risks

Risk profile

Depending on the weighting of investments in particular assets, the Fund will have different earnings and risk profiles.

Generally, the greater the potential return of an investment, the greater the risk of loss. To help understand the correlation between risk and return, investors should refer to the following table where, in the second column various risk categories are defined and the third column shows this correlation of potential return.

Risk Category	Description	Potential Return[1]
Low	For investors who are looking for some growth but are mostly concerned about protecting their capital.	**Low**
Low-Medium	For investors who are looking for good long-term returns without large ups-and-downs in the short-term. Investors should aim to invest over a medium period.	**Low-Medium**
Medium-High	For investors who are prepared to take more risk in exchange for potentially higher returns on their investments over the longer term. Investors should be comfortable with volatility and with the possibility of negative returns.	**Medium**
High	For investors who are willing to take more risk in search of greater returns. Investors should be comfortable with volatility and with the greater possibility of negative returns and should aim to invest over a long period.	**High**

1. Past performance is no guide to future performance and cannot be relied upon to predict the future value of an investment.

Financial Advice

It is recommended that investors obtain professional advice before making any investment decision. Using the categories outlined above is not a substitute for personal advice or a detailed financial plan. The information provided is only a guide to help investors consider their approach to investing. It is recommended investors speak with an adviser to decide on an investment strategy that is best suited for them.

Risks of Managed Investment Schemes

All investments carry risk. All managed investment schemes carry different types of risk which can have varying impacts on returns. Different strategies can carry different levels of risk, depending on the assets that make up that strategy. Assets with the highest long-term returns may also carry the highest level of risk.

Due to uncertainty in all investments, there can be no assurance that the Fund will achieve its investment objectives. The value of your units at any point in time may be worth less than your original investment even after taking into account the reinvestment of Fund distributions. Future returns may differ from past returns and past performance is not a reliable guide to future performance. Returns are not guaranteed, and you may lose some or all of your money.

None of the Responsible Entity, Pinnacle, Plato, their directors, associates nor any of their related bodies corporate (as defined in the Corporations Act) guarantee the success of the Fund, the repayment of capital or any particular rate of capital or income return. Investments in the Fund are not guaranteed or underwritten by the Responsible Entity, Pinnacle or Plato or any other person or party and you may lose some or all of your investment.

Risks can be managed but cannot be completely eliminated. It is important to understand that:

- the value of your investment may go up and down;
- investment returns may vary, and future returns may be different from past returns;
- returns are not guaranteed and there is always the chance that you may lose money on any investment you make; and
- laws affecting your investment may change over time, which may impact the value and returns of your investment.

Some of the key risks that may impact the value of your investment in the Fund are outlined below. You need to consider the level of risk that you are comfortable with, taking into account factors such as your objectives, financial situation and needs.

The Fund will be exposed to risks directly as a managed investment scheme, and indirectly through its investment in the Underlying Fund. The significant risks for the Fund and Underlying Fund are:

Collateral risk

The risk of loss arising from collateral that is pledged as security to a counterparty. Risks include the security being forfeited in the event of a default event of an agreement, or the credit risk of the counterparty. In the event the counterparty or clearer becomes insolvent at a time it holds collateral posted by the Underlying Fund, the Underlying Fund will be an unsecured creditor and will rank behind preferred creditors.

Refer also to 'Counterparty risk'.

Counterparty risk

The Fund and Underlying Fund rely on external service providers for normal operation and investment activities. There is a risk with external counterparty and service provider arrangements that the party to a contract (such as a derivatives contract, physical security trade or foreign exchange contract) defaults on, or fails to perform, its contractual obligations (either in whole or in part). This may result in a loss for the Fund or Underlying Fund, or the investment activities of the Fund or Underlying Fund being adversely affected.

Both the Fund and the Underlying Fund have appointed counterparties. Refer to Disclosure Principle 3: Fund structure for information on these.

Currency risk

The Underlying Fund aims to be fully hedged to the Australian dollar, and the Underlying Fund will be exposed to assets denominated in other currencies.

Investing in assets denominated in or primarily exposed to a currency other than the Fund's base currency may cause losses resulting from exchange rate fluctuations. For example, an increase in the value of the Australian dollar relative to other currencies (that the Fund holds assets in) may negatively impact the value of the investment. Conversely, a decline in the Australian dollar relative to other currencies may positively impact the value of the investment.

Refer also to 'Derivative risk'.

Derivative risk

The Underlying Fund may invest in derivatives as part of its investment strategy. A derivative is an instrument whose value is linked to the value of an underlying asset and can be a highly volatile investment instrument. The derivative itself is a contract between two or more parties based upon the asset or assets. In addition to managing exposure of the Fund, the use of derivatives offers the opportunity for higher gains and can also magnify losses to the Underlying Fund.

Risks associated with using derivatives might include the risks associated with the derivative's counterparty, the value of the derivative failing to move in line with expectations or with the value of the underlying asset, potential illiquidity of the derivative, or the derivative's expiration.

Additionally, the use of derivatives may expose the Underlying Fund to risks including counterparty default, legal and documentation risk, and the risk of increased sensitivity of the Fund's unit price to underlying market variables through leverage.

Refer also to 'Counterparty risk'.

Emerging market risk

The Underlying Fund may invest in securities located in emerging markets, including investing in companies in developing countries or investing in companies in developed countries with activities exposed to emerging markets.

The securities of issuers located or doing substantial business in emerging market countries tend to be more volatile and less liquid than the securities of issuers located in countries with more mature economies, potentially making prompt liquidation at an attractive price difficult. Investments in these countries may be subject to adverse political, economic, social, legal, market and currency risks to name a few. Factors such as lower liquidity or unstable political environments that may lead to greater volatility and may include less protection of property rights and uncertain political and economic policies, the imposition of capital controls and/or foreign investment limitations by a country, nationalization of businesses and imposition of sanctions by other countries.

Equity security risk

The Fund primarily invests in equity securities issued by listed companies, through investment in the Underlying Fund. An equity security represents ownership interest held by shareholders in an entity (a company, partnership or trust), realised in the form of shares of capital stock, which includes shares of both common and preferred stock.

A security's share price can rise and fall as a consequence of many factors including, but not limited to, economic conditions, changes in interest rates or currency rates, adverse investor sentiment, management performance, financial leverage, reduced demand for the company's products and services, or factors that affect the company's industry, including changes in regulation or taxation, as well as competitive conditions within the industry. This may result in a loss of value in the portfolio of the Underlying Fund (and, indirectly, the Fund) and a change in value of your investment.

Equity securities may make payments (regular or irregular) as dividends, and these may fluctuate significantly in their market value with the ups and downs in the economic cycle and the fortunes of the issuing firm.

Foreign investment risk

The Fund invests in the Australian Dollar Share Class of the Underlying Fund.

The Underlying Fund may invest in a range of international securities or foreign investment vehicles, and in companies that have exposure to a range of international economies and regulatory environments.

Global and country specific macroeconomic factors may impact the Underlying Fund's international investments, and therefore the Fund's performance. Governments may intervene in markets, industries and companies; may alter tax and legal regimes; and may act to prevent or limit the repatriation of foreign capital. Such interventions may impact the Underlying Fund's international investments. Where the Fund is exposed to international investment vehicles, risk that taxation or other applicable laws may change in Australia that may affect the operation of the Fund, including how distributions are paid from the Fund, which may affect the operation of the Fund.

Income risk

The Fund may make payments (regular or irregular) as distributions, depending on the income the Fund receives from the Underlying Fund. These may fluctuate significantly in their value with the ups and downs in the economic cycle and the fortunes of the issuing firms. Additionally, the aggregate effect of holding all assets simultaneously may result in risk due to the losses from other assets.

Gearing and leverage risk

Leverage arises when the Fund takes on long and short positions that are greater in size than the net asset value of the Fund's assets. It involves the use of borrowed funds in the purchase of an asset, to increase the potential return of the investment in the asset, with the expectation that the income from the asset and the asset price appreciation will exceed the borrowing cost.

The Fund will take leveraged positions through the use of derivatives with the aim of increasing returns, however this can also lead to magnifying any losses. While this process forms a key part of the investment strategy, it may mean that gains and losses may be significantly greater than those in a fund that is not leveraged.

Refer also to 'Derivative risk'.

Investment strategy risk

The success of the Fund and the Underlying Fund depends upon the Investment Manager's ability to develop and implement investment processes and identify investment opportunities for both the Fund and the Underlying Fund that achieve the investment objectives. Matters such as the loss of key staff, the investment manager's replacement as investment manager of the Fund, or the Underlying Fund, or the Investment Manager's failure to perform as expected may negatively impact on returns, risks and/or liquidity.

Additionally, the Fund and Underlying Fund may fail to perform as expected or may not be able to achieve its stated objectives thereby reducing the value of your investment leading to loss.

Investment structure risk

There are risks associated with investing in a managed investment scheme, such as the Fund. These may involve risks of the Fund's termination, changes to investment strategy or conditions, changes to fees or expenses, or changes to the Fund's operating rules (such as payments or reinvestments of distributions, or additional investments). An investment in the Fund is governed by the terms of the latest constitution and the PDS of the Fund, the Corporations Act 2001 (Cth), and other laws (such as regulatory updates, government policies, or taxation rules). Investing in the Fund may result in different performance from holding the underlying assets of the Fund directly, for example because of the aggregate effect of holding all assets simultaneously, or the impact of other investor transactions.

The Fund will invest in other managed investment schemes or collective investment vehicles ('Underlying Fund'). In addition to the risks for the Fund, these also apply to the Underlying Fund. The Fund may also experience risks the Underlying Fund will face transaction restrictions or liquidity constraints.

Liquidity risk

Under extreme market conditions there is a risk that investments cannot be readily converted into cash or converted at an appropriate price. This may be due to the absence of an established market or as a result of a shortage of buyers. This may result in the Fund being unable to liquidate sufficient assets to meet its obligations (for example payment of withdrawals) within required timeframes, or the Fund it may be required to sell assets at a substantial loss in order to do so.

Additionally, different securities may be less liquid than other securities or pose a higher risk of becoming illiquid during times of market stress. The less liquid the security, the less likely the Fund will be able to transact quickly, and the more difficult it may be to sell the security when the investment managers wishes to do so. Therefore, it may become more challenging to realise the investment manager's perception of fair value.

Market risk

The Fund has exposure to different financial markets through its investments in the Underlying Fund. The risk of an investment in the Fund is higher than an investment in a typical bank account investment and the Fund is not expected to behave like a cash investment. Amounts distributed to unitholders may fluctuate, as may the Fund's unit price.

The Fund and the Underlying Fund may be materially affected by market, economic, social and/or political conditions globally and in the jurisdictions and sectors in which it invests or operates. This includes conditions affecting interest rates, the availability of credit, currency exchange and trade barriers. These conditions are outside the control of the Fund and the Underlying Fund and could adversely affect the liquidity and value of the Fund and Underlying Fund's investments and may reduce the ability of the Fund and the Underlying Fund to liquidate its positions or make attractive new investments.

The unit price may vary by material amounts, even over short periods of time, including during the period between a withdrawal request or application for units being made and the time the withdrawal unit price or application unit price is calculated. The Underlying Fund's net exposure to share markets may vary through the use of derivatives. This means the value of the Fund and the Underlying Fund could fall materially in a short period of time and you could lose some or all of your investment.

Regulatory risk

The value of some investments may be adversely affected by changes in Australian government policies, regulations and laws, including tax laws and laws affecting registered managed investment schemes. Changes to regulations can affect the Fund's operation (for example changes to taxation rules can affect the Fund's income payments), disclosure (for example new regulations may require different information be reported or disclosed compared to current information), or investment activities (or example new regulations or tax rules may prohibit or restricts practices or activities the Fund relies on).

Refer also to 'Investment structure risk'.

Risks related to alternative investment strategies

The investment process for the Underlying Fund can be characterised as an 'alternative investment strategy'. Alternative investment strategies may be exposed to additional risks when compared to traditional investment strategies, such as long-only equity and fixed income strategies, for example they may:

- display performance characteristics that are not normally associated with more traditional investment strategies;
- display more pronounced reactions to events such as macroeconomic shocks;
- be influenced by events that do not affect more traditional asset classes.
- fail to generate performance in a consistent manner;
- fail to recover at all, or to the same extent as traditional investment strategies, after periods of poor performance; or,
- cease to perform temporarily, or permanently, resulting in an inability to generate positive returns, or to recover prior losses.

Securities borrowing risk

Securities borrowing is the act of borrowing a stock, derivative or other security by the Fund from an investor or firm. Securities borrowing requires the borrower (the Fund) to put up collateral (for example cash, security or a letter of credit). When a security is loaned, the title and the ownership are also transferred to the borrower. In addition to standard equity securities risks, securities borrowing involves the potential for collateral margin calls and increased costs from market volatility.

Securities lending is important to short selling and allows the Fund benefit from holding a security without purchasing it.

Refer also to 'Counterparty risk', 'Equity securities risk', and 'Short selling risk' for further information.

Short selling risk

There is a higher risk in creating a short position than creating a long position in relation to a security. In creating a short position, the Fund will borrow a security from a securities lender and sell it with the intention of repurchasing the security when the price of the security falls.

If the price of the security rises, a loss is incurred which can be much greater than the price of the security at which it was sold.

There is also the risk that the securities lender may recall a security that the Fund has borrowed at any time which means that the Fund may have to buy the security at an unfavourable price to meet its obligations.

Refer also to 'Counterparty risk', 'Equity Securities risk' and 'Securities borrowing risk'.

Small Company risk

Investing in securities of smaller companies may be riskier than investing in larger, more established companies as they are more likely to have limited markets, narrower product lines and they may depend heavily on key personnel.

Smaller companies may have limited financial resources, a less established market for their shares, or fewer shares issued. This can cause the share prices of smaller companies to fluctuate more than those of larger companies. The market for the shares of small companies may be less liquid as they are likely to trade less frequently and in smaller volumes.

Refer also to 'Liquidity risk'.

Withdrawal risk

When the Fund is liquid, there may be circumstances where your ability to withdraw from the Fund is restricted. These circumstances may include (but are not limited to):

- market events affect the liquidity or marketability of the Underlying Fund's assets;
- the Fund or Underlying Fund is no longer liquid or cannot meet its liquidity requirements; or
- investor activity has affected the Fund's ability to realise assets at an acceptable price.

If we, as Responsible Entity, determine that this is in the best interests of all unitholders, we may suspend or delay withdrawals and these payments make take longer than the typical timeframe. The timeframe in which we have to meet a withdrawal request is set out in the constitution of the Fund and outlined in Section 8 'Investing in the Fund'.

Where the Fund is not liquid, you may only withdraw when we make an offer to withdraw to all investors, as required by the Corporations Act 2001 (Cth). For information on withdrawal restrictions, refer to 'Delays to withdrawal payments' in Section 8.

Refer also to 'Investment structure risk', 'Liquidity risk', and 'Market risk'.

7.How the Fund works

How the Fund is valued

All assets within the Fund are usually valued every Business Day. More frequent valuations are permitted under the constitution and we may revalue the Fund's assets more or less frequently if it is considered appropriate or in certain circumstances.

The Gross Asset Value ('GAV') of the Fund equals the market value of the assets. The Net Asset Value ('NAV') of the Fund attributable to the units is obtained by deducting any liabilities (for example fees and costs) from the GAV attributable to the units.

Unit prices

A unit price is calculated for every Business Day, which is equal to the value of the Fund's net assets attributable to the units divided by the number of units. Generally, the unit price changes daily as the market value of the Fund's assets rises or falls.

The Responsible Entity uses independent pricing services provided by the Fund's Administrator, RBC, for the valuation of the Fund's assets, which is generally calculated on a daily basis. Listed investments are marked to market. Unlisted investments are valued at withdrawal price or at the Investment Manager's discretion. Unit prices may be viewed on the Investment Manager's website, www.plato.com.au. Unit prices are based on the NAV of the Fund including provision for income and expenses, which have accrued, and an adjustment for a transaction cost factor (see 'Buy/Sell Spread' in Section 10 'Fees and Costs'). A copy of documents outlining the unit pricing methodologies and practices, including information about the circumstances, where the Responsible Entity may exercise discretion in determining a unit price and the value of Fund assets is available on request, at no charge, by calling the Responsible Entity on 1300 010 311.

Impact of investing just before the end of a distribution period

After a distribution is paid, the unit price usually falls by an amount similar to that of the distribution per unit. This means that if you invest just before a distribution, the unit price may already include income that you would be entitled to receive at the distribution date. Consequently, by investing just before a distribution, you may have some of your capital returned as income through the distribution payment.

This could affect your taxation position and we recommend you seek professional taxation advice.

Unit pricing policy

The Responsible Entity complies with ASIC Class Order 13/655 as it relates to unit pricing requirements and has adopted a compliant policy for unit pricing discretions it uses in relation to the Fund ('Unit Pricing Policy'). Additional documents may be prepared for this purpose from time to time. This document may be revised or updated to reflect changes in the Fund constitution or the pricing policies of the Responsible Entity. The Unit Pricing Policy and discretions exercised by the Responsible Entity are available from us, at no charge, upon request.

Income distributions

How you receive income from your investment

Income (such as interest, dividends and realised capital gains) from investments in the Fund will be paid to you via income distributions. Distributions are payable annually, subject to the Fund having sufficient distributable income.

Distributable income takes into account income received from the investment activities of the Fund less any expenses charged to the Fund, as well as net capital gains made due to trading in the assets of the Fund. Revenue losses are not able to be distributed.

Capital gains are generally not distributed until the end (or shortly thereafter) of the period ending 30 June each year. Any net capital losses are carried forward to be offset against capital gains in future income periods.

Distribution reinvestment

Distributions will be automatically re-invested unless you advise otherwise.

The distribution reinvestment price is the unit price at the end of the distribution period (without the applicable buy spread) less the distribution per unit payable. All units allotted as part of the distribution reinvestment will rank equally in all respects with existing units in the same class. At the time the distribution reinvestment price is set, all information that would, or would be likely to, have a material adverse effect on the realisable price of the units will be publicly available.

Investors may elect to have their distributions paid as cash any time by notifying us or the Fund's Administrator. The change will apply from the date of receipt, as long as it is at least 10 days prior to a distribution date, or such future date as nominated by you.

The Responsible Entity may cancel or suspend distribution reinvestments or modify the terms by which distribution reinvestments are permitted.

Different classes

As permitted under the constitution, we may issue more than one class of units in the Fund, with different applicable fees and other different conditions of issue. This PDS applies to Class A units. For information relating to other unit classes, please contact us.

Operational governance

The Fund's operation is governed by its constitution and the Corporations Act 2001 (Cth), with other Relevant Laws.

The Fund's constitution

The constitution contains the rules relating to a number of operational issues and practices, including rights, responsibilities and duties of the Responsible Entity and unitholders in the Fund, some of which are outlined in further detail in this document.

Copies of the Fund's constitution can be provided on request. Please contact us on 1300 010 311 for further details.

The Fund's compliance plan

The Fund's compliance plan outlines how we aim to ensure compliance with the Fund's constitution, the Corporations Act 2001 (Cth) and other relevant laws.

As a registered managed investment scheme, the Fund's compliance plan has been lodged with the Australian Securities and Investments Commission ('ASIC').

Appointed third parties

The Responsible Entity may appoint third parties to assist with the operational management or governance of the Fund. Unless specifically stated, these third parties have no independent discretion with respect to investment management of Fund's assets.

8.Investing in the Fund

Applications

Making an application

Direct investors

A copy of the Application Form can be obtained on the Fund's website at www.plato.com.au, or by contacting us on 1300 010 311 or by email service@pinnacleinvestment.com.

To invest, complete the Application Form (including the provision of other documentation required for identification purposes) and return it, via post, with your initial investment to the Fund Administrator.

Applications received, verified and accepted by RBC prior to 12pm (Sydney time) on a Business Day will generally be processed using the unit price for that day. For applications accepted after 12pm (Sydney time) or on a non-Business Day, generally the next Business Day's unit price will apply.

We reserve the right not to accept (wholly or in part) any application for any reason or without reason. If we refuse to accept an application, any monies received from you will be returned to you without interest.

Indirect investors

Investors and prospective investors may also access the Fund indirectly. This PDS has been authorised for use by operators through an Investor Directed Portfolio Service ('IDPS') or master trust. An IDPS is an investment and reporting service offered by an operator.

People who invest through an IDPS, master trust or wrap account are indirect investors. Such indirect investors do not acquire the rights of a unitholder of the Fund. Rather, it is the operator or custodian of the IDPS or master trust that acquires those rights. Therefore, indirect investors do not receive income distributions or reports directly from us, do not have the right to attend meetings of unit holders and do not have cooling off rights. Indirect investors should not complete the Fund's Application Form. The rights of indirect investors are set out in the disclosure document for the IDPS or master trust. If you are investing through an IDPS or a master trust, enquiries should be made directly to the IDPS operator or the trustee of the master trust. Any changes to investor details must also be made through the IDPS operator.

Additional information about investing

For an application to be valid the Application Form must be completed correctly, must comply with the designated minimum investment amounts, and be appropriately signed by the applicant(s). However, the Responsible Entity may, at its discretion, accept amounts less than the minimum initial investment amounts. We will not be able to process your application if the Application Form is incomplete or incorrectly completed, or we are not satisfied that we have received the necessary proof of identification requirements to meet our obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and associated rules and regulations ('AML/CTF Law').

Incomplete applications

If, for any reason, we are unable to process your application the application monies will be held by us in a non-interest-bearing trust account for up to 30 days (while we endeavour to verify your identification information or obtain any necessary outstanding information) after which we will return the application monies to you. No interest is received on application monies, including monies for additional investments, and no interest will be paid to you if for any reason your application cannot be accepted.

Effect of the Application Form

In addition to the acknowledgments contained in the declaration on the Application Form, by completing and signing the Application Form, the investor:

a) agrees to be bound by the provisions of the Fund constitution;
b) acknowledges having read and understood the PDS located at www.plato.com.au;
c) authorises the provision of information relating to the investor's account to the named financial adviser, and any other person authorised by that adviser, from time to time;
d) authorises the use of the TFN information provided on the Application Form in respect of the investor's Fund account;
e) acknowledges that neither the Responsible Entity, its respective holding companies and officers, nor the Investment Manager and its respective officers and holding companies, guarantees the capital invested by investors or the performance of the specific investments of the Fund;
f) acknowledges that the provision of the product available through the PDS should not be taken as the giving of investment advice by the Investment Manager or the Responsible Entity, as they are not aware of the investor's investment objectives, financial position or particular needs;
g) acknowledges that the investor is responsible for ensuring that the information on the Application Form is complete and correct;
h) acknowledges that neither the Responsible Entity nor its agents are responsible where a loss may be suffered as a result of the investor providing incorrect or incomplete information;
i) agrees that the Responsible Entity may:
   i. require the investor to provide any additional documentation or other information and perform any acts to enable compliance with the AML/CTF Law, FATCA, CRS or any other law;
   ii. at its absolute discretion and without notice to the investor, take any action it considers appropriate including blocking or delaying transactions on the investor's account or refuse to provide services to the investor to comply with the AML/CTF Law or any other law; and
   iii. in its absolute discretion and without notice to the investor report any, or any proposed, transaction or activity to anybody authorised to accept such reports relating to actual or suspected contraventions of the AML/CTF Law or any other law; and
j) acknowledges that the Responsible Entity is required to collect the investor's personal information under the Corporations Act and the AML/CTF Law and agrees that information provided may be used as detailed in the PDS and the Responsible Entity's Privacy Policy.

Electronic offer document

The application form may only be distributed when accompanied by a complete and unaltered copy of the PDS. The application form contains a declaration that the investor has personally received the complete and unaltered PDS prior to completing the application form.

The Responsible Entity will not accept a completed application form if it has reason to believe that the applicant has not received a complete paper copy or electronic copy of the PDS or if it has reason to believe the application form or electronic copy of the PDS has been altered or tampered with in any way. Whilst the Responsible Entity believes that it is extremely unlikely that, during the period of the PDS, the electronic version of the PDS will be tampered with or altered in any way, the Responsible Entity cannot give any absolute assurance that this will not occur.

Any investor who is concerned with the validity or integrity of an electronic copy of the PDS should immediately request for a paper copy of the PDS directly from the Responsible Entity.

Withdrawals

Making a withdrawal

You can decrease your investment in the Fund by redeeming units at any time. The Responsible Entity endeavours to effect payment of withdrawals within 7 days of processing your withdrawal request, however, this timeframe is not guaranteed and there may be occasions when timeframes are significantly longer. Under the Fund's constitution, we have 21 days to satisfy a redemption request. We will not satisfy a withdrawal request if the Fund becomes illiquid (as defined under the Corporations Act. In certain circumstances, such as if there is a freeze on withdrawals, the Responsible Entity may delay payment of your withdrawal proceeds.

In addition to their share of the capital value of the Fund, and as part of the withdrawal proceeds, unit holders will receive their share of any net income of the Fund (corresponding to the unit class, the period of time during which their units were on issue, and the relevant distribution period) . These proceeds are included in the applicable withdrawal unit price and will be treated as capital.

Direct investors

Direct withdrawal requests can be made daily, and must be received, verified and accepted by RBC prior to 12pm (Sydney time) on a Business Day. Withdrawal requests received after that time, or on a non-Business Day, will be treated as being received on the next Business Day. Electronic transfer of the withdrawal proceeds can take up to 7 Business Days, however it will often be completed in a shorter period of time.

There is a minimum withdrawal amount of $5,000 or less at the discretion of the Responsible Entity. In addition, if your withdrawal request would result in your investment balance being less than $500, we may treat your withdrawal request as being for your entire investment. We will provide investors with advance notice of any compulsory withdrawals. Alternatively, we may return your withdrawal request to you unprocessed.

Please note that we only make payments to your nominated bank or financial institution account. No third-party payments will be allowed. There may be circumstances, as permitted under the Fund constitution and Corporations Act, where your ability to withdraw from the Fund is restricted. The following text contains further information on restrictions on withdrawals.

Indirect investors

Indirect investors should not complete the Fund's withdrawal form. If you are investing through an IDPS or a master trust, enquiries should be made directly to the IDPS operator or the trustee of the master trust. The minimum balance does not apply to investments through an IDPS.

Delay to withdrawal payments

The Responsible Entity endeavours to effect payment of withdrawals within 7 days of receiving a valid withdrawal request; however, this timeframe is not guaranteed and there may be occasions when timeframes are significantly longer.

Under the Fund's constitution, the Responsible Entity may suspend withdrawal payments under certain circumstances for such period as it considers appropriate. This is likely to not exceed more than 30 days. These circumstances include, but are not limited to:

- we reasonably estimate that we must sell 5% or more of all the Fund's assets to meet outstanding withdrawal requests;
- total outstanding withdrawal requests require us to realise a significant amount of the Fund's assets, which may affect remaining unitholders (for example by creating an expense or tax burden);
- we reasonably consider it to be in the interests of unitholders to do so; or

- the law otherwise permits

Any withdrawal requests received during a period where withdrawals have been suspended, or for which a unit price has not been calculated or confirmed prior to the commencement of a period of suspension, will be deemed to have been received immediately after the end of the suspension period.

If the Fund becomes illiquid

We may delay or suspend a withdrawal request where we are unable to realise certain assets due to circumstances outside our control, such as when there is restricted or suspended trading in assets held by the Fund, or where the Fund becomes non-liquid as defined by the Corporations Act.

The Fund will be non-liquid under the Corporations Act if it has less than 80% of liquid assets (generally cash and marketable securities). If the Fund is non-liquid, withdrawals from the Fund may only be possible if we make a withdrawal offer in accordance with the Corporations Act. We are not obliged to make such an offer. However, if we do you will only be able to withdraw your investment in accordance with the terms of a current withdrawal offer. If an insufficient amount of money is available from the assets specified in the withdrawal offer to satisfy all withdrawal requests, the requests will be satisfied proportionately among those unitholders wishing to withdraw from the Fund.

Other transactions

Switches

Direct investors may switch from the Fund to another fund managed by Plato and operated by us at any time. A switch operates as a withdrawal of units in one fund and the investment of units in the other fund and therefore may have taxation implications. Please contact a licensed financial or taxation adviser for further information.

There is no switching fee applicable as at the date of this document. However, a buy and/or sell spread or a contribution fee may apply (where applicable) to the relevant fund(s) at the time of the switch. Before making a decision to switch, you should read the relevant PDS located at www.plato.com.au.

Transferring ownership

You can generally transfer some or all of your investment to another person, although we are not obliged to process a transfer that does not meet prescribed criteria. Transfers may be subject to tax or other relevant regulations, and we recommend you acquire financial advice before making a decision regarding transferring your units.

Changes and delays to permitted transactions

We can vary the minimum investment amounts for the Fund at any time and can also change the transaction cut-off time. The Responsible Entity has the right to refuse applications or withdrawals for any reason.

Where we consider it to be in the interests of unitholders, we may suspend application or withdrawal requests. Any application or withdrawal request received during a period where transactions have been suspended, or for which a unit price has not been calculated or confirmed prior to the commencement of a period of suspension, will be deemed to have been received immediately after the end of the suspension period.

Transaction cut off times

Generally, transaction requests for direct investors can be made every Business Day, and must be received, verified and accepted by RBC prior to 12pm (Sydney time) on a Business Day. Requests received after that time, or on a non-Business Day, will be treated as being received on the next Business Day.

Indirect investors may be subject to earlier transaction cut-off times. Indirect investors should contact their IDPS operator for transaction cut-off time information.

Cooling-off

If you are a retail client (as defined in the Corporations Act) investing directly in the Fund, a cooling-off period is permitted for a period of time following a purchase, when the purchaser may choose to cancel a purchase, for any reason, and obtain a full refund.

If you wish to exercise the cooling off rights, investors have a 14-day cooling-off period in which to decide if the investment is right for you. The 14-day cooling-off period commences on the earlier of the end of the fifth Business Day after we issue the units to you or from the date you receive confirmation of your application.

If you exercise your cooling-off rights, we will return your money to you and no fees will apply. However, the repayment of your investment under the cooling-off right is subject to market adjustment (both positive or negative) during the period in which the investment has been held. Where appropriate, administration costs may also be deducted. Therefore, there may be tax implications for you.

Cooling-off rights do not apply to wholesale clients (as defined in the Corporations Act). A cooling-off period does not apply to the operator of an IDPS or trustee of a master trust, or other wholesale clients (as defined under the Corporations Act), or where units have been issued as a result of an additional investment, switch or distribution reinvestment plan.

Complaints

The Responsible Entity has in place a procedure for handling all complaints. All complaints should be made by contacting us:

Complaints Resolution Officer
Pinnacle Fund Services Limited
PO Box R1313
Royal Exchange NSW 1225
Email: complaints@pinnacleinvestment.com
Telephone: 1300 010 311

All complaints received will be acknowledged in writing. The Responsible Entity will act in good faith to ensure your complaint is investigated and resolved. If your issue has not been satisfactorily resolved within 45 days, you can lodge a complaint with the Australian Financial Complaints Authority ('AFCA'). They will be able to advise whether they can assist you in this matter. If you are contacting AFCA please quote the Responsible Entity's membership number (10252).

The contact details for AFCA are:

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
Email: info@afca.org.au
Telephone: 1800 931 678 (free call)
Website: www.afca.org.au

The Australian Financial Complaints Authority is a fair and independent body whose decisions are binding on the Responsible Entity. The dispute resolution process described in this PDS is only available in Australia.

If you are an indirect investor, you may either contact your IDPS operator or us with complaints relating to the Fund. Complaints regarding the operation of your account with the IDPS should be directed to the IDPS operator. If you have first raised a complaint with your IDPS operator and are not happy with how the complaint has been handled, you should raise that with the IDPS operator or the IDPS operator's external dispute resolution service.

9.How we keep you informed

Statements and reports

For the most up to date information on your investment visit www.plato.com.au.

At the Investment Manager's website, you can:

- access the PDS documents and the annual financial reports for the Fund;
- download Fund forms which includes the Application Form and other standard administration forms;
- monitor unit prices, investment performance and changes to the Fund; and,
- read the latest views and opinions of the Investment Manager's investment team.

Annual updated include the Fund's:

- actual allocation by asset type;
- liquidity profile of portfolio assets;
- maturity profile of the portfolio liabilities (if applicable);
- leverage ratio;
- derivative counterparties engaged;
- monthly or annual investment returns over at least a 5-year period (or since inception); and,
- changes to key service providers (and related party status), if applicable.

By making an application to acquire a unit, you agree to receive certain communications and disclosures in relation the Fund and units in digital form.

Confirmation statement

A statement of confirmation will be sent to you for your initial investment, as well as any additional investments and withdrawals within 3 days of processing via your preferred method of communication.

Transaction statement

You will receive a transaction statement on a half-yearly basis. The transaction statement will provide you with the total value of your investment as at the end of that period, including any switches, withdrawals, investments and distributions received.

Annual taxation statement

After making any distribution for the final distribution period (ending 30 June) each year, an annual taxation statement will be posted to the address on your account.

Distribution statement

A distribution statement will be sent to you in the month following the end of a distribution period, detailing your income distribution and current balance.

Financial report

The annual financial report for the Fund you are invested in, detailing the financial performance of the Fund for the financial year ending 30 June, can be downloaded from www.plato.com.au and will be available by 30 September each year.

Continuous disclosure

The Responsible Entity will comply with the continuous disclosure requirements for disclosing entities under the Corporations Act where the Fund is a disclosing entity.

This means that the Fund will be subject to regular reporting and disclosure obligations and copies of documents the Responsible Entity lodges with ASIC for the Fund may be obtained from or inspected at an ASIC office.

Upon request, and at no charge, the Responsible Entity will also send you copies of:

- The most recent annual financial report for the Fund lodged with ASIC.
- Any half year financial reports for the Fund lodged with ASIC after the lodgment of the most recent annual financial report and before the date of the relevant PDS.
- Any continuous disclosure notices given by the Fund after the lodgment of that annual report and before the date of the PDS.

Also, we will comply with our continuous disclosure obligations for the Fund by publishing material information on the Fund's website.

10. Fees and costs

Consumer Advisory Warning

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 fund 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 (being the Responsible Entity) 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.

Overview of fees and costs

This section provides summary information about the main fees and costs that you may be charged for the Fund. The fees and costs charged by the Fund may be deducted from your account, from the returns on your investment or from the Fund's assets as a whole.

This table shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole. Refer to information in relation to 'Taxation' in Section 11.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund1,2		
Establishment fee The fee to open your investment.	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment.	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment.	Nil	Not applicable
Exit fee The fee to close your investment.	Nil	Not applicable
Management costs[1,3]		
The fees and costs for managing your investment. Such fees and costs are calculated in accordance with enhanced fee disclosure regulations.	Management fee of 1.50% p.a. plus Performance fee of 20% of the Fund's outperformance (net of management fees) relative to its Benchmark return[4], multiplied by the NAV of the Fund plus	**Management fee** The management fee is calculated on the net asset value of the Fund. It is reflected in the daily unit price and payable monthly in arrears from the Fund. **Performance fee** The performance fee is calculated and accrued each Business Day and is reflected in the daily unit price. The performance fee is payable annually as at 30 June, if applicable.

Type of fee or cost	Amount	How and when paid
	Indirect costs[5] of 0.18% p.a.	**Indirect costs** The indirect costs calculated are based on the total costs incurred by the Fund as a percentage of the Fund's NAV. These are reflected in the daily unit price. Extraordinary expenses are paid from Fund assets as and when incurred.
Service fees[1,2]		
Switching fee The fee for changing investment options.	Nil	Not applicable

1. Fees are inclusive of GST and net of any applicable Reduced Input Tax Credits ('RITC').
2. When money moves in or out of the Fund, you may incur a buy/sell spread which is included in the unit price of the Fund. Refer to 'Buy/Sell spread' below for more information.
3. Fees and costs may be negotiated for certain investors such as wholesale clients (as defined in the Corporations Act), depending on factors such as the amount invested. Refer to 'Differential fee arrangements' below for further information about negotiable fees.
4. The Fund's benchmark is the 3-month Bank Bill Swap rate (BBSW) . Refer to 'Performance fees' information below for further information.
5. Indirect costs refer to the costs of obtaining exposures through interposed vehicles or over-the-counter derivatives (excluding over-the counter derivatives used for hedging or risk management purposes) incurred by the Fund.

Example of annual fees and costs for the Fund

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

Example of fee or cost	Amount	Balance of $50,000 with a contribution of $5,000 during the year
Contribution fees	Nil	For every additional $5,000 you put in, you will be charged $0.
PLUS **Management costs**	3.68% p.a., being management fee of 1.50% p.a. plus estimated performance fee of 2.00%[1] p.a. plus estimated indirect costs of 0.18% p.a.	For every $50,000 you have in the Fund you will be charged $1,840 each year comprising a management fee of $750 plus a performance fee of $1,000 plus indirect costs of $90.
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[2] during the year, you will be charged a fee of $1,840. What it costs you will depend on the investment option you choose and the fees you negotiate.

1. The example includes a performance fee estimate of 2.00% which is the actual performance fee amount for a similar strategy managed by the Investment manager for the previous financial year. However, the actual performance fee payable (if any) will depend on the performance of the Fund and the performance fee estimate provided may not be a reliable indicator of future performance fees of the Fund.
2. The example assumes management costs are calculated on a balance of $50,000 with the $5,000 contribution occurring at the end of the first year. Therefore, management costs are calculated using the $50,000 balance only. Additional fees may apply, including a buy/sell spread (refer to further information below).

WARNING: Additional fees may be paid to a financial adviser or broker if one is consulted. You should contact your financial or your broker for information on the fees that may be payable to them.

Additional explanation of fees and costs

Management costs

The management costs, in relation to the Fund, are generally the administration and investment fees and costs (excluding transaction costs) of the Fund.

These costs include (where relevant):

- Responsible Entity fees;
- administration costs;
- safekeeping fees;
- audit costs;
- borrowing costs; and,
- legal costs.

The Investment Manager pays management costs out of the fees it receives. Therefore, for this Fund, the management fee, performance fee (if any), and indirect costs will typically reflect the total management costs.

Performance fees

Depending on how well the Fund performs, the Investment Manager may be entitled to receive a performance fee which is payable by the Fund.

The performance fee is equal to 20% of the Fund's outperformance (net of management fees) relative to its Benchmark return, multiplied by the NAV of the Fund. The performance fee is calculated and accrued each Business Day. The Benchmark used for calculating the performance fee is the 3-month Bank Bill Swap rate (BBSW) . If the Benchmark ceases to be published, we will nominate an equivalent replacement index.

The performance fee is calculated each Business Day and may be positive or negative. If the performance fee is positive, the amount is incorporated in the Fund's unit price. If the performance fee is negative, the negative amount will be carried forward.

The performance fee amount payable by the Fund is equal to the total daily performance fee accrual for each annual period, ending 30 June.

The Investment Manager will only be paid the performance fee if the Fund's net daily performance fee accrual is positive. That is, any previous negative performance fee accruals generated when the Fund underperformed the benchmark have been recovered.

Performance fee calculation worked example

The worked example in the following table is shown only for the purpose of illustrating how the performance fee may be calculated for two unrelated days only and assumes there are no applications or withdrawals made during each day. The daily performance fee accrual is actually calculated as the day's opening NAV excluding the performance fee accrual plus any applications, minus any withdrawals (both assumed to be nil in the examples), multiplied by the Fund's daily out or underperformance of the Benchmark, multiplied by 20% (performance fee rate). The day's performance fee accrual is then added to the performance fee accrual balance (carried over from the previous day) to give the total performance fee for the period. The actual performance in the ordinary course of business, the unit price, the Benchmark, and the hurdles may all fluctuate during the period.

It is also important to note the below table is not an indication of the expected or future performance of the Fund, and that actual performance may differ materially from that used in the following worked example.

Fee Components	Example A (Fund outperforms benchmark)	Example B (Fund underperforms benchmark)
Performance fee rate	20%	20%
Opening NAV excluding performance fee accrual	$10,000,000	$20,000,000
Fund daily return	0.10%	-0.25%
Benchmark daily return	0.05%	0.70%
Daily out/underperformance of Benchmark	0.05%	-0.95%
Performance fee accrual (carried over from previous day)	$20,000	$75,000
Daily performance fee accrual[1]	$1,000	-$38,000
Total performance fee accrual	**$21,000**	**$37,000**

If the performance fee accrual was positive on the last day of the performance period, a performance fee would be payable equal to the performance fee accrual (includes the net effect of GST and RITC).

Performance fees vary from year to year according to the Fund's actual performance and can be zero in any financial year. Past performance is not a reliable indicator of future performance. In particular, the performance fee payable (if any) will depend on the performance of the Fund and previous performance fees and may not be a reliable indicator of future performance fees of the Fund.

Units withdrawn during a calculation period

The proceeds received by Investors for units withdrawn during a calculation period will be net of any payable performance fees accrued.

Where the accrued performance fee is negative and the number of units on a Business Day decreases, the accrued performance fee will be reduced by the proportion that the number of decreased units bears to the number of units on issue prior to the withdrawal. For example, if the accrued performance fee is negative and 5% of the units on issue are withdrawn (net of any applications), then the accrued performance fee amount will be reduced by 5%. An implication of this mechanism is that net redemptions for units could cause negative performance fee accruals to be recovered earlier than if no adjustment to the negative performance fee accrual were made, provided that the Fund subsequently outperforms the benchmark. There is no reciprocal adjustment where the number of units increase.

Indirect Costs

Indirect costs form part of management costs and include fees and expenses arising from any investment which qualifies as an interposed vehicle (e.g. any underlying fund that the Fund may invest in) and certain OTC derivative costs, where relevant. The Fund's indirect costs are estimated to be 0.18%, which is the estimated costs for the Fund to invest in the Underlying Fund (as the Fund will indirectly pay up to 0.18% p.a. of the expenses of the Underlying Fund). The actual indirect costs payable (if any) will depend on the investments of the Fund and the indirect costs estimate provided may not be a reliable indicator of future indirect costs of the Fund.

Extraordinary expenses

In general, the management fees, performance fees (when accrued), and indirect costs are all that will be charged. However, under certain circumstances, extraordinary expenses may be paid directly by the Fund. Extraordinary expenses are not of an ongoing nature. Examples of this type of expense include:

- convening of a unitholders' meeting;
- termination of the Fund;
- amending the Fund constitution;
- defending or bringing of litigation proceedings; and

- replacement of the Responsible Entity.

Buy/sell spread

The buy/sell spread represents the estimated transaction costs incurred when buying or selling underlying assets in the Fund. When you invest or withdraw from the Fund, this may require changes in the underlying assets that incur transaction costs. The purpose of the buy/sell spread is to ensure that only those investors transacting in a Fund's units at a particular time bear the Fund's costs of buying and selling the Fund's assets as a consequence of their transaction.

The buy/sell spread is an additional cost but, as it is included in the unit price, it is not charged to you separately. The combined buy and sell spread is the difference between the entry price and the exit price of the units. The buy/sell spread is determined by the Responsible Entity to take into account the costs incurred when buying and selling the underlying securities in the Fund such as brokerage and stamp duty (if applicable). As at the date of this PDS, the estimated buy/sell spread added on buying or deducted on selling is +0.00% / -0.00% of the unit price. For example, assuming the Fund's unit price is $1, an application of $50,000 in the Fund will cost the investor $0, and a withdrawal of $50,000 from the Fund will cost the investor $0.

From time to time, we may vary the buy/sell spread. Any revised spread will be applied uniformly to transacting investors while that spread applies. In circumstances where the Responsible Entity determines that unitholders of the Fund are not being treated equitably (for example, withdrawals in stressed and dislocated markets), the buy/sell spread may be higher than our estimate.

The Responsible Entity has discretion to waive or reduce the buy/sell spread where the Fund incurs no costs, or reduced costs. Investors will be provided with notification of any changes to the buy/sell spread via Plato's website at www.plato.com.au.

Total transactional and operational costs

Transactional and operational costs associated with dealing with the Fund's assets will be recovered from the Fund. Transactional and operational costs, other than any buy/sell spread, may include brokerage, settlement fees, clearing costs and applicable stamp duty, when underlying assets are bought or sold. In accordance with the Corporations Regulations, an estimate of transactional and operational costs for the Fund is provided below. These estimated costs are an estimate for the costs of a similar strategy managed by the Investment manager for the previous financial year.

In accordance with the Corporations Regulations, we have provided an estimate of net transactional and operational costs in respect of the previous financial year for the Fund and the Underlying Fund.

	Total transactional and operational costs (per annum)	Recovery through buy/sell spread (per annum)	Net transactional and operational costs (per annum)	For every $50,000 you have in a Fund you will likely incur approximately:
Fund	0.00%	(0.00%)	0.00%	
Underlying Fund	1.00%	(0.00%)	1.00%	
Total	**1.00%**	**(0.00%)**	**1.00%**	**$500**

The Responsible Entity, as at the date of this PDS, reasonably estimates that the net transactional and operational costs of the Fund for the current financial year (adjusted to reflect a 12-month period), will be approximately 1.00% p.a. of the Fund's NAV or $500 for every $50,000 you have in the Fund. These net transactional and operational costs represent estimated total transactional and operational costs (to the extent they can be estimated) of 1.00% p.a. minus the estimated transaction costs recovered through the

Fund's combined buy and sell spreads. These net transactional and operational costs are borne by the Fund. These costs are in addition to the management costs set out above.

The actual transactional and operational costs payable (if any) will depend on the investments of the Fund and the transactional and operational costs estimate provided may not be a reliable indicator of future transactional and operational costs of the Fund.

Transactional and operational costs are paid out of the assets of the Fund and are not paid to Plato.

Securities borrowing costs

The securities borrowing costs are paid to the securities lender out of the Fund's assets. The securities borrowing costs are calculated each day based on the value of the short positions held by the Fund.

The percentage of NAV that may be held in short positions for the Fund is limited to 2.5. It is reasonably expected that 200% of the NAV may be held short at a borrowing rate of 0.30% per annum. Therefore, the securities borrowing costs that may be paid by the Fund is estimated to be $300 on a $50,000 holding (0.60% per annum). However, short positions and borrowing rates may vary over time.

Incidental fees and costs

Standard government fees, duties and bank charges may also apply to your investments and withdrawals, including dishonour fees and conversion costs.

Adviser commissions

We do not pay commissions to financial advisers.

Fees for indirect investors (additional master trust or wrap account fees)

Indirect investors must also refer to the fees and costs payable for the IDPS, master trust or wrap account they are investing through. The IDPS operator will be the registered holder of the units and may charge you fees that are different or in addition to the Fund's fees detailed in this section. You should refer to the offer document for the relevant IDPS, master trust or wrap account for more information.

Differential fee arrangements

The management costs of the Fund may be negotiated with persons who qualify as wholesale clients within the meaning of the Corporations Act, such as sophisticated or professional investors. In negotiating such fees, we will take into consideration our obligations under the Corporations Act. Such arrangements will be by individual negotiation and will be disclosed separately to relevant clients. Please contact us on 1300 010 311 for further details.

Changes to fees and other costs

We reserve the right to change fees and other costs, subject to any limitations under the Fund constitution and applicable law. We will give investors 30 days' notice prior to increase in any fees.

The Investment Manager pays costs out of the management fees received. The Fund constitution provides for various fees, specifically an application fee and withdrawal fee which we do not currently recover from the Fund.

For more information on fees and costs

If you would like to better understand how our fee structure may impact your investment in the Fund, we recommend that you speak to your financial adviser or visit the ASIC website at www.moneysmart.gov.au where a fee calculator is available to help you compare the fees of different managed investment products.

11. Taxation

WARNING: Investing in a registered managed investment scheme may have tax consequences. You are strongly advised to seek professional tax advice.

The taxation implications of investing in the Fund can be complex and depend on a number of factors, including whether you are a resident or non-resident of Australia for taxation purposes and whether you hold the units on capital account or revenue account.

The following tax comments have been prepared on the assumption that:

- the investor holds the units on capital account as a long-term investment;
- the Fund qualifies as an attribution managed investment trust ('AMIT') within the meaning of Section 276-10 of the Income Tax Assessment Act 1997 and the Responsible Entity of the Fund elects to apply the AMIT regime to the Fund; and
- the Fund has made an irrevocable "capital election"' to apply the Capital Gains Tax ('CGT') provisions pursuant to Section 275-115 of the Income Tax Assessment Act 1997.

Income of the Fund

The Fund has been established as an Australian resident unit trust. In accordance with the AMIT provisions, the Fund is required to determine its taxable income for the financial year. The Fund then attributes amounts of taxable income, exempt income, non-assessable non-exempt income, tax offsets and credits (referred to as "characters") to investors on a fair and reasonable basis in accordance with their interests. Investors will be provided with an AMIT Member Annual ("AMMA") Statement for tax purposes after 30 June each year to assist the investor in determining their tax position. The AMMA Statement will advise all amounts attributed to an investor by the Fund for inclusion in their income tax returns. The AMMA statements will also advise the character of the income, and any cost-base adjustments. Generally, no Australian income tax will be payable by the Responsible Entity of the Fund where investors are attributed with all taxable characters of the Fund each year.

The Fund's investments and activities are likely to give rise to income, dividends, capital gains and losses. Further detail in respect of the Australian tax treatment of these income/gains and losses at the Fund level is provided below.

In normal circumstances, you should expect the Fund to derive income and/or capital gains each year.

Franking credits

The Fund may derive franking credits from the receipt of franked dividends. These franking credits will be attributed to investors if certain conditions are met. One of these conditions is that the 45-day holding period rule has been satisfied by the Fund.

Tax losses

In the case where the Fund makes a loss for tax purposes, the Fund cannot distribute the loss to investors. However, subject to the Fund meeting certain conditions, the Fund may be able to take into account the losses in subsequent years.

Taxation of Financial Arrangements (TOFA) rules

Financial arrangements directly held by the Fund (for example debt securities and hedging arrangements) may be subject to the TOFA rules. Under the TOFA rules, gains and losses on financial arrangements are generally assessable for tax purposes on an accruals basis (where the gains/losses are sufficiently certain) or realisation basis, unless a specific TOFA elective methodology is adopted. The

TOFA rules will also treat relevant gains and losses in relation to financial arrangements as being on revenue account.

Taxation of Australian resident investors

Investors are generally subject to tax on their share of the taxable characters attributed to them by the Fund each year. Investors are treated as having derived their share of the taxable characters of the Fund directly on a flow through basis.

The way in which investors are taxed will depend on the underlying nature of each character they receive (for example, franked dividends to which franking credits may attach, capital gains, foreign income to which foreign income tax offsets may attach, or interest income).

The AMMA Statement, provided to investors after 30 June each year, will outline the amounts attributed to you by the Fund and the nature of those amounts (i.e. the characters of the total amount attributed), including any foreign income tax offsets and franking credit entitlements.

Capital gains

To the extent that an investor is attributed with characters of a capital gain nature, investors will include the capital gain in their net capital gain calculation. Certain investors may be entitled to apply the relevant Capital Gains Tax ('CGT') discount to work out the net capital gain to include in their assessable income (refer further comments below).

Franking credits

If franking credits are attributed to investors by the Fund, investors must include the franked dividend income and franking credits in their assessable income.

Certain requirements, including the 45-day holding period rule, may need to be satisfied in order to obtain franking credits in relation to dividends. The investor's particular circumstances will be relevant to determine whether the investor is entitled to any franking credits, in respect of franked dividends. A tax offset equal to the franking credits will be applied against the tax otherwise payable by investors on their total assessable income, subject to the investor satisfying specific conditions. Corporate investors may be entitled to convert any excess franking credits into tax losses. Certain other investors may obtain a refund of any excess franking credits.

Under and overstatements of taxable income

If the Responsible Entity discovers understatements or overstatements of taxable income and tax offsets in prior years, the Responsible Entity has the ability under the AMIT regime to deal with these understatements and overstatements in the financial year in which they are discovered or to carry these forward to be dealt with in a future income year. That is, the distribution statements in the discovery year (or future year) may be adjusted to take into account these understatements or overstatements from a prior financial year, rather than re-issuing amended distribution statements for the prior financial year to which the understatements or overstatements relate to.

The amount of attributed income from the Fund which the investor is required to include in their assessable income may be different to the cash distributions received by an investor in respect of their units. This is because the distributions received on the units is determined by reference to the returns received in respect of the Fund, whereas the attributable income of the Fund is determined by reference to the overall tax position of that Fund.

An investor may be required to make, in certain circumstances, both upward and downward adjustments to the cost or cost base of their unit holdings, where there is a difference between the cash amount distributed by the Fund and the taxable characters attributed by the Fund to investors for any income year.

If the amount of cash received exceeds the taxable characters attributed by the Fund, the cost or cost base of the investor's units in the Fund should be reduced by the excess amount. This results in either an increased capital gain, or a reduced capital loss, upon the subsequent disposal of the investor's units in the Fund. Should the cost base be reduced to below zero, the amount in excess of the cost base should be treated as a capital gain that is to be included in the investor's assessable income.

Conversely, where the cash amount received falls short of the taxable characters attributed by the Fund during a financial year, the cost or cost base of the investor's units in the Fund should be increased by the shortfall amount.

Foreign Source Income and Foreign Income Tax Offset (FITO)

The Fund is expected to predominantly derive foreign source income that might be subject to tax overseas, for example withholding tax and/or foreign income tax. Australian resident investors may be entitled to a foreign income tax offset for foreign tax paid by the Fund in respect of the foreign income received by the Fund. Australian resident investors should include in their assessable income the gross amount of foreign income (i.e. inclusive of any foreign income tax offset) attributed to them by the Fund.

To the extent investors do not have sufficient overall foreign source income to utilise all of the FITOs relevant to a particular year of income, the excess FITOs cannot be carried forward to a future income year.

In the event the Pinnacle ICAV is considered a CFC, for the purposes of calculating any attributable income, a notional deduction is able to be applied for foreign income tax or withholding tax that has been paid by the CFC. As such, the Fund is effectively entitled to a deduction for its share of foreign income tax or withholding tax paid on an amount included in the CFC's attributed income calculation.

Furthermore, on redemption by the Fund, to the extent there has been CFC income attributed to the Fund, the assessable proceeds that the Fund receives will be reduced by the previously attributed CFC income amount.

Withdrawals from the Fund and disposal of units

Withdrawal or disposal of a unit in the Fund is the disposal or cancellation of a CGT asset by an investor and a CGT event for tax purposes. To the extent that the proceeds exceed the cost base on the unit, you will make a capital gain. However, if the proceeds are less than your reduced cost base, you will make a capital loss. Generally, a capital loss can only be used to offset against capital gains derived in the current or a future tax year.

An individual, trust or complying superannuation entity or a life insurance company that holds their units as a complying superannuation/FHSA asset may be able to claim the benefit of the CGT discount if they have held the units for over 12 months. A corporate investor cannot claim the benefit of the CGT discount. Gains and losses realised by an investor who holds their units on revenue account will be taxable as ordinary income or an allowable deduction, as the case may be, and will not qualify for the CGT discount.

It is important to highlight that on 8 May 2018 the Australian Government announced an integrity measure to prevent Managed Investment Trusts (MITs) and AMITs from applying the CGT discount at the trust level. As part of the Mid-Year Economic and Fiscal Outlook 2018-2019, the Government revised the proposed start date for this regime to apply from 1 July 2020. It is noted that at the present date, legislation to introduce this new measure has not yet been released. In this regard, it is recommended that any investors which are MITs or AMITs seek independent professional taxation advice in relation to the status of this proposed measure before investing in the Fund.

Non-resident individual unitholders

The above taxation summary is only for investors who are residents of Australia for tax purposes. The tax treatment of non-resident investors in the Fund depends on the investor's particular circumstances and the provisions of the relevant Double Tax Agreement between Australia and the country of residence. It is important that non-resident investors seek independent professional taxation advice before investing in the Fund.

The Fund may be required to withhold tax on part, or all, of the distributions made to non-resident investors.

Goods and Services Tax ('GST')

Unless otherwise stated, the fees quoted in this PDS are inclusive of the net effect of GST and Reduced Input Tax Credits ('RITC').

Tax File Numbers and Australian Business Numbers

You are not required to quote your Tax File Number ('TFN') or, if you have one, an Australian Business Number ('ABN')[1] or claim an exemption from providing a TFN.

However, if a TFN or ABN is not provided, or an exemption is not claimed, we are required by law to withhold tax from distributions at the top marginal tax rate plus the Medicare Levy. If you are making this investment on behalf of a business or enterprise you carry on, you may quote your ABN instead of a TFN.

Tax reforms

The expected tax implications of investing in the Fund may change as a result of changes in the taxation laws and interpretation of them by the Courts and/or the Australian Tax Office.

It is recommended that investors obtain independent taxation advice that takes into account your specific circumstances regarding investing in the Fund and the potential application of any changes in the tax law.

Foreign Account Tax Compliance Act ('FATCA') and OECD Common Reporting Standard ('CRS')

Tax evasion is a global problem and international cooperation and sharing of high quality, predictable information between revenue authorities will help them ensure compliance with local tax laws. FATCA was enacted by the United States (U.S.) Congress to improve compliance with U.S. tax laws by imposing due diligence and reporting obligations on foreign financial institutions, notably the obligation to report U.S. citizen or U.S. tax-resident account holders to the U.S. Internal Revenue Service ('IRS').

Similar to FATCA, the CRS for the automatic exchange of information, is a single global standard for the collection and reporting to tax authorities of information by financial institutions on non-Australian residents.

Accordingly, we may request certain information about yourself (for individual investors) or your controlling persons (where you are an entity) in order for the Fund to comply with its FATCA or CRS obligations. In the event that the Fund suffers any amount of withholding tax (including FATCA withholding tax) and/or penalties, neither the Fund nor the Responsible Entity acting on behalf of the Fund, will be required to compensate you for any such tax, except in exceptional circumstances.

[1] Under AML/CTF law, disclosure of an ABN is required for those individual investors who are a sole trader.

12. Privacy

When investors apply to invest in the Fund, they acknowledge and agree that:

a) they are required to provide the Responsible Entity with certain personal information to facilitate their application; and
b) the Responsible Entity may be required to disclose their information to:
    i. third parties carrying out functions on behalf of the Responsible Entity on a confidential basis;
    ii. third parties if that disclosure is required by or to the extent permitted by law;
    iii. related entities to the Responsible Entity, whether in Australia or any overseas jurisdiction; and,
    iv. government or regulatory bodies (such as the Australian Taxation Office) when required by law.

If you have nominated an authorised representative or financial adviser for your investment, we may also provide information to them on their request.

All personal information will be collected, used and stored by the Responsible Entity in accordance with our Privacy Policy, a copy of which is available on request. We will use your information for the purpose of marketing products issued by us and our related entities. To ensure that the personal information we retain about you is accurate, complete and up to date, please contact us, if any of your details change. You can unsubscribe from marketing communications from us at any time by contacting us.

If you choose not to disclose requested personal information, we may not be able to process your application or tell you about other investment opportunities.

Collecting and using your information

We will only collect personal information that is reasonably necessary for one or more of our functions or required or authorised by law. Generally, this means we collect information for the following purposes:

- to process your application;
- to administer your investment and provide you with reports;
- to monitor and improve the quality of service provided to you; and
- to comply with regulatory or legal requirements, including the Corporations Act, the Proceeds of Crime Act, the Financial Transaction Reports Act, the AML/CTF Law, FATCA and OECD Common Reporting Standard.

We also ask you for some personal details so that we, and our related companies, can keep in touch with you and tell you on an ongoing basis about our other products and services that could be useful to you. We may do this by telephone, electronic messages (e.g. email) and other means. Please contact us if you do not wish your details to be used for marketing purposes.

We may gather information about you from a third party. These include credit agencies, financial advisers, fund managers or intermediaries and spouses. We may also collect details of your interactions with us and our products and services (including from our records of any telephone and email interactions).

If you provide someone else's personal information to us, you must ensure that they first agree on the basis of this privacy section.

Accessing and correcting your details

You can access, correct or update any personal information we hold about you, subject to some exceptions allowed by law, by contacting 1300 010 311. We may charge a reasonable fee for access to your personal information.

What happens if you don't provide information

If, for any reason, you don't provide all necessary information this may have implications for your account. For example:

- we may not be able to action transaction requests (additional application or withdrawal requests) until all required information has been provided;
- we may need to notify the Australian Tax Office or international tax offices, or apply the highest marginal tax rate to any payments made to your accounts; or
- other possible consequences.

Disclosing your information

We may exchange your personal information with your adviser, authorised representative, Power of Attorney and any other third parties if you request or provide consent to us. In addition, we may exchange personal information about you in the following circumstances:

- you consent to the disclosure;
- such disclosure is to your joint investor (if any);
- such disclosure is to companies that provide services to us, to our related bodies corporate (as defined in the Corporations Act), to the Fund, or on our behalf (and our related bodies corporate may also exchange personal information with these companies) - for example administration, custody, investment management, technology, identity verification, auditing, registry, mailing or printing services. These service providers may be located outside Australia (for example in Canada, Malaysia, Luxembourg, Hong Kong, the United Kingdom or elsewhere), where your personal information may not receive the same level of protection as that afforded under Australian law;
- where required or authorised by law, which may include disclosures to the Australian Taxation Office and other Government or regulatory bodies; or
- such disclosure is to organisations related to us such as Pinnacle Investment Management Limited and its related bodies corporate, whether in Australia or any overseas jurisdiction.

13. Investment by New Zealand investors

WARNING: Issues to NZ investors.

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

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

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

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

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

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

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

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars.

The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

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

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

14. Additional Information

Consents

Plato and RBC have consented to be named in this PDS in the form and context in which it is named and, as at the date of this PDS, have not withdrawn their consent. Plato consents to the inclusion of statements about its investment strategy statements about the extent to which it takes labour standards and environmental, social and ethical considerations into account in making investment decisions, information about its investment team, and statements about when Plato will effect short selling, leverage or derivatives strategies (where relevant). Plato and RBC have not authorised or caused the issue of any part of this PDS and takes no responsibility for any part of this PDS other than the inclusion of the statements referred to above.

Appointment of authorised representative

A person appointed as your authorised representative is authorised by you to:

- apply for units in the Fund and sign all documents necessary for this purpose;
- make requests to redeem all or some of your units (Note: withdrawals processed as directed by the authorised representative fully discharges our withdrawal obligations to you); and
- make written requests for information regarding your units.

The Responsible Entity may act on the sole instructions of the authorised representative until the Responsible Entity is notified that the appointment of the authorised representative is terminated.

You can cancel your appointment of the authorised representative by giving the Responsible Entity 14 days prior notice. Termination of an appointment does not prejudice the following statement. By appointing an authorised representative, you agree to release, discharge and indemnify the Responsible Entity from and against any loss, expense, action, claims or other liability which may be suffered by you or brought against the Responsible Entity for any actions or omissions by you or your authorised representative, whether authorised or not by you or your authorised representative. Any request for information by an authorised representative will be responded to in writing only. Such written responses will be sent to the authorised representative’s email/fax/residential address nominated on the Authorised Representative Form.

If an authorised representative is a partnership or a company, any one of the partners or any director of the company is each individually deemed to have the powers of the authorised representative. It is sufficient for the Responsible Entity to show that it had reasonable grounds for belief that an action was taken or a request given by or for an authorised representative, when determining whether an action or request was taken or given by the authorised representative.

Indirect investors

Investors and prospective investors may also access the Fund indirectly. This PDS has been authorised for use by operators through an Investor Directed Portfolio Service (‘IDPS’) or master trust. An IDPS is an investment and reporting service offered by an operator. People who invest through an IDPS, master trust or wrap account are indirect investors. Such indirect investors do not acquire the rights of a unit holder of the Fund. Rather, it is the operator or custodian of the IDPS or master trust that acquires those rights. Therefore, indirect investors do not receive income distributions or reports directly from us, do not have the right to attend meetings of unit holders and do not have cooling off rights. Indirect investors should not complete the Fund’s application form. The rights of indirect investors are set out in the disclosure document for the IDPS or master trust. If you are investing through an IDPS or a master trust, enquiries should be made directly to the IDPS operator or the trustee of the master trust.

All changes to an account for an indirect investor, including but not limited to the switches, changes of details, additional investment and redemption requests must be processed through the IDPS, master trust or wrap account provider.

15. Defined terms

Term	Definition
ABN	Australian Business Number.
Administrator	the appointed administrator of the Fund is RBC Investor Services Trust.
AFSL	an Australian financial services licence issued by ASIC.
AMIT	attribution managed investment trust.
AML/CTF Law	our obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) and associated rules and regulations.
Application Form	the application form for the Fund.
ASIC	Australian Securities & Investments Commission.
Business Day	a day which is not a Saturday, Sunday or public holiday in New South Wales, Australia.
Buy/Sell Spread	the difference between the entry and exit price for a Fund, relating to transaction costs. It is a set, average percentage amount paid by investors when they transact.
CGT	Capital Gains Tax.
Corporations Act	the Corporations Act 2001 (Cth) and Corporations Regulations 2001.
CRS	OECD Common Reporting Standards.
Custodian	the appointed custodian of the Fund is RBC Investor Services Trust.
FATCA	Foreign Account Tax Compliance Act.
Fund	Plato Global Market Neutral Fund ARSN 629 617 607.
Fund Forms	the Plato Fund Forms which incorporates all the necessary forms required for changing your details, applying to, or redeeming from Plato Funds.
Gross Asset Value (GAV)	the market value of a Fund's assets determined in accordance with the constitution and applicable accounting standards.
Illiquid	that a Fund has liquid assets that amount to less than 80% of the Fund's assets having regard to Section 601KA of the Corporations Act.
Initial investment	an Investor's initial investment which requires the opening of a new Fund account.
Investment Manager	Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616.
Investor Directed Portfolio Service ('IDPS')	or IDPS-like scheme or a nominee or custody service (collectively referred to as master trusts or wrap accounts), refers to a service that allows a person to access the Fund indirectly.
Liquid	that a Fund has liquid assets that amount to at least 80% of the Fund's assets having regard to Section 601KA of the Corporations Act.
Net Asset Value (NAV)	the total value of the Fund's underlying investment portfolio, less any fees, charges, expenses and other liabilities accrued by the Fund, but excludes unitholder liabilities.
PDS	Product Disclosure Statement for the Fund.
Personal Information	information or an opinion (including information or an opinion forming part of a database) whether true or not, and whether recorded in a material form or not, about an individual whose identity is apparent, or can reasonably be ascertained, from the information or opinion, which is collected or held by Pinnacle.
Pinnacle Fund Services Limited	Pinnacle Fund Services Limited ABN 29 082 494 362.
Plato	Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616.

Term	Definition
Related Body Corporate	as that term is define in Section 9 of the Corporations Act.
Relevant Law	any requirement of the Corporations Act, the Australian Securities and Investments Commission Act 2001 (Cth), the Superannuation Industry (Supervision) Act 1993 (Cth), the Income Tax Assessment Act 1936 (Cth), the Income Tax Assessment Act 1997 (Cth), the Superannuation Prudential Standards issues by APRA from time to time, the Anti-Money Laundering and Counter Terrorism Financing Act 2006 (Cth) and any other present or future law of the Commonwealth of Australia or any State or Territory with which the Responsible Entity, Plato, or the governing rules of the Fund must satisfy in order: 1. to secure imposition at a concessional rate of any income tax which, in the opinion of the Responsible Entity, is or may become payable in connection with the Fund; or, 2. for the Responsible Entity or Plato to avoid a relevant penalty, detriment or disadvantage.
Responsible Entity	Pinnacle Fund Services Limited ABN 29 082 494 362.
RITC	Reduced Input Tax Credits.
TFN	Tax File Number.
The US Securities Act	US Securities Act of 1933, as amended.
Unit Pricing Policy	a compliant policy adopted by the Responsible Entity for unit pricing discretions it uses in relation to the Fund.
US Persons	U.S. Person, as defined in Regulation S of the U.S. Securities Act 1933, include: • any natural person resident in the United States; • any partnership or corporation organised or incorporated under the laws of the United States; • any estate of which any executor or administrator is a US Person; • any trust of which any trustee is a US Person; • any agency or branch of a foreign entity located in the United States; • any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person; • any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated, or (if an individual) resident in the United States; or • any partnership or corporation if organised or incorporated under the laws of any foreign jurisdiction and formed by a US person principally for the purpose of investing in securities not registered under the US Securities Act of 1933, as amended ('the Act'), unless it is organised or incorporated, and owned, by accredited investors (as defined in Rule 501(a) of Regulation D under the Act) who are not natural persons, estates or trusts.
Withdrawal Request	the form that must be completed when making a withdrawal of your investment from the Fund.