

OTHER MATERIAL INFORMATION

MINT ASSET MANAGEMENT FUNDS

DATED: 10 DECEMBER 2018

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1 GENERAL

- 1.1 This document (**Document**) provides material information relating to the offer of units in the Mint Asset Management Funds that is not contained in the Product Disclosure Statement (**PDS**). This Document has been prepared to meet the requirements of section 57(1)(b)(ii) of the Financial Markets Conduct Act 2013 (**FMCA**) and clause 52 of Schedule 4 of the Financial Markets Conduct Regulations 2014. All legislation referred to in this Document can be viewed at www.legislation.govt.nz.
- 1.2 In this Document, **you** or **your** refers to a person or entity that invests in a Fund. **Mint, we, us, our** or **Manager** refers to Mint Asset Management Limited as the manager of each Fund.
- 1.3 A PDS for the offer of Units in the Funds is also available and can be found on the Disclose website at www.business.govt.nz/disclose. If you are a **retail investor** under the FMCA you must be given a copy of the PDS before we can accept your application for Units.

2 FUNDS

- 2.1 This Document relates to the offer of Units in the following Funds:

Fund	Date the Fund started	Registered Number
Mint Australia New Zealand Active Equity Trust (Retail)	9 February 2007	FND900
Mint Australia New Zealand Real Estate Investment Trust (Retail)	24 October 2007	FND930
Mint Diversified Income Fund	30 July 2014	FND950
Mint Diversified Growth Fund	4 October 2018	FND12527

- 2.2 Each Fund is constituted within a registered managed investment scheme called the **Mint Asset Management Funds**, registered scheme number SCH10787 (**Scheme**). The Scheme is governed by a trust deed between the Manager and Public Trust dated 6 September 2016 as amended from time to time (**Trust Deed**), amended and restated Establishment Deeds dated 13 September 2013 for the Mint Australia New Zealand Active Equity Trust (Retail) and the Mint Australia New Zealand Real Estate Investment Trust (Retail), an amended and restated Establishment Deed dated 6 November 2018 for the Mint Diversified Income Fund and an Establishment Deed dated 4 October 2018 for the Mint Diversified Growth Fund (together, Establishment Deeds). Each Fund is invested in accordance with the statement of investment policy and objectives (**SIPO**) dated 10 December 2018. You can get an

electronic copy of the Trust Deed, Establishment Deeds and SIPO from the scheme register on the Disclose website www.business.govt.nz/disclose.

3 MANAGER

Function

3.1 Mint Asset Management Limited is the manager of the Funds. We are responsible for:

- 3.1.1 offering the Units in each Fund;
- 3.1.2 issuing the Units in each Fund;
- 3.1.3 managing the scheme property and investments of each Fund; and
- 3.1.4 administering each Fund.

Directors

3.2 As at the date of this Document, our directors are:

Rebecca Eele

Rebecca founded Mint in 2006. She has a strong pedigree in funds management, with a career spanning 30 years, both in New Zealand and offshore.

Her previous executive positions include Managing Director and Chief Investment Officer of Johnson Fry, a London-based funds management firm, acquired by Legg Mason, where she went on to hold the position of Group Chief Executive Officer. On moving to New Zealand she became Chief Investment Officer for ING (NZ) Limited.

Rebecca has been a Director and Chair of the Audit and Finance Risk Committee (AFRC) of KiwiRail Holding Limited and an Associate member and AFRC Chair on the Board of the Financial Markets Authority from 2011 to 2016. She has also held several non-executive directorships for investment and property trusts, including Pathfinder Development Companies and LMI European Utilities Investment Trust Plc.

Rebecca is a member of the Institute of Directors of both New Zealand and London, as well as a member of the Securities and Investment Institute of London. She has completed examinations for the UK Institute of Investment Management and Research and the London Stock Exchange.

As CEO, Rebecca is responsible for the management of Mint, working closely with the executive team and Board to achieve the vision that drove her to establish the firm and continues to drive it forward.

Simon Haworth

Simon has more than 19 years' experience in the financial sector. Prior to working at Mint, Simon was based in London. The majority of his experience was gained at Aurum Funds Ltd, a Fund of Hedge Funds, and Henderson Global Investors where he worked on both the Equity and Fixed Income desks.

Simon holds a Bachelor of Arts and a Bachelor of Commerce from the University of Otago.

At Mint, Simon's role is to manage the operational requirements including portfolio analysis, portfolio compliance, record keeping and third party relationships.

Brett Sutton

Brett is an independent Director, appointed in 2015. He is the Chair of the Audit, Risk and Compliance Committee. An experienced investor, he has an extensive background in private capital markets.

Brett previously held senior executive positions at the New Zealand Superannuation Fund where he was the Head of Direct Investments, and Todd Capital Limited where he managed a portfolio of strategic equity investments.

Brett is the Chair of the Stevenson Group Limited, and a Trustee/Director of Medical Assurance Society Group.

Mark Todd

Mark is an independent Director at Mint and is the Chairman of the Board where he brings a wealth of knowledge and a blend of governance, business and legal expertise.

During a 15 year tenure as a legal partner at Bell Gully, Mark became one of New Zealand's leading funds management lawyers with a particular emphasis on regulatory matters. Since leaving Bell Gully in 2012 he has co-founded successful professional services business AML Solutions, and has been appointed to the Board of the Financial Markets Authority (FMA).

Mark has undertaken a number of governance roles covering public sector, NZX listed and private entities. He is also currently Customer Advocate at Westpac New Zealand.

Carlie Eve

Carlie has over 23 years experience in the financial sector focusing primarily on equity research and analysis, and portfolio management. She gained the majority of her earlier equity experience with Goldman Sachs JBWere in Auckland, where she held both research and investment banking roles.

Prior to joining Mint, Carlie was a member of the executive team at Kiwi Property Group (New Zealand's largest listed property entity), where she was responsible for

investor relations and communication as well as providing strategic input into a number of Kiwi's corporate projects.

Carlie holds a Bachelor of Science and Bachelor of Commerce from Auckland University.

At Mint, Carlie manages the trans-Tasman Listed Property portfolio. She is also responsible for the research coverage of Property, Retail, Building and Consumer Sectors.

- 3.3 Each director listed above is also a member of the Audit, Risk and Compliance Committee at Mint and can be contacted at c/o Mint Asset Management Limited, Level 25, 151 Queen Street, Auckland. The directors of the Manager may change from time to time.

4 SUPERVISOR AND CUSTODIANS

Function

- 4.1 Public Trust is the supervisor (**Supervisor**) of the Funds.
- 4.2 As Supervisor, Public Trust has the following functions:
- 4.2.1 Acting on behalf of the Investors in relation to us and any matter connected to the Trust Deed, the offer of Units in the Funds, any contravention or alleged contravention of our obligations as issuer of the Funds, and any contravention or alleged contravention of the FMCA by any other person in connection with the Funds.
- 4.2.2 Supervising the performance of our functions as manager of the Funds, our compliance with our issuer obligations, our financial position and the financial position of each Fund to ascertain that it is adequate.
- 4.2.3 Holding the scheme property of each Fund, or ensuring that scheme property is held, in accordance with the FMCA.
- 4.2.4 Performing or exercising any other functions, powers, and duties conferred or imposed on it as a Supervisor under the FMCA, the Financial Markets Supervisors Act 2011, and the Trust Deed.

Custodian

- 4.3 The Supervisor has delegated the function of holding the scheme property of each Fund to Mint Nominees Limited (**Custodian**), a wholly-owned subsidiary of the Supervisor.

Independence of Supervisor and Custodian

- 4.4 The Supervisor and the Custodian are both independent of us.

Incorporation

- 4.5 The Supervisor is a statutory corporation and Crown entity established and constituted in New Zealand on 1 March 2002 under the Public Trust Act 2001.

4.6 The Custodian is a company and was incorporated in New Zealand on 18 December 2006 under the Companies Act 1993 with company number 1893819.

Board Members

4.7 At the date of this Document, the members of the Supervisor's board are:

- Ian Fitzgerald (Chairperson);
- Fiona Ann Oliver;
- Bevan Killick;
- Graham Naylor; and
- John Duncan.

4.8 The members of the Supervisor's board may change from time to time.

Supervisor's licence

4.9 The Supervisor is licenced under the Financial Markets Supervisor Act 2011. Full details of the current licence can be found on www.fma.govt.nz/compliance/licensed-providers/public-trust/

5 REGISTRAR, AUDITOR AND OTHER ADVISERS

Registrar

5.1 We have appointed MMC Limited to act as registrar and to provide other administration services in relation to the Scheme and each of the Funds.

Auditor

5.2 PricewaterhouseCoopers has been appointed as auditor. The financial statements for the Funds can be viewed on the Disclose website at www.business.govt.nz/disclose.

Other Advisers

5.3 For legal advice, we utilise both Russell McVeagh and DLA Piper New Zealand.

6 NO GUARANTORS / INDEMNITY

6.1 None of Mint, the Supervisor, the Custodian or any of our respective directors or any other person:

- 6.1.1 guarantees the Units offered in the Funds or any investment or returns made in respect of any Fund.
- 6.1.2 are under any personal liability for the satisfaction of any obligations of the Funds.

- 6.2 Furthermore, Mint and the Supervisor have the benefit of certain limitations of liability and rights to be indemnified and reimbursed out of the assets of the Funds. These matters are set out in the Trust Deed and Establishment Deeds of the Funds.

7 MATERIAL CONTRACTS

Administration Services Agreement

- 7.1 We have entered into an administration services agreement dated 23 May 2016 with MMC Limited (**Services Agreement**). MMC Limited provides fund accounting and registry services for the Funds. This includes asset valuations, unit pricing, reconciliation of assets, trade matching, and the preparation of financial statements.
- 7.2 The Services Agreement lays out, amongst other things, the standards and services supplied, reporting requirements, policies and procedures, customer confidentiality, record keeping and business continuity.
- 7.3 Under the Services Agreement, MMC Limited is indemnified against any cost, loss, expense and liability that they directly suffer or incur as a result of entering into or incurring any obligation or liability in the proper performance of its powers or obligations, except to the extent that such cost, loss, expense or liability was caused or contributed to (whether directly or indirectly) by the fraud, negligence or default of MMC Limited or of its directors, officers, employees or agents. The Services Agreement also contains certain provisions limiting MMC Limited's liability and requiring MMC Limited to maintain insurance covers.
- 7.4 We may terminate the Services Agreement with MMC Limited with immediate effect if:
- 7.4.1 they become insolvent; or
 - 7.4.2 they cease to carry on business; or
 - 7.4.3 they have breached the Services Agreement and that breach has not been rectified within 14 Business Days; or
 - 7.4.4 any representation or warranty under the Services Agreement is, or becomes, untrue; or
 - 7.4.5 they cease to carry out a service outlined in the Services Agreement; or
 - 7.4.6 they materially breach the Services Agreement or repeatedly fail to perform their obligations under the agreement; or
 - 7.4.7 any circumstances occur that in our opinion, materially prejudices or is likely to materially prejudice the financial viability of MMC Limited.

8 RISK FACTORS

Risk Factors Overview

- 8.1 In addition to the risks set out in the PDS, there are other risks, which we have described below, that could affect the value of your investment. Investors should be aware that whilst we have endeavoured to highlight the major risks of investing in the Funds, not all risks have been described and new or unknown risks may arise in the future. Investors should seek professional advice from a financial adviser to gain further information as to the nature and extent of the risks involved.

Other risks

- 8.2 Other risks associated with investing in the Funds may include the following:
- 8.2.1 **Liquidity Risk:** There is a risk that a Fund may not be able to generate sufficient cash to settle its obligations as they fall due. The New Zealand market lacks depth meaning liquidity can be a factor, especially in falling markets which can negatively impact a Fund. Our investment process penalises companies with a low liquidity to minimise this risk.
 - 8.2.2 **Counterparty Risk:** This occurs where a counterparty fails to deliver on its contractual obligations. In the case of the Mint Diversified Income Fund this includes the risk an issuer of a bond defaults on its obligations. We monitor the credit ratings of our counterparties to minimise this risk.
 - 8.2.3 **PIE Tax Status:** Returns to Investors can be impacted by changes in tax law. The Funds (and the wholesale funds in which they invest) are PIEs. If a Fund loses its PIE status, the Fund would be taxed as a company rather than under the PIE regime and Investors would be taxed accordingly.
 - 8.2.4 **Derivatives:** Derivatives are financial instruments where the value of the transaction is derived from the movements of an underlying financial instrument or combination of financial instruments. While derivatives can reduce risk and enhance returns, the movements in the price of the underlying financial instrument(s) can make investment values and returns more volatile compared to a fund with no derivative exposure. At Mint, derivatives are generally used as a tool for managing risk and for providing greater economic efficiency.
 - 8.2.5 **Regulatory Risk:** There is a risk that a change in laws and regulation will have a material impact on Mint and the management of the Funds which could impact your investment.