

Pathfinder Managed Investment Scheme

Other Material Information

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This document contains additional information about the Pathfinder Managed Investment Scheme (**Scheme**) to help you make your investment decision. Accordingly, it should be read alongside the Product Disclosure Statement (**PDS**) for the Scheme.

Version 2

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1. General information

Purpose of this document: This Other Material Information document (**Document**) contains material information for the Pathfinder Managed Investment Scheme (**Scheme**) that is not contained in the Product Disclosure Statement (**PDS**). It should be read together with the PDS. The PDS relates to the offer of units in each of the following funds (**Funds**):

<i>Fund</i>	<i>Establishment Date</i>
Pathfinder Commodity Plus Fund	1 April 2009
Pathfinder Global Water Fund	20 April 2010
Pathfinder World Equity Fund	7 October 2011
Pathfinder Global Property Fund	30 June 2015
Pathfinder Global Responsibility Fund	24 August 2017

Viewing the PDS: The PDS and other information about the Scheme and each Fund can be found on the Disclose website (www.business.govt.nz/disclose/).

Some terms we use: In this Document where the words “**us**”, “**we**”, “**our**” or “**Pathfinder**” are used they refer to Pathfinder Asset Management Limited (the manager of the Scheme). Where the words “**you**”, “**your**” or “**investor**” are used they refer to you as an investor in a Fund.

Investing through a custodial service: The PDS and this Document are prepared for investors who invest directly in Fund units. It is also possible to invest indirectly in a Fund through a custodial service. You may be directed to do this by your financial adviser. A custodial service (also known as a “wrap platform”) aggregates holdings of units for investors. If you invest through a custodial service then it is the custodial service (and not you) that we recognise as the investor. The custodial service may specify a minimum investment amount.

SIPO: We manage the Funds in accordance with the Statement of Investment Policy and Objectives (SIPO)

No performance guarantees: Neither Pathfinder (as manager) or Public Trust (as supervisor) guarantees performance of the Funds or any return from an investment in the Funds.

2. Who is involved?

Pathfinder is a boutique fund manager based in Takapuna, Auckland. It was established in 2009 and continues to be majority owned by its co-founders (John Berry and Paul Brownsey). We provide investment management services for the Scheme’s five funds. Information about each of our four directors is set out below:

<i>Samford (Sandy) Maier, Auckland</i>	
Role at Pathfinder	Independent Director and Chairman (since 2009) Member of the Pathfinder Audit Committee
Experience	Sandy worked in international commercial and investment banking with Citicorp/Citibank for 15 years (from 1975 to 1990). He held management positions in the Caribbean, South America and Australasia (including as NZ CEO). Since coming to NZ in 1986 he has worked with a range of companies from high growth start-ups to problem situations and turnarounds. Sandy provides international management consulting specialising in strategy, finance, human resources and corporate governance. He has also served as chief executive and/or board member of a number of public and private companies in NZ and abroad.

Current appointments:	Sandy is a professional director. He currently sits on a number of corporate group boards.
Past appointments:	Sandy has served on a number of boards including the Bank of New Zealand (1991 to 1992), Mighty River Power Limited (2002 to 2012) and Oyster Bay Marlborough Limited (2008 to 2011). He was the statutory manager of DFC New Zealand Limited (1990 to 1992) and in this role he received a 1990 Commemoration Medal for services to New Zealand. He was Chief Executive Officer of South Canterbury Finance and Southbury Corporation from December 2009 to October 2010. South Canterbury Finance was placed into receivership on 31 August 2010 and in liquidation on 7 June 2012. Southbury Corporation was placed into receivership on 3 November 2010 and in liquidation on 7 June 2012. Sandy has worked with (or held directorships at) other troubled companies and groups which have subsequently undergone some form of restructuring or insolvency (including GEON group, 3Media, Learning Media Limited and the Equitable Group, and various subsidiaries of these).
Qualifications	Sandy has a B.A. from Yale University and a J.D. from Harvard Law School.
Disclosures, including conflicts of interest	Sandy has a small (less than 4%) shareholding in Pathfinder

Catherine Savage, Auckland

Role at Pathfinder	Independent Director (since 2009) Chair of the Pathfinder Audit Committee
Experience	Catherine has been involved in New Zealand funds management and private equity for over 20 years. Catherine was Managing Director of AMP Capital Investors from 2000 to 2007, and was responsible for over \$11 billion under management. Catherine oversaw all activities in New Zealand, including risk management, strategic development and a diverse range of funds (such as equities, fixed interest, property, infrastructure and private equity). Catherine left AMP in 2007 to pursue a range of private equity interests both in New Zealand and offshore.
Current appointments:	She is a director of companies involved in her (and family) private equity interests. Catherine remains active in NZ funds management, finance and investment, including as chair of the Board of the Guardians of the New Zealand Superannuation Fund.
Qualifications	Catherine is a qualified accountant and has a BCA from Victoria University.
Disclosures, including conflicts of interest	None

John Berry, Auckland

Role at Pathfinder	Executive Director (since 2009) Chief Executive Officer Member of the Investment Committee
Experience	John has over 20 years' involvement with investment and finance products. Initially a lawyer, he later worked in banking and capital markets. From 2000-2004 he was Head of European Execution for Deutsche Bank's Structured Capital Markets group. In that role he oversaw the design, execution and management of a range of financial products, and was also responsible for legal, compliance and governance risks. John

	was a director of a number of group companies. After leaving London in 2004 John was a consultant to Deutsche Bank's London, Sydney and Auckland offices.
Current appointments:	He is currently a director of Punakaiki Fund Limited (an investor in early stage growth companies) and is a trustee of the Men's Health Trust New Zealand. John is also a member of the "Code Working Group" appointed by the Ministry of Business, Innovation and Employment to develop a new Code of Conduct for the delivery of financial advice to retail investors.
Qualifications	John has a BCom/LLB(Hons) from Auckland University.
Disclosures, including conflicts of interest	Disclosures for John: <ul style="list-style-type: none"> ▪ co-founded Pathfinder in 2009 and continues to be a significant shareholder ▪ invests in all of Pathfinder's funds ▪ works full time for Pathfinder

Paul Brownsey, Auckland	
Role at Pathfinder	Executive Director (since 2009) Chief Investment Officer Member of the Investment Committee
Experience	Paul has over 20 years' experience in financial markets with extensive structuring, financial modelling and product expertise. Prior to Pathfinder he worked for the Reserve Bank of New Zealand, Salomon Brothers/Citibank (in Singapore, London and Sydney) and with Deutsche Bank (in Auckland). Paul's experience includes trading, selling and structuring various instruments including Government Bonds, Futures, Corporate Securities, Index Swaps, Asset Backed Securities and Structured Products. He was a member of Deutsche Bank's NZ Management Committee from 2003 to 2008.
Current appointments:	Paul is currently a member of the Arthritis New Zealand Investment Committee.
Qualifications	Paul has a B.Sc from Canterbury University majoring in Operations Research.
Disclosures, including conflicts of interest	Disclosures for Paul: <ul style="list-style-type: none"> ▪ co-founded Pathfinder in 2009 and continues to be a significant shareholder ▪ invests in all of Pathfinder's funds ▪ works full time for Pathfinder.

Pathfinder's Investment Committee has three members. The details of Paul Brownsey and John Berry are above (both also directors of Pathfinder). The third member is Kent Fraser and his details are below (Kent is not a director of Pathfinder):

Kent Fraser	
Role at Pathfinder	Member of the Investment Committee (since 2015)
Experience	Kent has over 20 years' experience in financial and corporate services, risk management and capital markets. His finance sector experience includes roles at HSBC Bank (in Shanghai, Seoul and Auckland) as Treasurer, Head of Risk and Head of Interest Rate and Credit Trading. He has also been Assistant Treasurer at Fonterra (2003-2004), Acting Treasurer at Transpower (2011), provided consulting services for PwC (2008-2013) and corporate finance, risk management and governance consulting (2014-2017).

Current appointments:	Kent is currently Treasurer at Heartland Bank.
Qualifications	Kent has a BPA from Auckland University.
Disclosures, including conflicts of interest	None

3. Market indices

We use market indices for the purposes of reporting Fund returns in our fund updates. As at the date of this OMI, market indices are also used to calculate the risk indicator for the Global Responsibility Fund, the Global Property Fund and the World Equity Fund.

We have adopted market indexes developed and maintained by Morningstar for three of our equity funds (the Global Water Fund will continue with its existing market index). We apply currency hedging to market index returns for comparing to Fund returns. More information on each of these is provided below:

Fund	Market index	Currency hedging we apply to the market index	For more information on the market index:
World Equity Fund	Morningstar Global Markets Index	50%	http://corporate1.morningstar.com/us/products/indexes/
Global Water Fund	NASDAQ OMX Global Water Index	50%	https://indexes.nasdaqomx.com/
Global Property Fund	Morningstar Real Estate Sector Index	75%	http://corporate1.morningstar.com/us/products/indexes/
Global Responsibility Fund	Morningstar Developed Markets Index	50%	http://corporate1.morningstar.com/us/products/indexes/

The Commodity Plus Fund uses the Bloomberg Commodity Index as its market index. We apply 100% currency hedging to market index returns for comparing to Fund returns. More information is provided below:

Fund	Market index	Currency hedging applied to market index	For more information on the market index, go to:
Commodity Plus Fund	Bloomberg Commodity Index (BBG)	100%	www.bloombergindices.com/bloomberg-commodity-index-family

4. Material contracts, policies and documents

Below are material documents in relation to the Scheme and the Funds:

Document	Parties	Date	Purpose
Trust Deed	Pathfinder, Public Trust	8 September 2016	Governs the establishment and operation of the Funds. Each Fund is also constituted under a separate establishment deed.
Service Agreement	Pathfinder, MMC Limited	13 September 2016	Appoints MMC Limited as administration manager to perform services for the Funds such as fund accounting, fund valuations, reconciliations and unit pricing.

We are able to make changes to documents in relation to the Scheme and each Fund. We set out below some of the important areas where we can make changes. This is not an exclusive list, but is intended to point out some key terms that can be changed:

Change	Notice we will give you	Restrictions on changes
Fees: introduce new fees or increase existing fees	Two months	There are maximum limits on some fees
Amounts: minimum investment, minimum withdrawal, minimum balance	Not required.	We can change these at any time.
Statement of Investment Policy Objectives (SIPO) terms: such as investment objectives, asset allocation, permitted investments and Fund benchmark	Notice not required.	Consultation required with the Supervisor. Material changes will be noted in our annual report.
Trust deed: changes to terms	Notice may not be required (although some changes require a special resolution of investors).	Consultation required with the Supervisor. Changes will be noted in our annual report.

Our share funds have a socially responsible investment focus. For the Global Water Fund, Global Responsibility Fund and Global Property Fund we have engaged Sustainalytics (a global environmental, social and governance (ESG) and corporate governance research and analysis firm) to assist our research process by:

- identifying company involvement in areas such as controversial weapons, thermal coal and others (based on revenue sources and business activity)
- monitoring and reviewing levels of current “controversy” (ESG related incidents) from company activities
- rating companies on environmental, social and governance criteria

For more information see www.sustainalytics.com. Pathfinder (and not the Funds) has the contractual relationship with Sustainalytics, however their specialist research and ratings are a key input to the investment process for these Funds.

Pathfinder also has a number of internal policy documents that govern its operations. Some of these are mentioned below:

Policy	Purpose
Compliance Manual and Operational Risk Management Policies	This provides our framework for identifying, monitoring, managing and reporting on risks. Areas covered include: <ul style="list-style-type: none"> ▪ Pathfinder governance ▪ Internal controls ▪ Conflicts of interest ▪ Related party transactions ▪ Insurance ▪ Business continuity ▪ Scheme administration (unit registry, valuation, pricing) ▪ Error reporting and compensation
Statement of Investment Policy and Objectives (SIPO)	This defines the investment objective and strategy for each Fund, including restrictions on investments.
Personal Account Trading Policy	This sets out when a Pathfinder Director must seek pre-clearance for an investment they intended to make personally.
Internal Disputes Resolution Process	This defines our process for handling any investor complaints.
Compliance Assurance Policy	This sets out our arrangements for testing: <ul style="list-style-type: none"> ▪ the design and operation of Pathfinder's processes ▪ the adequacy of Pathfinder's governance ▪ the adequacy of Pathfinder's management information

Please contact John Berry (*email: john.berry@path.co.nz*) if you would like more information about the material contracts, policies and other documents.

5. What are the risks of investing?

All investments involve some level of risk. This may mean (1) you do not get all your money back and/or (2) you do not get your money back at the time you want it. Before making investment decisions, you should consult an authorised financial adviser.

You should only invest in a Fund if you understand and are willing to undertake the risks involved. Carefully consider each of the Fund risks set out in the PDS and below. There will be other risks that are not detailed here or in the PDS.

Risks for all Funds

- *Loss of key personnel:* Pathfinder is a boutique fund manager. There is a risk that the loss of key Pathfinder personnel could adversely affect its performance (and therefore the Funds' performance).
- *Operating risk:* There is a risk of technological or other operational failure impacting on the Funds. There is also the risk that our internal processes or systems are not adequate or that they fail.
- *Outsourcing risk:* MMC Limited (**MMC**) has been appointed as administration manager for the Funds, which includes providing registry and fund accounting services. Sustainalytics have been appointed to provide environmental, social and governance research and ratings. We have made these appointments to access the specialist skills of MMC and Sustainalytics. However, this does mean we are reliant on MMC and Sustainalytics continuing to perform their functions (it could impact the Funds if they fail to do so).
- *Investment manager risk:* We make decisions that impact on how each Fund is allocated between the relevant investment sectors. We also make decisions that impact on allocations between

individual investments. The effectiveness of our investment process and decisions made will affect each Fund's returns.

- **Suspension or deferral of redemptions:** In normal circumstances an investment in a Fund can be redeemed. However, it is possible that redemptions may be deferred or suspended. This could happen, for example, if a Fund was unable to sell the underlying assets it holds, or if as a result of unusual events markets were not open for trading. Should this occur, it would mean you may not be able to redeem your units when you want to.
- **Regulatory risk:** This relates to changes in legislation or regulation (or interpretation or application of these) in New Zealand or a country where the Funds invest. Any such change could have an adverse effect on the Funds, your investment and/or your after-tax returns.

6. Conflicts of interest

A conflict of interest that currently exists and affects the Global Responsibility Fund is the Global Responsibility Fund's investment in Pathfinder's wholesale Responsible Investment Fund (**Wholesale Fund**) managed by us. We and our associated persons charge fees in respect of the services we provide to the Wholesale Fund. These fees will affect the value of the Wholesale Fund and consequently affect the returns of the Global Responsibility Fund. This conflict of interest could materially influence the investment decisions in respect of the Global Responsibility Fund if non-arm's length fees were paid for these services. We manage this conflict by ensuring that all related party fee transactions comply with the requirements of the Financial Markets Conduct Act 2013 and Pathfinder's Compliance Manual and Operational Risk Management Policies.

7. Taxation

Background: Your returns from a Fund will be affected by taxation. The following is a general overview of taxation that applies. It is based on current NZ tax legislation (which may change). The impact of taxation will vary depending upon your individual circumstances. Pathfinder (as manager) and Public Trust (as supervisor) do not take any responsibility for your taxation liabilities. You are encouraged to seek professional financial and tax advice.

Terms used: In this section the terms "PIE" and "PIR" are used extensively. These are defined below:

Term	Meaning
PIE	Each Fund is a unit trust investment vehicle that has a special designation for tax purposes called a "portfolio investment entity" (or "PIE"). This term is defined in the Income Tax Act 2007.
PIE tax	PIE tax is tax on income allocated to you as an investor in a PIE fund. This will be determined by reference to the PIR you nominate and is generally paid by the Fund (and not by you).
PIR or Prescribed Investor Rate	This is the tax rate an investor in a PIE may (or must) elect under the Income Tax Act 2007. Your nominated PIR is used by a PIE to calculate the tax liability on income allocated to you.

PIE status: The taxation rules applying to each Fund assume the Fund is a PIE. Should a Fund cease to be a PIE, the taxation rules applying to it may change.

Allocation of income: Each Fund allocates all taxable income (or losses) between investors based on the number of units held by them. We calculate tax payable on income allocated to you at your nominated PIR. See "Tax-paying investors", "Notified Foreign Investors" and "Zero-rated investors" sections below.

Notification of IRD number and PIR: You must provide us with your IRD number and PIR when you join a Fund (and when these details change). If you do not notify these then income allocated to you by

the Fund will be taxed at the 28% default rate. There is a pending tax law change expected to apply to new investors from 1 April 2018. If enacted this would require us to redeem units of new investors who do not provide their IRD number within 6 weeks. These investors would be required to exit the Fund.

Explanation of PIRs: The PIR rules are as follows:

- **10.5% and 17.5%:** NZ resident individual investors have the following PIRs dependent on their taxable and net PIE income (i.e. PIE income less PIE losses) in one of the two previous income years:

Taxable income	Taxable + Net PIE income	Prescribed Investor Rate
\$0 – \$14,000	\$0 – \$48,000	10.5%
\$0 – \$48,000	\$0 – \$70,000	17.5%

The 17.5% rate can also be elected by a NZ resident trust (that is not a charitable trust), while the 10.5% rate is available to non-charitable New Zealand testamentary trusts only.

- **28%:** This rate applies for all other NZ individual investors, all non-resident investors (other than NFIs), and NZ resident trusts which have elected to be taxed at this rate.
- **0%:** (or “zero-rated”): This rate applies to NZ resident companies, registered charities, PIEs, and NZ resident trusts (including superannuation funds) that have not elected a 10.5%, 17.5% or 28% rate. It also applies to nominees and wrap providers that are proxies for PIE investors (as defined in the Income Tax Act 2007).

Notified Foreign Investors (NFIs): The Global Responsibility Fund, Global Water Fund and World Equity Fund are registered as Foreign Investment Zero-Rate PIEs. Special PIR rules apply for certain non-resident investors in Foreign Investment Zero-Rate PIEs. A non-resident investor in the Global Responsibility Fund, Global Water Fund or World Equity Fund can elect to be treated as a NFI if they provide (in addition to their normal investor details): (a) their date of birth (individuals only); (b) the address in their country of tax residence (and country code); and (c) their foreign tax number (and NZ IRD number, if available) or a statutory declaration that they are not able to provide their foreign tax number. A NFI in a Foreign Investment Zero-Rate PIE has a 0% PIR automatically applied. Non-resident investors that are not NFIs will have a 28% PIR applied.

Tax-paying investors

Background: Investors with a nominated PIR greater than 0% are referred to as “tax-paying investors”. Tax will be deducted by cancelling units (or deducted from distributions, if any) equal to the value of the tax liability on PIE income allocated to them. A Fund’s tax liability on PIE income allocated to its tax-paying investors will be deducted at the earliest of the following times:

- at the end of the income year (following 31 March); or
- upon any full or partial withdrawal or transfer.

Tax refunds: A refund of tax will be provided to a Fund to compensate for any PIE tax losses or excess NZ tax credits relating to tax-paying investors. This is then allocated to such investors by issuing additional units in the Fund.

Final tax: If you nominate your correct PIR then the tax paid by a Fund on income allocated to you as a tax-paying investor will be a final tax. This means there is no obligation for you to file a tax return in respect of an investment in the Fund.

Advise correct PIR: Tax-paying investors must advise us if their PIR (or tax residence or NFI status) changes and nominate their new correct tax rate (if applicable). Failure to advise, or providing a lower rate than that applicable, will mean you are personally liable to pay any resulting tax shortfall. Penalties and interest may apply and it may also mean you are required to file a tax return. We cannot change your

nominated PIR in respect of PIE tax that has already been calculated and deducted by a Fund. This means if your nominated PIR is too high, no credit or refund will be available where too much tax has been paid.

Cancellation of units: If you are a tax-paying investor and the value of your units is not regarded as likely to be sufficient to fund the PIE tax liability on income allocated to you, the units will be redeemed to fund that liability.

PIE tax on transfers: If you transfer your units prior to 1 April in any year you will bear the cost of PIE tax on income allocated to those units. This will be calculated from the beginning of the income year to the date of transfer by you.

Zero-rated investors

Background: Investors with a PIR of 0% are referred to as “zero-rated investors”. If this applies you must return the allocated PIE income/(loss) and tax credits (if any) and pay tax yourself (except if you are a NFI in the Global Responsibility Fund, Global Water Fund or World Equity Fund). You may have a tax liability in respect of the PIE income allocated to you, regardless of whether the Fund makes any distributions to you.

Tax credits and losses: Because a Fund does not pay tax on the income allocated to zero-rated investors it will not cancel your units or otherwise adjust your holdings for PIE tax. As a zero-rated investor you will be entitled to claim your share of tax credits or PIE tax losses directly. You may also claim as a credit any PIE tax paid by the Fund on income allocated to you, including at the 28% default rate. This does not apply to a NFI in the Global Responsibility Fund, Global Water Fund or World Equity Fund.

New residents and transitional residents

Special rules apply for investors (who are individuals) that have newly become NZ tax resident or who meet the definition of a transitional resident (in the Income Tax Act 2007). Please seek professional advice if these investor definitions apply to you.

Joint investors

Joint investors will need to provide the applicable PIR and IRD number for each investor. PIE income will be allocated to each joint investor with tax calculated at their nominated PIR. If a joint investor does not provide their PIR and IRD number, tax will be deducted at the 28% default rate.

Other important taxation information

Tax certificate: We will provide you with an annual tax certificate. The certificate includes the PIE income allocated to you and the amount of tax paid at your nominated PIR.

Gains and distributions: Redemption gains and distributions (if any) from a Fund will generally not be taxable to you.

Holding restrictions: PIEs have restrictions on the percentage of units you and any of your associated parties can hold (generally no more than 20% of a Fund). We may redeem or cancel units held by investors exceeding the permitted threshold to ensure a Fund’s PIE status is maintained. If units are cancelled subscription moneys will be refunded to you (less any amount that we and the supervisor (*Public Trust*) deem appropriate).

The impact of taxation will vary depending upon your individual circumstances. You are encouraged to seek professional financial and tax advice.