Generate Unit Trust Scheme

Other Material Information

3 October 2019

A product disclosure statement for the Generate Unit Trust Scheme is available at generatewealth.co.nz or by contacting us on **0800 855 322.** The issuer is **Generate Investment Management Limited.**

generatewealth.co.nz

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1. Background

This document provides important information in relation to your investment in the Generate Unit Trust Scheme. It should be read together with the PDS, the SIPO and any other documents held on the register at business.govt.nz/disclose, which are also available on our website at: generatewealth.co.nz/forms-and-downloads.

This document has been prepared to meet the requirements of section 57(1)(b)(ii) of the FMCA and parts of clause 52 of Schedule 4 of the FMC Regulations.

2. Interpretation

2.1 Defined terms

In this document:

- the words **you** or **your** refer to you and other persons who apply for units in the Scheme or who are accepted as unitholders in the Scheme, as the context requires;
- the words **Generate**, the **Manager**, **we**, **us** or **our** refer, unless the context requires otherwise, to Generate Investment Management Limited;
- where words are defined in the Glossary on page 14, those words have the same meaning wherever they are used in this document; and
- we refer in some places to things that we "generally" or "currently" do. This describes our practice as at the date of this document only. We can review and change our practices without notice to you, so long as we comply with the Trust Deed.

3. Details of the scheme

3.1 The Generate Unit Trust Scheme

The Generate Unit Trust Scheme is a registered managed investment scheme under the FMCA. The Scheme was established on 3rd October 2019 and began accepting unitholders on 11th October 2019.

The Scheme currently offers you the option to invest in a single fund, the Focused Growth Trust (the **Trust**). The investments of the Trust are made in accordance with the PDS and the SIPO. We may offer additional funds in the future, in which case this document will apply to each fund in the Scheme.

Further information can also be found in the PDS and the SIPO, which are available on Disclose or our Website.

3.2 How the Trust works

The money you invest into the Scheme buys you units in the Trust. Each unit that you own is a share in the total value of what the Trust is worth. As the value of the Trust's assets go up and down so too does the value of your units. Each unit has the same interest in the Trust as all the other units and the same unit price.

Each unit has an equal interest in all assets of the Trust and not in any particular asset. This means you are not able to request that we transfer to you an asset of the Trust.

We may issue more units in the Trust as unitholders invest money into the Trust and redeem units as unitholders withdraw money from the Trust. There is no maximum to the number of units in the Trust.

Unit prices are calculated each Business Day and rounded to four decimal places. Each unit price equates to the Net Asset Value (**NAV**) of the Trust at that time divided by the number of units that have been issued by the Trust.

4. Contributions

You can contribute to the Scheme in a lump sum or regular investment at any time. You have a choice about how much you contribute regularly. See the PDS for further details on contributions.

If you contribute to the Scheme by a monthly direct debit, these will be processed on the last working day of the month, unless another date is nominated by you.

Further extra payments may be made by:

- Payment directly to the Scheme by cheque made payable to "Public Trust acting as supervisor for the Generate Unit Trust Scheme". In some cases your bank may have Generate set up as a bill payment option. The bill payment option requires you to enter your Generate member number to reference these payments.
- For help topping up your account please call us on 0800 855 322 or go to our Website.

5. Distributions

Currently it is not intended that distributions will be made from the Trust, although we can in the future choose to make them. Income will be reinvested back into the Trust and included in the unit price of that Trust.

6. Withdrawals

6.1 Withdrawals from the Scheme

You may withdraw some or all of your investment at any time by completing a withdrawal form.

We will generally process withdrawals on the next business day a withdrawal form has been accepted, using the closing unit price of that day. However, up to 10 days' notice may be required for a large withdrawal.

There will be no charge to you for making a partial or full withdrawal.

Payments can take up to 10 days to arrive at your nominated bank account depending on the size of the payment.

Payments will only be made to the New Zealand bank account that was provided at time of application.

The minimum lump sum withdrawal amount is $500 and the minimum regular withdrawal amount is $100. The minimum account balance is $2,000 for individuals, and $25,000 for non-individuals (i.e. trusts, partnerships, companies, estates, charities, incorporated societies or associations).

6.2 No guarantee

There is no guarantee from any person in respect of the Scheme or any investment product of the Scheme. None of us, the Supervisor, any underlying investment manager or administration manager, or any director or board member of any of those entities or any other person guarantees the performance of the Scheme or the payment of any money payable from the Scheme.

6.3 Tax consequences

Please be aware there may be tax consequences from withdrawing or transferring funds from the Scheme. We recommend you consult a qualified tax adviser.

7. Persons involved in providing the Scheme

7.1 Our directors and Investment Committee members

Our investment decisions, including the selection of our underlying funds, are overseen by our Investment Committee. The Directors and members of the IC may change from time to time without notice to you.

Information reguarding our current directors and Investment Committee members is available at www.generatewealth.co.nz/aboutus/ourpeople

7.2 No bankruptcy, etc.

Neither we nor any of our directors has, during the five years before the date of this document, been adjudged bankrupt or insolvent, convicted of any crime involving dishonesty, prohibited from acting as a director of a company, placed in statutory management or, in respect of us, placed in voluntary administration, liquidation or receivership.

7.3 Underlying funds

The Trust invests into underlying funds. The managers of the underlying funds will charge additional management fees for investing the Scheme's money and may change the fees they charge from time to time. These fees, along with any performance fees charged by the underlying funds, will affect the value of the fund's investments, and will be reflected in the Focused Growth Trust's unit price. A list of the underlying funds is available on our Website.

The estimated underlying funds' management fees, performance fees and administration charges incurred by our underlying funds (plus the administration charges incurred by the Manager) for the Focused Growth Trust are available on our Website.

7.4 Registrar, custodian, auditors, advisers and experts

The following persons perform functions for the Scheme:

- (**Registrar**) MMC Limited.
- (**Custodian**) Public Trust.
- (**Auditor**) Grant Thornton New Zealand Audit Partnership is the auditor for the Scheme. Grant Thornton was registered as a registered audit firm under the Auditor Regulation Act 2011 on 30 April 2014. The firm's registration is subject to the standard conditions that apply to audit firm registrations. Grant Thornton have considered and confirmed their independence as auditor and their quality procedures, together with the objectivity of the Audit Partner and audit staff.
- (**Solicitors to the Manager**) MinterEllisonRuddWatts.
- (**Solicitors to the Supervisor**) DLA Piper.

8. Supervisor

8.1 The Supervisor and its board members

The Supervisor of the Scheme is Public Trust.

The address of the Supervisor is:
Level 9, 34 Shortland Street
Auckland 1140.

The Board Members of the Supervisor may change from time to time without notice to you. The names of the Supervisor's Board Members may be obtained from https://www.publictrust.co.nz/about/our-team/public-trust-board or by phoning the Supervisor on 0800 371 471.

The Supervisor is not a subsidiary of any company.

The Supervisor does not guarantee the payment of any money to you or any other person.

8.2 Supervisor's licence

The Supervisor has been granted a licence under the Financial Markets Supervisors Act 2011 to act as a supervisor of registered schemes. The Supervisor's licence was renewed for five years with an effective date of 17 January 2018. The licence expires on 16 January 2023 and is subject to reporting conditions.

Further information on the Supervisor's licence is publicly available on the FMA website (www.fma.govt.nz) and also on the Financial Service Providers Register website (www.business.govt.nz/fsp).

9. Material Contracts

9.1 Trust Deed

The Trust Deed is dated 11 June 2019 (as subsequently amended or replaced). It details the Supervisor and the Manager's rights and responsibilities and requirements for how the Generate Unit Trust Scheme will be managed. Unitholders and potential investors can find a copy of the Trust Deed by visiting www.disclose-register.companiesoffice.govt.nz or on our Website.

9.2 Outsourcing Agreements

We have an outsourcing agreement with MMC Limited. We have appointed MMC Limited to undertake unit pricing, fund accounting and registry functions for the Generate Unit Trust Scheme.

The contracts in place with the key providers stipulate the services to be provided, the fees and the contract duration.

10. Further information on fees

10.1 Basis for estimating the fees and expenses

The estimated underlying funds' management fees, performance fees and administration expenses incurred by our underlying funds (plus the administration costs incurred by the Manager) for the Focused Growth Trust is available on our website at generatewealth.co.nz/our-fees. These estimates are based on fees and expenses in the most recently publicly available annual reports and disclosures from the underlying funds as at the date the fees were last calculated. Where these sources do not fully cover such charges we have requested verification from the managers of the underlying funds.

The annual fund charges in the PDS include recovery of expenses of the Manager and estimated expenses of the underlying funds. It is expected that the maximum administration expense for unitholders in the Trust will be 0.2% of the net asset value of the Trust each year (excluding transaction costs e.g. brokerage and buy-sell spreads). To the extent that actual expenses exceed the target, we may choose not to recover such expenses.

10.2 Changes to fees

We may agree with the Supervisor to vary the fees from time to time. Fees not currently charged, may also be introduced at any time as permitted by the Trust Deed.

10.3 Goods and Services Tax (GST)

GST is not included in any of the fund charges. GST will be added where applicable.

11. Key terms of the Scheme

11.1 Description of scheme and its development

The Scheme was established under a Trust Deed dated 11 June 2019 (as subsequently amended or replaced).

11.2 Scheme description

The Scheme is registered as a managed investment scheme under the FMCA.

11.3 Application for Units

Investors can apply for units in the Scheme by completing an application for units in the Scheme (in such form and manner as is prescribed or otherwise required by us from time to time) and by contracting directly with us.

11.4 Termination

You will cease to be a unitholder when you withdraw all funds in the Scheme.

12. Responsible investment

12.1 Generate is committed to ESG

Investing in a way that incorporates environmental, social and governance (ESG) issues, manages risk and generates sustainable long-term returns is an important consideration in Generate Investment Management Limited's (Generate) investment decision making process. Generate became a signatory of the United Nations Principles for Responsible Investment (UNPRI) on 10 May 2018.

Investment decision-making first involves an assessment of whether the investment must be excluded on the basis that it is inconsistent with certain values- based criteria. Broader ESG issues are considered as part of the qualitative research conducted for our investment analysis.

See the Responsible Investment Policy for more information on the exclusion process.

13. Taxation

The level of taxes will affect the amount of your benefit from the Scheme.

We, and the Supervisor, do not accept any responsibility for the taxation implications of your investing in the Scheme. Tax legislation and its interpretation are subject to change, and the application of tax laws will depend on your individual circumstances.

We recommend that you consult your own independent tax adviser as to the tax consequences of investing in the Scheme.

The following is a general summary of our understanding of New Zealand tax legislation as it affects the Scheme at the date of the PDS.

13.1 Tax on investment income

The Scheme is a Multi-Rate Portfolio Investment Entity and therefore the PIE tax regime applies. Under the PIE tax regime:

- the Scheme's income, deductible expenses and tax credits for an attribution period are attributed to the Scheme's relevant unitholders in proportion to their interests in the Scheme, and the Scheme pays tax on the net income attributed to those unitholders at each unitholder's Prescribed Investor Rate (your PIR is outlined below);
- if the Scheme suffers a loss (or a unitholder's attributed tax credits exceed the tax payable) for an attribution period, we are able to claim a tax rebate (except for excess foreign tax credits) which will be credited to your balance;
- at the time of a withdrawal, tax is payable only on the amount of income attributed to the period in which the withdrawal occurs;
- in the case of shares held for the Trust in New Zealand resident companies, any profits on disposal are not taxable and losses on disposal are not deductible (dividends are taxable); and
- in the case of shares held for the fund in certain Australian resident companies that are listed on an approved Australian Securities Exchange index and maintain a franking credit account, profits on disposal are not taxable and losses on disposal are not deductible (dividends are taxable, but we can claim a tax credit for any withholding tax deducted from dividends).

For New Zealand-resident individuals who provide their IRD number to the Scheme, there are three PIR tax rates available as at the date of this document (an income year is generally, and a **tax year** is always, 1 April to 31 March):

- 10.5% for unitholders who notify the Scheme that they had, in either of the two income years immediately preceding the current tax year, taxable income of $14,000 or less (this excludes Attributed PIE Income) and $48,000 or less in total taxable income plus Attributed PIE Income (less any Attributed PIE Loss);
- 17.5% for unitholders who do not qualify for the 10.5% rate and who notify the Scheme that they had, in either of the two income years immediately preceding the current tax year, taxable income of $48,000 or less (this excludes Attributed PIE Income) and $70,000 or less in total taxable income plus Attributed PIE Income (less any Attributed PIE Loss); and
- 28% for unitholders who do not qualify for either of the lower rates.

If you are investing jointly with another person, we will use the PIR that is the highest PIR of all the joint investors together. Each joint investor will need to provide us with their own PIR and IRD number.

If you are not investing as an individual (for example, you are a trust, company, or charity) you may have a 0% PIR. If your PIR is 0% then you will need to pay any tax on the investment income attributed to you. If you are unsure if this applies to you, we recommend you seek guidance from a tax professional.

If you are a New Zealand resident trustee, you may be able to select a PIR that suits your beneficiaries. If this applies to you, we recommend you seek advice from a tax professional.

Further information on PIRs can be found on the Inland Revenue website at www.ird.govt.nz.

Taxable income generally includes foreign-sourced income even if you were not resident in New Zealand when that income was earned. New residents can exclude their non-resident foreign- sourced income for either the income year in which they became a New Zealand resident or the following income year if they reasonably expect their taxable income to be significantly lower than their total income from the tax year before becoming a New Zealand resident. If a new resident has applied this approach, and their PIE income (combined with their other investment income) is over $200 for an income year, then the new resident will need to include their PIE income in their tax return.

If you do not provide your IRD number and a PIR, or are a non-resident, your PIR will be 28%. In most instances, if you do not provide an IRD number within 6 weeks of your entry into the Trust you will be removed from the Trust.

Each year you will be asked to confirm to us if your PIR has changed. You should advise the Scheme if your PIR changes during the year or if you cease to be resident in New Zealand.

The Scheme calculates the tax liability attributable to you in relation to the Trust for each calculation period (and as at the date of any withdrawal) using your PIR. The tax liability attributed to you for the Trust will be deducted from your balance in the Scheme by cancelling units in the Trust. If you have elected the correct PIR, the income allocated to you will not have to be included in a tax return. Such income may, however, affect eligibility for family assistance, student loan repayments, and child support obligations. If this applies to you, we recommend you seek guidance from the relevant government agency.

If you elect a PIR lower than the correct rate, or do not advise a change to a higher rate, Inland Revenue may contact you and require you to file a tax return and pay any consequential tax shortfall at your marginal tax rate plus any penalties or interest. If you elect a PIR higher than the correct rate, Inland Revenue will not refund you any overpaid tax. Inland Revenue may also contact the Scheme and direct it to change your PIR.

Any investments held for the fund in foreign shares (except for shares in certain Australian resident companies that are listed on an approved Australian Securities Exchange index and maintain a franking credit account) or a foreign trust are subject to the fair dividend rate (FDR) method of taxation provided the Scheme holds less than 10% of the shares (or units) in any foreign company (or trust). Under the FDR method, the fund is deemed to derive taxable income each year equal to 5% of the average daily opening market value of the shares (or units) held in foreign companies (or trusts), but any dividends received are not taxable (although we are able to claim tax credits for any foreign withholding tax deducted from the dividends received).

In addition, FDR assessable income includes a component of any realised gains on 'quick sales' undertaken throughout the tax year. Losses incurred on the disposal of foreign shares (or units) are not deductible.

Fees (if any) paid by you for ongoing management and administration services are taken into account as deductions for the purposes of calculating the tax payable on your behalf. You are not able to claim deductions for such fees in your own tax return.

13.2 Tax on contributions

Your contributions to the Scheme are made from after tax income, so no more tax is payable on those contributions.

13.3 Tax on benefits

Non-resident investors should seek tax advice in their country of residence concerning the tax treatment in that country of payments or transfers from the Scheme.

Under current legislation, when you withdraw funds from the Scheme in New Zealand the amount withdrawn will not be subject to any further taxation (i.e. it will be paid tax-free).

14. Risks

There is some degree of risk involved with all investments. The potential return on an investment usually carries a corresponding level of risk which reflects the possibility that events may not turn out as initially expected or, in particular, that the value of an investment could fall below its initial cost. The risks of investing in the Scheme include the possibility of not realising a particular rate of return and not recovering the full amount invested by you or for your benefit. If the value of the investments made by the Trust falls, it is reasonably foreseeable that the value of your investment in the Trust could be less at some stage than the amount you put into the Scheme or that was invested in the Scheme on your behalf.

We aim to manage the risks associated with investing in the Scheme through our investment philosophy and approach. See the SIPO for more details.

However, an investment in the Scheme is not guaranteed by any person. Events that can affect the value of your investment or returns include the following:

(i) **Investment risk:** The Trust invests in different asset classes. The level of investment risk varies based on the asset class selected for the Trust. In general terms, funds that invest in a higher proportion of shares will carry a higher level of investment risk.

(ii) The value of shares is affected by many things including market movements and individual company performances.

(iii) Property and infrastructure investments are considered less risky than shares, although our broad definition of property and infrastructure* negates this somewhat, and is more risky than fixed interest investments.

(iv) Funds principally invested in cash and fixed interest will generally have a lower investment risk. The value of fixed interest securities is affected by interest rate movements and the creditworthiness of the issuer.

(v) The underlying funds, with whom the Trust is invested, may choose to invest in long, and in some cases long and short, equity investments. The long and short strategies primarily involve long investments with a lesser weighting in short investments. Long means investing in shares and profiting when share prices rise and making losses when they decline in value. Short investments involve investing to profit when share prices fall and making losses if they rise. The relevant underlying funds may also use commodities, derivatives, currencies, fixed interest and other securities to help them achieve their investment strategies. The relevant underlying funds decide when to make long or short investment decisions. Losses on any underlying fund are limited to the amount invested. As part of the Scheme's international equities exposure the Manager has the ability to buy international stocks directly.

(vi) **Market risk:** Investment markets are affected by a range of factors including economic, political, market, regulatory, taxation, environmental and technological conditions in New Zealand and internationally that impact share prices, property and infrastructure values or interest rates.

(vii) **Liquidity risk:** Most of the underlying funds can suspend withdrawals from their funds in limited circumstances. This might occur in rare cases such as in the case of natural disasters and extreme financial events. In addition, if the underlying assets of a fund become illiquid then the fund may be unable to sell those assets, which would affect its ability to make payments on time.

(viii) **Foreign exchange risk:** Where the Trust is invested in international investments, foreign currency movements could affect the investment performance of the Trust. We actively manage currency exposures by deciding whether or not to fully or partially offset the impact of currency movements via entering into foreign exchange transactions. This is known as "hedging".

(ix) **Tax and regulatory risk:** Changes in tax rates and tax rules in New Zealand and the countries in which investments are made by the Trust could have an adverse effect on your investment. If the Scheme ceases to be a PIE, then your taxation on investment income from the Scheme will change.

(x) **Operational risk:** Failure of processes and procedures, fraud, loss of key staff, litigation, disruption to business by industrial disputes, systems failures, pandemics, natural disasters and other unforeseen external events which might affect our business or the business of the Scheme could have an adverse effect on your investment.

(xi) **Product risk:** Changes made to the Scheme from time to time in accordance with the Trust Deed, including any of the fund's objectives, terms, investment policy, fees and charges, minimum amounts, or the fund being closed or terminated could impact on your investment.

(xii) **Counterparty and derivative risk:** Failure by counterparts to honour their contractual obligations could affect the management of the Scheme. Decisions made by investment management professionals, including the relevant underlying funds manager's decisions to short-sell assets, invest in derivatives and other complex investment instruments or borrow, could increase the risk profile associated with investing in those managers. Losses on any underlying fund are limited to the amount invested.

* See the SIPO for how the Manager defines property and infrastructure investments..

15. Benchmark market indices

Each asset class that the Trust has exposure to has a benchmark market index against which the Manager measures performance. The table below shows these indices for each asset class that the Trust can be invested in:

ASSET CLASS	BENCHMARK INDEX
Cash	S&P/NZX Bank Bills 90-Day Index
Fixed interest	S&P/NZX Investment Grade Corporate Bond Index
Australasian equities	S&P/NZX 50 Index Gross
Property & infrastructure	S&P/NZX 50 Index Gross
International equities	MSCI World Index (50% hedged)

The benchmark market index for the Trust is a composite benchmark. This is determined by using the benchmark market index for each asset class and combining the index returns based on the fund's Target Asset Allocation weighting to each asset class for the relevant period. See the SIPO for more information on benchmarks and Target Asset Allocation weightings.

The performance of the Trust compared with its relevant composite benchmark will be provided in the Manager's fund updates. See generatewealth.co.nz/fund-updates.

More information on the relevant market indices can currently be found at the following web pages:

- S&P/NZX: us.spindices.com/regional-exposure/asia-pacific/new-zealand
- MSCI: msci.com/indexes

16. Conflicts of interest

We have developed a Conflict of Interest and Related Party Transaction Policy to identify, declare and manage any conflicts of interests.

Possible conflicts we have identified, which affect the fund, are:

Staff trading

Any Generate employee involved in the day to day trading of the Scheme investments could reasonably be expected to influence Generate's investment decisions if the employee has, or plans to have, a personal interest in investments or planned investments of the Scheme. For example, if the investment manager had just bought a listed security in their personal capacity this may influence their decision to buy that same security for the Scheme. Any such employee is required to disclose any planned investments they make in their personal capacity into securities that are on the Scheme's Approved Issuer List. Investments in their personal capacity include anything where the relevant staff member is a beneficiary or their spouse and/or any of their children are beneficiaries. When a new security is added to the Approved Issuer List the relevant staff must disclose any interest they have in that security.

Related Party Transactions

Any potential related party transaction must be reported to the Board, an Executive Director or the Compliance Officer. Before the transaction is agreed to or takes place the Executive Directors on behalf of the Board will certify to the Supervisor as to why any related party benefits are permitted (as per section 174 of the FMCA). All related party transactions must be entered on the related party transactions register. Where it is determined that a conflict of interest exists, the relevant director or employee will refrain from participating in any discussion or decision making in relation to the transaction in which they are interested.

17. Glossary

Approved Issuer List or AIL means a list of all the assets the Scheme is allowed to invest into.

Attributed PIE Income for an income year is the amount of any income attributed to you by PIEs for that income year.

Attributed PIE Loss for an income year is the amount of any loss attributed to you by PIEs for that income year.

Auditor means Grant Thornton New Zealand Audit Partnership.

Business Day means a day other than Saturday or Sunday on which registered banks are open for general banking business in Auckland and Wellington.

Custodian means the custodian of the Scheme, currently Public Trust.

Disclose means the Disclose register maintained by the Registrar of Financial Service Providers, available at business.govt.nz/disclose.

FMA means the Financial Markets Authority.

FMCA means the Financial Markets Conduct Act 2013.

FMC Regulations means the Financial Markets Conduct Regulations 2014.

Government means the New Zealand government.

GST means Goods and Services Tax.

Inland Revenue or **IRD** means the Inland Revenue Department.

Investment Committee means the body described on page 6 and in the SIPO.

Liabilities means, in relation to a fund or the Scheme, all liabilities of the fund or the Scheme (as the case may be), including liabilities accrued but not yet paid, and any provision which we decide in consultation with the Auditor should be taken into account in determining the liabilities of the fund or the Scheme (as the case may be), but excluding any amount which results from treating unitholders' interests or Units as liabilities and, where the Scheme is a PIE, where we in our complete discretion consider it appropriate to do so, any income tax liability.

Manager, Generate, we, us or **our** means Generate Investment Management Limited.

NAV means net asset value, being the amount produced by deducting the liabilities attributable to the fund from the market value of the assets of the fund.

PDS means the Product Disclosure Statement for the Scheme.

PIE means a portfolio investment entity, and has the meaning given to that term under the Tax Act.

Prescribed Investor Rate or **PIR** has the meaning given to that term by section YA 1 of the Tax Act.

Registrar means the registrar for the Scheme which, at the date of this document, is MMC Limited.

Scheme means the Generate Unit Trust Scheme.

SIPO means the Statement of Investment Policy and Objectives for the Scheme.

Supervisor means Public Trust.

Tax Act means the Income Tax Act 2007.

Trust means the Generate Focus Growth Trust.

Trust Deed means the trust deed for the Scheme dated 11 June 2019 (as amended or replaced).

Underlying fund means an investment manager into whose products the fund invests. This term may include, from time to time, investment managers who manage investments on behalf of the fund.

Website means our website at generatewealth.co.nz.

Notes

Generate™