

Booster Investment Scheme

Product Disclosure Statement

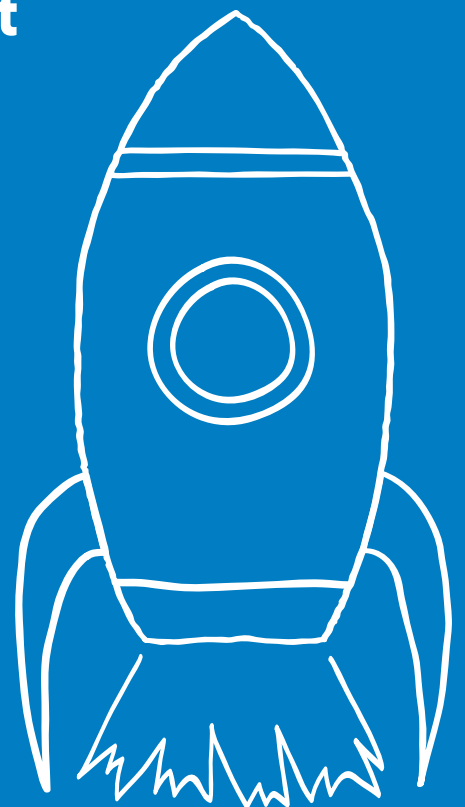
Booster Tahī Fund

Offer of units in the
Booster Investment Scheme

13 September 2017

Issuer: Booster Investment Management Limited

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer on www.companiesoffice.govt.nz/disclose. Booster Investment Management Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you make an investment decision.



1. Key information summary

What is this?

This is a managed investment scheme.

Your money will be pooled with other investors' money and invested in various investments.

Booster Investment Management Limited (**Booster**) will invest your money and charge you a fee for its services.

The returns you receive are dependent on the investment decisions of Booster and the performance of the investments. The value of those investments may go up or down.

The types of investments and the fees you will be charged are described in this document.

What will your money be invested in?

Booster Tahī Fund is a unique fund that provides an opportunity to invest in a specialised investment portfolio that is generally only available to a select group of large or sophisticated investors. The fund invests in Booster Tahī Limited Partnership (**Booster Tahī LP, LP**). Booster Tahī LP's key goals are to achieve a relatively high level of returns by investing in private (or unlisted) small to medium sized New Zealand companies and help New Zealand companies to stay Kiwi owned.

Unlike most other funds, there is no base management fee charged by Booster Tahī Fund. You will only be charged a performance-based fee via the underlying LP, Booster Tahī LP, if the LP exceeds the hurdle rate of return. Other administration charges will also apply.

Booster Tahī Fund is part of the Booster Investment Scheme. If you'd like to know about the other funds available in the Booster Investment Scheme, ask your financial adviser, contact us, or visit www.booster.co.nz.

More about the fund

Fund	Description and investment objective	Risk indicator
Booster Tahī Fund	The fund invests in Booster Tahī LP, a limited partnership which invests in private (or unlisted) small to medium sized New Zealand companies. It is suited to investors who are comfortable with a medium level of risk, and a potentially less liquid investment (compared with funds invested in listed shares), in order to achieve a higher level of returns through a long-term dividend income stream and capital growth.	<p>← Potentially lower returns Potentially higher returns →</p> <p>1 2 3 4 5 6 7¹</p> <p>← Lower risk Higher risk →</p>

¹ Because Booster Tahī Fund started in September 2017, the risk indicator has been calculated using market index returns (the Australia Private Equity and Venture Capital Index) for the period 1 July 2012 to 30 June 2017. As a result, the risk indicator may provide a less reliable indication of the potential future volatility of the fund.

The fees you pay

	Annual fund charges ²	Individual action fees
Fund	(estimated)	Withdrawal fee
Booster Tahī Fund	1.89%	Booster Tahī LP will charge a withdrawal fee on part or all of an investment withdrawn within 4 years of its investment in the fund (5% of the amount withdrawn). This fee reduces by 1% for each complete additional year an investment is held in the fund. No withdrawal fee is payable on an investment held in the fund for 8 years or more.
If the hurdle rate of return is exceeded, performance-based fees are charged indirectly. See page 10.	(based on a 12% before tax investment return)	

² Calculated daily as a percentage of the net asset value of the fund.

For more information about the fees charged, see Section 5 – *What are the fees?*

See Section 4 – *What are the risks of investing?* for an explanation of the risk indicator and for information about other risks that are not included in the risk indicator. To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.booster.co.nz/investment-series.

Who manages the Booster Investment Scheme?

Booster is the manager of the Booster Investment Scheme.

You may have known us as Grosvenor – we are now called Booster.

You'll learn more about us in Section 7 – *Who is involved?*

What are the returns?

The return on your investment in the fund comes from distributions made by the fund and from any increase or decrease in the fund's unit price.

Distributions are generally made by the fund quarterly – at the end of March, June, September and December – and will be paid to your designated account.

See Section 2 – *How does this investment work?* for more information.

How can you get your money out?

Your investment in the Booster Tahī Fund can be sold but there is no established market for trading this financial product. This means that you may not be able to find a buyer for your investment.

However, the fund invests in Booster Tahī LP and relies on Booster Tahī LP to facilitate liquidity to meet the withdrawal requests from this fund. Booster Tahī LP's sources of liquidity include Committed and Prospective Capital from potential investors including Booster funds. Booster Tahī LP allows withdrawals to be made once a quarter at the end of March, June, September, or December, so you will only be able to withdraw some or all of your investment in the fund quarterly at the end of those quarterly periods. There are minimum withdrawal amount requirements and you must maintain the minimum on-going balance for the fund.

Withdrawals will normally be paid to your designated account within ten business days of the end of a quarter.

We'll explain how you can withdraw your investment in Section 2 – *How does this investment work?*

How will your investment be taxed?

Booster Investment Scheme is a portfolio investment entity (PIE) for tax purposes.

The amount of tax you pay in respect of a PIE is based on your prescribed investor rate (PIR). To determine your PIR, go to the application form.

See Section 6 of the PDS – *What taxes will you pay?* on page 12 for more information.

Where can you find more key information?

Booster is required to publish quarterly updates for the fund. The updates show the returns, and the total fees actually charged to investors, during the previous year. The latest fund updates are available at www.booster.co.nz. The manager will also give you copies of those documents on request.

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2. How does this investment work?

This Product Disclosure Statement is an offer to buy units in Booster Tahi Fund. This unique fund has been established within the Booster Investment Scheme, a managed investment scheme that is registered under the Financial Markets Conduct Act 2013.

The fund invests in Booster Tahi LP, a limited partnership. Booster Tahi LP's key goals are to achieve a relatively high level of returns by investing in private (or unlisted) small to medium sized New Zealand companies and help New Zealand companies to stay Kiwi owned. A limited partnership provides an investor a share of the before tax earnings of the business meaning the investor is taxed at the rate appropriate to their personal circumstances, yet also provides the investor with the protection of limited liability similar to a shareholder of a company.

Why invest

The key benefits of investing in the Booster Tahi Fund include:

- **Investing in New Zealand companies.** This fund invests in Booster Tahi LP. A key goal of Booster Tahi LP is to help New Zealand companies to stay Kiwi owned.
- **Access to private small to medium sized companies.** Your money is combined with other investors' money, to give you access to investment opportunities that are generally only available to a select group of large or sophisticated investors.
- **Diversification.** The fund invests indirectly in private small to medium sized companies which can provide diversification benefits when used as part of an existing investment strategy.
- **Experience.** The investments are managed by experienced professionals.

- **Responsible investing.** We analyse each investment according to environmental, social and governance criteria.
- **Knowledge.** We keep you up to date about your investment with regular reporting and you can easily access information about your investment online.
- **Financial advice.** You have access to a financial adviser who will be able to help you with your investment decisions.

How it works

Booster Investment Scheme is governed by a trust deed, which is an agreement between the Manager (**Booster**) and the Supervisor (**Public Trust**) describing how the scheme works and our responsibilities. We are responsible for managing the Booster Investment Scheme and Public Trust supervises us to make sure we meet our responsibilities and obligations. Public Trust has also appointed a custodian to hold the investments on behalf of investors. This structure is designed to ensure that your best interests are always put first.

While this Product Disclosure Statement covers the Booster Tahi Fund, you do have more funds to choose from in the Booster Investment Scheme, each with a different investment objective and strategy. Talk to your financial adviser if you are interested in any of these other funds. While the investments of each fund are kept separate, the investments of any fund in the Booster Investment Scheme are available to meet the liabilities of another fund should that become necessary.

When you invest your money in the fund, you receive 'units'. These units represent your share of the investments in the fund. The 'unit price' shows what your share is worth at any time. If the fund's investments go up in value your units will be worth more and if they go down in value your units will be worth less. The return on your investment comes

from any distributions made by the fund and any increase or decrease in the unit price.

The fund will pay distributions to investors when it receives payments from Booster Tahi LP.

Distributions are calculated as at the close of business on the last day of March, June, September and December. The amount you receive will depend on the number of units you hold in the fund on that day and the amount per unit to be distributed by the fund. The distribution amount will be paid to your designated account.

Making investments

When can you invest?

The fund will generally accept new investments from investors once a quarter (and occasionally at any other time), but only if Booster Tahi LP has made a specific capital call to the Booster Tahi Fund, and generally will be restricted to when Booster Tahi LP has an opportunity to invest the money within 60 days.

How do you invest?

To invest in the fund, you will need to complete an application form and provide a commitment to invest and/or an intention to invest in the fund and the amount you wish to invest. This information will then be recorded on the investment register managed by Booster Tahi LP.

1. Commitment to invest

If you choose this option, you are making a legally binding commitment to invest in the fund the amount stated on your application form (**Committed Capital**). Booster will in turn make a commitment to invest in Booster Tahi LP which ultimately maintains the master list of Committed Capital of all Limited Partners (including this fund).

When a capital call is made by Booster Tahi LP, Committed Capital will have a higher priority to invest than Prospective Capital but is subject to the priority given to Booster funds - see *Capital Call* for more information.

Each Committed Capital amount made by investors is ranked in accordance with the date the commitment was made. When a capital call is made the earlier Committed Capital will be called upon after the Booster funds.

If you choose to add to your Committed Capital, the additional amount will be treated as a new commitment as at that date.

All capital commitments are valid for three years from the date the commitment was made. If you wish to extend your capital commitment (and keep your Committed Capital ranking), you will need to notify Booster in writing before the three years are up.

2. Intention to invest

If you choose this option, you are making a non-binding intention to invest the amount stated on your application form in the fund (**Prospective Capital**). Booster will in turn make a non-binding intention to invest in Booster Tahi LP which ultimately maintains the master list of Prospective Capital.

When a capital call is made by Booster Tahi LP, providers of Prospective Capital will only be invited to participate if the amount of capital required cannot be met from Committed Capital. However, you are under no obligation to make a commitment to invest at that time. If you choose to accept or decline the offer to make a commitment to invest in the fund, you must inform Booster of your decision.

When a capital call invite is extended to providers of Prospective Capital, all Prospective Capital investors will be invited to participate. To the extent you decline to participate, or reduce the amount of capital you wish to commit, your Prospective Capital is reduced to nil or to the amount you wished to commit respectively. You may make subsequent non-binding intentions to invest.

If you choose to withdraw your intention to invest in the fund, you can do so by notifying Booster in writing.

How much can you invest?

The minimum initial investment in the fund is \$100,000. While you're not required to make any further investments, you can invest more by making additional lump sum investments (minimum \$50,000) by following the process of committing capital as described above.

While the maximum amount you invest is up to you, Booster reserves the right to refuse to accept or reduce your initial or existing investment in the fund to ensure the Booster Investment Scheme maintains its PIE eligibility for tax purposes. For more information, see the 'Other material information' document available on the offer register at www.companiesoffice.govt.nz/disclose.

Booster may waive or vary the minimum investment amounts at any time.

Capital Call

When a capital call is made, Booster Tahi LP will allocate the capital amount required across the Limited Partners of Booster Tahi LP with reference to the master Committed Capital and Prospective Capital list. It will first give priority to other managed investment funds managed by Booster for up to 50% of the required amount, of which Booster's Senior Management Team may invest up to 10% of the required amount, and then to the remaining Limited Partners which includes this fund.

When a capital call has been made by Booster Tahi LP to the fund, Booster will subsequently make a capital call to the investors of this fund as follows:

1. Committed Capital

Investors of the fund who have made a commitment to invest will be notified (in accordance with their Committed Capital ranking) to pay the requested Committed Capital amount to the fund bank account (from cleared funds) within 10 business days of the capital call.

Other than the Booster funds, the amount any investor can pay will be restricted to no more than 10% of the value of the capital being raised.

If the requested Committed Capital amount is not paid on time, the investor will be required to pay default interest at the rate of the NZ 90-day bank bill rate + 10% on the Committed Capital amount, from the due

date until the payment is received by Booster. If the Committed Capital amount is not paid, Booster may sell any units held by the investor in the fund and repay the amount (after deducting any fees and costs (including any default interest)) to the investor.

2. Prospective Capital

If the amount of capital required cannot be met from Committed Capital, Booster will then invite Prospective Capital investors to make a commitment to invest (**Newly Committed Capital**).

Investors choosing to make a commitment to invest their Prospective Capital, must pay the requested Newly Committed Capital amount to the fund bank account (from cleared funds) within 10 business days of the capital call.

Should the Newly Committed Capital be more than the capital required, the priority to invest will be given to the Newly Committed Capital of those investors who are also contributing Committed Capital, and will have priority equal to the value of their Committed Capital amount.

Should additional capital be required, then the amount of capital required will be proportionately allocated across the remaining Newly Committed Capital with a minimum investment amount of \$10,000. Any uncalled Newly Committed Capital will be carried forward as Prospective Capital.

To the extent a Prospective Capital investor declines the invitation to commit capital, this will be treated as a withdrawal of their intention to invest. To the extent a Prospective Capital investor commits less than their Prospective Capital amount, the amount of the reduction will be treated as a withdrawal of their intention to invest. Where Newly Committed Capital is not fully called by Booster Tahi LP, the uncalled amount will be carried forward as your remaining Prospective Capital amount.

If the capital call amount is not raised in full, the transaction may not proceed, and the capital call will be cancelled. Any capital payment made for the capital call will be returned to you. No interest will be paid on the returned amount.

How do you pay?

You can make lump sum investments by cheque, direct credit or any other method acceptable to Booster. Cash deposits will not be accepted.

Withdrawing your investments

In order for an investor to make a withdrawal from this fund the investor must submit a withdrawal application form to Booster. As the fund is fully invested in Booster Tahi LP, Booster must then submit a withdrawal application to Booster Tahi LP and relies on Booster Tahi LP to provide liquidity to meet the withdrawal request from this fund. Booster Tahi LP's sources of liquidity include the Committed Capital and Prospective Capital lists and the extent to which the Booster funds have not reached their target investment in Booster Tahi LP. Booster Tahi LP allows withdrawals to be made once a quarter at the end of March, June, September and December, so you will only be able to withdraw some

or all of your investment in the fund quarterly at the end of those quarterly periods. Booster will notify you where it is unable to process a withdrawal request made by you.

The minimum lump sum withdrawal amount for the fund is \$20,000.

Booster may charge a withdrawal fee for any successful withdrawal request. See Section 5 – *What are the fees?* for more information.

You'll need to maintain the minimum on-going balance of \$100,000 in the fund after any withdrawal. If your withdrawal request takes your balance below this amount, you will need to either top up your investment back to the minimum balance, transfer your money to another fund that you hold, or withdraw fully from the fund, on request of Booster and where sufficient liquidity is available in Booster Tahi LP. If you don't hold units in another fund, Booster reserves the right to pay the balance of your investment less any tax and fees to your designated account and your investment in the fund will cease.

Booster may waive or vary the minimum withdrawal amounts and the minimum on-going balance amount at any time.

Making a withdrawal

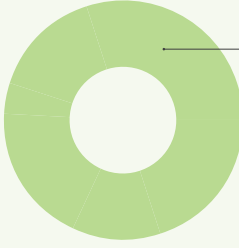
To withdraw some or all of your investment, you'll need to give notice to Booster at least one quarter before the end of the relevant quarter. Withdrawals are facilitated by Booster on a quarterly basis.

Withdrawal requests that have been accepted by Booster will normally be processed within ten business days.

In very unusual circumstances (such as if we consider that the redemption price cannot be calculated in a fair manner or there is insufficient liquidity in Booster Tahi LP to satisfy a withdrawal request) we can delay or suspend the payment of withdrawals if we believe that making payments is not practicable or in the best interests of all investors in the fund and Booster Investment Scheme investors.

When a full withdrawal is made, tax will be deducted (or refunded) before the money is paid to you. For partial withdrawals, while tax will normally be deducted (or refunded) at the end of the tax year, a deduction may be made from the amount payable to ensure that enough money remains in your account to cover any tax payment.

3. Description of your investment options

Booster Tahī Fund		
<p>Investment objective and strategy</p> <ul style="list-style-type: none"> The fund’s objective is to provide the potential to achieve relatively higher level of returns through a long-term dividend income stream and capital growth. It aims to achieve returns (after fees but before tax) of at least 5% per year above the NZ 90-day bank bill rate. The fund invests in Booster Tahī LP which invests in private (or unlisted) small to medium sized New Zealand companies. 	<p>Target investment mix</p>  <p>New Zealand equities 100%</p> <p>Growth Assets 100% Income Assets 0%</p>	<p>Risk indicator</p> <p>← Potentially lower returns Potentially higher returns →</p> <p>1 2 3 4 5 6 7³</p> <p>← Lower risk Higher risk →</p> <p>Minimum suggested investment timeframe</p> <p>10 years</p>

³ Because Booster Tahī Fund started in September 2017, the risk indicator has been calculated using market index returns (the Australia Private Equity and Venture Capital Index) for the period 1 July 2012 to 30 June 2017. As a result, the risk indicator may provide a less reliable indication of the potential future volatility of the fund.

Statement of Investment Policy and Objectives

If you would like to learn more about the fund, you can read the Statement of Investment Policy and Objectives (SIPO). The most current SIPO for the fund can be found on the scheme register at www.companiesoffice.govt.nz/disclose or on our website www.booster.co.nz. We may change the SIPO from time to time without notifying you. We will consult with the Supervisor and give them written notice of any changes before they take effect. Any material changes will be advised in the Booster Investment Scheme annual report.

Further information about the assets in the fund can be found in the fund updates at www.booster.co.nz.

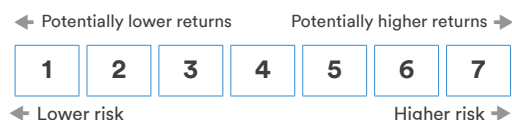
What we mean when we talk about:

- Income assets** – cash and fixed interest investments.
- Growth assets** – equities (shares) and property investments.

4. What are the risks of investing?

Understanding the risk indicator

Managed funds in New Zealand must have a standard risk indicator. The risk indicator is designed to help investors understand the uncertainties both for loss and growth that may affect their investment. You can compare funds using the risk indicator.



The risk indicator for the fund covered in this Product Disclosure Statement can be found on page 2.

The risk indicator is rated from 1 (low) to 7 (high). The rating reflects how much the value of the fund's assets goes up and down (volatility). A higher risk generally means higher potential returns over time, but more ups and downs along the way.

To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.booster.co.nz/investment-series.

Note that even the lowest category does not mean a risk-free investment, and there are other risks (described under the heading "Other specific risks") that are not captured by this rating.

This risk indicator is not a guarantee of a fund's future performance. The risk indicator is based on the returns data for the five years to 30 June 2017. While risk indicators are usually relatively stable, they do shift from time to time. You can see the most recent risk indicator in the latest fund update for the fund.

We believe that the period of returns used to calculate the risk ratings may not be representative of the average investment cycle for the fund and therefore the risk indicator shown may be different if calculated over longer term investment periods.

General investment risks

Some of the things that may cause the fund's value to move up and down, which affect the risk indicator, are:

- **Market risk.** This is the risk that the fund experiences losses due to factors that may adversely impact the overall performance of financial markets and the companies in which the underlying LP invests. These factors include, but are not limited to, economic and regulatory conditions, political events, environmental and technological issues.
- **Company risk.** This is the risk that the value of a fund's investment falls and the returns may be negatively affected because of the deterioration of a company's business outlook as a result of management changes, strategy decisions, competitor activities or declining demand for its services.
- **Concentration risk.** This is the risk that the value of the fund's investments falls more than the market as a whole due to the fund's investments being concentrated in a relatively small number of private companies.
- **Liquidity risk.** This is the risk that a fund is unable to sell an investment at the desired time, or will be sold at a lower value. This could impact the value of the investment and returns and the ability of the fund to repay an investor's investment at the time of their choosing.
- **Manager risk.** This is the risk that the fund underperforms because of the way we, or an investment manager that we have selected, manages the fund's investments.

Other specific risks

In addition to the above risks, another key risk in relation to this fund is:

- **Withdrawal risk.** The fund invests in Booster Tahi LP, which is fully invested in private (or unlisted) companies. It relies on Booster Tahi LP to facilitate liquidity to meet withdrawal requests from Booster Tahi Fund investors. Booster Tahi LP's sources of liquidity include Committed and Prospective Capital from potential investors including Booster funds. As a result of this, investors may not be able to withdraw from the fund when they wish to.

For more information on the risks of investing in the Booster Investment Scheme, see the 'Other material information' document available on the offer register at www.companiesoffice.govt.nz/disclose.

5. What are the fees?

You will be charged fees for investing in the Booster Tahi Fund. Fees are deducted from your investment and will reduce your returns. If Booster invests in other funds, those funds may charge fees. The fees you pay will be charged in two ways:

- regular charges (for example, annual fund charges). Small differences in these fees can have a big impact on your investment over the long term;
- one-off fees (for example, the withdrawal fee).

Unlike most other funds, there is no base management fee charged by Booster Tahi Fund. You will only be charged a performance-based fee via the underlying LP, Booster Tahi LP, if the LP exceeds the hurdle rate of return. Other administration charges will also apply.

Based on a net expected income based investment return of 12%, the fees payable, which are mainly indirect fees, are as follows:

Annual fund charges				
Fund	Annual management fee	Performance-based fee (estimated) (charged by the underlying LP if the hurdle rate of return is exceeded)	Other administration charges (estimated)	Total annual fund charges (estimated)
Booster Tahi Fund	0%	1.65%	0.24%	1.89%

As the annual fund charges are substantially related to investment performance, below is an example of what the charges would be under different investment return scenarios:

Example of annual fund charges with different investment returns (assuming all income based returns)					
Net Investment Return ⁽¹⁾ (before tax)	Annual management fee	Performance-based fee	Other administration charges ⁽²⁾ (estimated)	Total annual fund charges (estimated)	After fee Investment return (before tax) ⁽³⁾
-5%	0%	0%	0.24%	0.24%	-5.00%
0%	0%	0%	0.24%	0.24%	-0.00%
+7%	0%	0%	0.24%	0.24%	7.00%
+12%	0%	1.65%	0.24%	1.89%	10.35%
+20%	0%	4.29%	0.24%	4.53%	15.71%
+25%	0%	5.94%	0.24%	6.18%	19.06%

⁽¹⁾ The Net Investment Return is calculated after all annual fund charges other than performance-based fees.

⁽²⁾ Other administration charges are already taken into consideration in the Net Investment Return.

⁽³⁾ The after fee investment return is the net return less performance-based fees.

Annual fund charges

The annual fund charges for the fund include performance-based fees which are charged by Booster Tahi LP (in which the fund invests) and other administration charges incurred in running the fund and Booster Tahi LP other than one-off fees relating to individual actions. These include:

- **Performance-based fees**

The fund invests in Booster Tahi LP, a limited partnership managed by Booster Funds Management Limited (a related party of Booster). Booster Funds Management Limited may charge performance fees to Booster Tahi LP. By investing in Booster Tahi LP, the fund will bear a proportionate share of any performance fee charged, which will be reflected in the unit price of the fund. See page 10 for further details on when the performance fee is charged.

The total annual fund charge for the fund includes an estimate for Booster Tahi LP's income performance fee of 1.65%. As Booster Tahi LP was only recently established, the estimate is based on the assumption that Booster Tahi LP will achieve income based returns equal to the Australia Private Equity and Venture Capital Index that has returned 12% per year over the last 15 years.

Full details of Booster Tahi LP's 'Performance-based fees' (which comprise both an Income Performance Fee (illustrated in the estimate) and a Value Performance Fee) are set out on page 10.

- **Other administration charges**

These charges, estimated at 0.24% per year, include the Supervisor's fee and an estimate for other costs, disbursements, charges or expenses incurred directly or indirectly by Booster and the Supervisor (such as audit fees and legal fees) and a proportionate share of the costs charged to Booster Tahi LP in relation to the management of its investments (up to 0.20% per year of Booster Tahi LP's net asset value). Any investment acquisition costs incurred by Booster Tahi LP are capitalised into the purchase price. They are calculated daily as a percentage of the net asset value of the fund and paid monthly.

Performance-based fees

Booster Tahi LP's performance-based fees are:

- **Income performance fee**

Based on the income return received from Booster Tahi LP's investments (excludes capital gains).

Hurdle rate of return

A performance fee is payable where the income return (before tax and fees) over the financial year ended 31 March is more than 5% above the New Zealand 90-day bank bill rate.

The rate of income return is calculated as gross income as a percentage of the applicable fair value of the investments at the start of the financial year (plus an adjustment for subsequent purchases and revaluations).

Amount of the performance fee

33% of the amount by which the income return to Booster Tahi LP exceeds the hurdle rate of return (before tax and fees) for the relevant period.

Maximum limit of the fee

None.

High water mark

None for the income performance fee.

Frequency of calculation and payment

The income performance fee is calculated daily and paid quarterly.

The income performance fee payable by Booster Tahi LP to Booster Funds Management Limited and charged indirectly to the fund is based on the hurdle rate of return rather than the market index on which the estimated performance fee is based. This means that you may pay a performance fee even if Booster Tahi LP does not match or beat the return of the market index. However, the minimum return threshold (currently estimated at 7.00%) must be exceeded before any performance fee is payable.

- **Value performance fee**

Based on the change in value of Booster Tahi LP's investments over the financial year (includes both realised and unrealised capital gains).

Hurdle rate of return

There's no minimum rate of return (or 'hurdle rate') that must be achieved before the performance fee applies.

Amount of the performance fee

10% of the amount by which the value of Booster Tahi LP's investments has increased during the financial year.

The performance fee is paid to Booster Funds Management Limited in the form of the issue of units (**bonus units**) in Booster Tahi LP. Booster Funds Management Limited will not sell any bonus units received for a period of eight years from the date the bonus units were issued.

Maximum limit of the fee

None.

High water mark

The performance fee is subject to a high water mark. No value performance fee will be payable until the value of Booster Tahi LP's investments has risen above the value when the last value performance fee was paid.

If any of Booster Tahi LP's investments are sold for less than its cost, Booster Funds Management Limited will repay to Booster Tahi LP 10% of the loss in value from the bonus units issued to it. Any repayment will be limited to the bonus units held by Booster Funds Management Limited.

If the value of Booster Tahi LP's investments has fallen over the financial year, Booster Funds Management Limited will repay to Booster Tahi LP 10% of the fall in value, up to a maximum of the total income performance fees paid during the relevant year.

Frequency of calculation and payment

The value performance fee is calculated and paid annually.

Individual action fees

Withdrawal fee

Booster Tahi LP will charge a 5% withdrawal fee on part or all of an investment withdrawn within 4 years of its investment in the fund (calculated as a percentage of the amount withdrawn). This fee reduces by 1% for each complete **additional year** an investment is held in the fund. No withdrawal fee is payable on an investment held in the fund for 8 years or more.

The fee is deducted from the withdrawal amount and paid to the fund (which in turn is payable to Booster Tahi LP).

There are currently no establishment, contribution, or termination fees (other than the withdrawal fee) charged by Booster. You may be charged other fees on an individual basis for investor-specific decisions or actions. For more information on the Booster Investment Scheme and charges see the 'Other material information' document which can be found on the offer register at www.companiesoffice.govt.nz/disclose.

Goods and services tax (**GST**) is not included in any of the fees stated. GST will be added to any other fees where applicable.

Example of how fees apply to an investor

Andrew invests \$100,000 in the Booster Tahi Fund. He is not charged an establishment fee or a contribution fee.

This means that the starting value of his investment is \$100,000.

He is charged management and administration fees, which work out to about \$240 (0.24% of \$100,000). These fees might be more or less if his account balance has increased or decreased over the year.

Booster Tahi Fund invests in Booster Tahi LP which may pay performance fees if it earned more than its target. Any performance fees paid will be reflected in the value of his investment in the Booster Tahi Fund. Based on the estimate of performance fees in Section 5 - *What are the fees?*, the performance fee amount would be about \$1,650 (based on a before tax investment return (net of expenses) of 12%).

Estimated total fees for the first year

Individual action fees: \$0

Fund charges: \$1,890

See the latest fund update for an example of the actual returns and fees investors were charged over the past year.

This example applies only to the Booster Tahi Fund. If you are considering investing in other funds in the scheme, this example may not be representative of the actual fees you may be charged.

The fees can be changed

Any new fees or changes to existing fees is subject to the Trust Deed. We will consult and agree any fee change with the Supervisor and provide 1 month's notice of any fee increase to all investors in the fund.

Booster must publish a fund update for the fund showing the fees actually charged during the most recent year. Fund updates, including past updates, are available at www.booster.co.nz

6. What taxes will you pay?

Booster Investment Scheme is a portfolio investment entity. The amount of tax you pay is based on your prescribed investor rate (PIR). To determine your PIR, go to the application form. If you are unsure of your PIR, we recommend you seek professional advice or contact Inland Revenue.

It is your responsibility to tell Booster your PIR when you invest or if your PIR changes. If you do not tell Booster, a default rate of 28% may be applied.

If the advised PIR is lower than the correct PIR, you will need to complete a personal tax return and pay any tax shortfall, interest, and penalties. If the default rate or the advised PIR is higher than the correct PIR, you will not get a refund of any overpaid tax.

If you are investing in the funds as a joint investor, company, trust, or estate, see the 'Other material information' document available on the offer register at www.companiesoffice.govt.nz/disclose for more information.

7. Who is involved?

About Booster

Booster Investment Management Limited (**Booster**) is the manager of the Booster Investment Scheme. You may have known us as Grosvenor – we are now called Booster. Same company, same team, new name.

We are part of the Booster Group which has been helping New Zealanders save since 1998. The group currently administers superannuation and investment funds of over \$2.0 billion on behalf of more than 100,000 New Zealanders.

You can contact us at:

Booster Investment Management Limited
Level 5, 13-27 Manners Street
PO Box 11872
Wellington 6142
Phone: **04 894 4300**
Email: **clientservices@booster.co.nz**

Who else is involved?

	Name	Role
Supervisor	Public Trust	Supervises us to make sure we meet our responsibilities and obligations.
Custodian	PT (Booster Investments) Nominees Limited	Appointed by the Supervisor to hold the assets of the funds on behalf of the investors. The Custodian is a wholly-owned subsidiary of the Supervisor.

8. How to complain

Any complaints about the Booster Investment Scheme can be made to us (in the first instance), or the Supervisor, at the contact details below:

Booster

Chief Operating Officer

Booster Investment Management Limited
Level 5, 13-27 Manners Street
PO Box 11872
Wellington 6142
Phone: **04 894 4300**
Email: **clientservices@booster.co.nz**

Supervisor

General Manager, Corporate Trustee Services

Public Trust
Ground Floor, NZ Rugby House
100 Molesworth Street
PO Box 5067
Wellington 6140
Phone: **0800 371 471**
Email: **CTS.Enquiry@PublicTrust.co.nz**

If your complaint can't be resolved, you can refer it to one of the following approved dispute resolution schemes. They won't charge you a fee to investigate or resolve your complaint.

Booster's approved dispute resolution scheme

Financial Dispute Resolution

Level 4, 142 Lambton Quay
Freepost 231075
PO Box 2272
Wellington 6140
Phone: **0508 337 337**
Email: **enquiries@fdr.org.nz**
Website: **www.fdr.org.nz**

Public Trust's approved dispute resolution scheme

Financial Services Complaints Limited

Level 4, 101 Lambton Quay
PO Box 5967
Wellington 6145
Phone: **0800 347 257**
Email: **complaints@fscl.org.nz**
Website: **www.fscl.org.nz**

9. Where you can find more information

More information about the Booster Investment Scheme and the funds, including fund updates, financial statements, annual reports, the trust deed, SIPO, and other material information is available on the scheme register and offer register at www.companiesoffice.govt.nz/disclose and copies can be requested from the Registrar of Financial Service Providers.

You can also get this and other information about your investment, free of charge, from your financial adviser, or by asking us:

- write to **Booster Investment Management Limited, PO Box 11872, Manners Street, Wellington 6142**
- email **clientservices@booster.co.nz**
- call **04 894 4300** from 8.00am to 5.00pm (Monday to Friday)
- visit **www.booster.co.nz**

10. How to apply

To invest in the fund, you'll need to either:

1. complete an application form to subscribe for units in the fund directly; or
2. if investing in the fund through the Booster Wrap Administration System (**System**), enter into an agreement with the System administrator and a financial adviser who uses the System.

If you would like to get in touch with a financial adviser, call us on **04 894 4300**.

Application form for the Booster Tahi Fund

The following guide forms part of the application form. It will help you work out your Prescribed Investor Rate (PIR), which you need to tell us in section 2 of the application form under the heading Investor Details.



If you do not advise us of your IRD number and PIR, your PIR will default to 28%.

Taxable income includes, but is not limited to, salary or wages, rental income, income from non-PIE investments (e.g. bank accounts, term deposits, shares, bonds and non-PIE managed funds) and income earned outside of New Zealand.

Net PIE income is the net (after tax) investment income which you have earned from a portfolio investment entity (PIE) during the year.

Income year is the period from 1 April to 31 March in the following year.

Application Form – Individual and Joint Investors

Product Disclosure Statement dated 13 September 2017

1. Investor Type

Individual
 Joint
 Tenants in Common

2. Investor Details

Investor 1 (main applicant)

Title
First name/s
Surname

Date of birth
Occupation

Day Month Year

Residential address

Postcode

Home phone
Mobile phone

Email (required for communication purposes)

IRD number
Prescribed Investor Rate (PIR)
 10.5%
 17.5%
 28%

Tax residency

Are you a New Zealand resident for tax purposes? Yes No

Are you a US Specified Person* for US tax purposes? Yes No

If yes, please provide your US tax payer identification number (or Social Security Number):

Are you a tax resident of a country other than NZ or the US? Yes No

If yes, please complete the table below:

Country of tax residence	Tax Identification Number (TIN) (or reason why TIN was unable to be obtained)
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

If your tax residency status changes, please tell us immediately.

*A US Specified Person may include:

- anyone born in the US (who hasn't renounced their citizenship);
- US citizens (including green card holders);
- anyone living in the US;
- a person who has worked or is working in the US;
- a person who has or is paying tax in the US;
- a US passport holder;
- US companies/trusts/partnerships for US tax purposes including US persons who control these entities.

Investor 2 (if applicable)

Title **First name/s** **Surname**

Date of birth **Occupation**
Day Month Year

Residential address
 Postcode

Home phone **Mobile phone**

Email (required for communication purposes)

IRD number
Prescribed Investor Rate (PIR) 10.5% 17.5% 28%

Tax residency
Are you a New Zealand resident for tax purposes? Yes No

Are you a US Specified Person* for US tax purposes? Yes No

If yes, please provide your US tax payer identification number (or Social Security Number):

Are you a tax resident of a country other than NZ or the US? Yes No

If yes, please complete the table below:

Country of tax residence	Tax Identification Number (TIN) (or reason why TIN was unable to be obtained)
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>
<input type="text"/>	<input type="text"/>

If your tax residency status changes, please tell us immediately.

3. Bank Details

Name of bank account

Bank account number

Bank Branch Account number Suffix

Payment of any distributions or withdrawals from the fund will only be made to a New Zealand bank account and will only be paid in New Zealand dollars. You'll need to provide us with either a bank encoded deposit slip, bank statement or internet banking print out with the bank account number that matches the bank account you would like the distribution or withdrawal amount to be paid to.

4. Investment Instructions

Please tell us the amount you wish to invest in the fund (minimum initial investment is \$100,000). You can choose to make a Commitment to invest (Committed Capital amount) and/or an Intention to invest (Prospective Capital amount).

Committed Capital amount: \$ **Prospective Capital amount:** \$

5. Source of Funds

What is the source of the money you are investing in the fund? (for example savings, inheritance, property sale).

6. Verification of Identity

We are required by law to verify your identity and address. You will need to provide Booster with the required documentation to verify all individuals identity and address named in this application form.

Full details of our verification and certification requirements are outlined at the end of this application form.

7. Investor Declaration

By signing this application form, I/we are applying to invest in the Booster Tahī Fund.

- I understand and agree that I am bound by the Trust Deed which governs the Booster Investment Scheme and the Booster Tahī Fund; and
- I acknowledge that I have received, read and understood the Product Disclosure Statement for the Booster Tahī Fund dated 13 September 2017; and
- I confirm that by completing this form I am providing (*as applicable*):
 - a legally binding commitment to invest the amount stated on this application form (**Committed Capital**); and/or
 - a non-binding intention to invest the amount stated on this application form (**Prospective Capital**).
- I understand that when a Capital Call is made by Booster Tahī LP and I receive a notification from Booster Investment Management Limited (**Booster**):
 - I am bound to pay the requested Committed Capital amount to the fund bank account (from cleared funds) within 10 business days of the Capital Call, and if the amount is not paid on time I will be required to pay a default rate of interest on the requested Committed Capital amount, from the due date until the amount is received by Booster; and/or
 - If I am invited to and choose to make a commitment to invest the requested amount from my Prospective Capital, I will be bound to pay the requested Newly Committed Capital amount to the fund bank account (from cleared funds) within 10 business days of the Capital Call and if the amount is not paid on time I will be required to pay a default rate of interest on the requested Newly Committed Capital amount, from the due date until the amount is received by Booster.
- I understand that I will be issued units in the Booster Tahī Fund once the Committed Capital/Newly Committed Capital amount is received and accepted by Booster.
- I understand that my personal information which is held by Booster Investment Management Limited will be used to administer the Booster Tahī Fund, maintain relevant statistical records, enable the provision of financial advice, and provide me with information about other products and services offered by the Booster Group; and
- I acknowledge the requirement to provide information about me and my investment in the Booster Tahī Fund to my financial adviser and authorise you to do this for any of the purposes above; and
- I understand that I have the right to access and request the correction of my personal information held by Booster; and
- I consent to my personal information, including information relating to my investment in the Booster Tahī Fund, being disclosed to any other person, including a related company to Booster, to enable Booster to use the information to be reported and used in compliance with relevant law and regulations in force in New Zealand (such as Inland Revenue and the Financial Markets Authority) including relevant persons and bodies located overseas such as the United States Internal Revenue Service; and
- I/we indemnify Booster (including any related party thereof) for the consequences of reporting any incorrect information as a result of relying on the information in this application form; and
- I/we will promptly notify the Booster of any changes to my/our details and on request will provide any information reasonably required by the Booster (or any related party thereof) to comply with any obligation under a relevant law and/or regulation in force from time to time in New Zealand; and
- I understand that Booster may impose restrictions on my/our ability to undertake transactions in the event that I/we fail to provide Booster with any documentation necessary to comply with the Anti-Money Laundering and Countering Financing of Terrorism Act.
- I consent to receiving information about my investment in the Booster Tahī Fund or any other products, services or promotions offered by Booster (or related company of Booster) electronically; and
- I confirm that the information provided by me on this application form is true and correct.
- I/we indemnify the Booster and any related party thereof for all liability, cost, loss or proceeding for accepting any instructions from my/our financial adviser and if any statement in this agreement is incorrect or not complied with.

Investor 1 signature

Date

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day	Month	Year			

Investor 2 signature (*if applicable*)

Date

<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Day	Month	Year			

8. Financial Adviser (to be completed by your financial adviser (if applicable))

I confirm that:

- I have a business relationship with all persons named in this application form; and
- I have undertaken the verification of the persons named in this application form face to face; and
- I have sighted originals or properly certified copies of each of the documents used to identify the persons named in this application form (including any persons acting on behalf of the investor/s and any beneficial owner) and have attached documents to this application form; and
- In respect of the photo identification, the picture represents the identity of the person; and
- Based on my knowledge of the persons named in this application form, they have correctly answered the question in respect of their current tax residency status. If I become aware of a change in the applicant's tax residency status I will notify Booster immediately.
- I have verified the attached copies of the identification documents for the applicant/s.

At the date of this application, I confirm that I am an:

- AFA Booster QFE Adviser

Adviser name

Adviser company

Adviser signature

Date

--	--	--	--	--	--	--	--	--	--

Day

Month

Year

9. Investor Declaration

Please complete the checklist below to make sure that you have provided us with the information and relevant documents we need to process your application.

- Completed Application Form.**
- Proof of your bank account.** If we haven't previously paid money to the bank account you have requested. See Section 3 for our requirements.
- Verified or certified proof of your identity and address.** If you haven't previously provided these to us, see the identity documents guide for our requirements.

Guide to verification and certification of identity documents

What identification do I need to provide?

You will need to provide proof of name, date of birth and residential address.

Please ensure that you provide us with the identification from the options in the table below. All forms of identity must be current (i.e. not expired), otherwise your application won't be able to be processed. You will need to provide:

1. proof of identity; **and**
2. proof of residential address; **and**

have the documents either certified by an 'AML Trusted Referee' or verified by an authorised agent of Booster.

Proof of Identity

Option 1

One form of the following primary photographic identification:

- New Zealand passport (that includes the person's name and signature)
- New Zealand firearms licence
- Passport issued by a foreign government (including the name, date of birth, photograph, New Zealand visa and signature of the person)

or Option 2

One form of the following primary non photographic identification:

- New Zealand full birth certificate
- Certificate of New Zealand citizenship
- Birth certificate issued by a foreign government, the United Nations or an agency of the United Nations

Plus one form of the following secondary or supporting form of photographic identification:

- New Zealand driver licence (that includes the person's name and signature)
- 18+ Card
- Valid International driving permit (that includes the person's name and signature)

or Option 3

New Zealand driver licence (that includes the person's name and signature)

Plus one of the following:

- Credit, debit or eftpos card, that includes the person's name and signature
 - A bank statement issued to the person that is not more than 12 months old issued by a registered bank
 - Super Gold Card (that includes the person's name and signature)
 - A statement from a government department issued to the person that is not more than 12 months old
-

Proof of Residential Address

Provide a verified/certified photocopy of one of the following, issued and dated within the last 6 months, showing your current residential address:

- Utility letter
 - Rates bill
 - Bank account statement
 - Government agency statement (Inland Revenue)
 - a print out from www.whitepages.co.nz or a print out from a bank confirming name and address (stamped by the bank).
-

Verification of identity documents

All copies of identification must be either certified by an 'AML Trusted Referee' or verified by an authorised agent of Booster. Verified copies must be legible and all photos must be clear. Verification is valid for three months.

The certifier/verifier must view the original document and compare it with the copy. The certifier/verifier can then sign and date the copy and print their name, occupation and a statement as follows:

"I verify that this is a true copy of the original document sighted by me today and represents the identity of the named individual".

Persons able to certify documents

- Chartered Accountant
- Registered medical doctor
- Registered teacher
- Kaumatua
- Member of the Police
- An NZ Honorary Consul
- Minister of Religion
- A person who has legal authority to take statutory declarations in New Zealand

A certifier cannot:

- be related to you (e.g. be your parent, child, brother, sister, uncle, aunty, cousin)
- be your spouse or partner
- live at the same address as you
- certify their own documents

Persons able to certify documents and witness statutory declarations

- Lawyer
- Justice of the Peace
- Notary Public
- Member of Parliament



We're here to help.

To find out more about the Booster Investment Scheme talk to your financial adviser, call us on **04 894 4300**, or visit our website.

booster.co.nz

Booster Investment Management Limited, PO Box 11872, Manners Street, Wellington 6142, New Zealand

A disclosure statement is available from your financial adviser, on request and free of charge.