

## **TRUST MANAGEMENT PIE FUNDS**

# **OTHER MATERIAL INFORMATION**

30 October 2020

Issued by Trust Investments Management Limited as corporate trustee of the Trust Investments Management Charitable Trust.

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## 1. GENERAL

This document contains information that is considered by Trust Investments Management Limited as corporate trustee of the Trust Investments Management Charitable Trust ("**Trust Management**", "**we**", "**us**" or "**our**") to be 'material' to the Trust Management PIE Funds ("**Funds**") that is not contained in the Product Disclosure Statement for the Funds ("**PDS**") or otherwise contained in the offer register entry for the Funds at <https://disclose-register.companiesoffice.govt.nz>.

This document has been prepared to meet the requirements of section 57(1)(b)(ii) of the Financial Markets Conduct Act 2013 ("**FMC Act**") and components of clause 52 of Schedule 4 of the Financial Markets Conduct Regulations 2014 ("**FMC Regulations**"). All legislation referred to in this document can be viewed at [www.legislation.govt.nz](http://www.legislation.govt.nz).

In this document, the words "you" or "your" refers to a person or entity that is an Investor that invests in the Funds. Capitalised terms have the same meaning as in the Trust Deed, unless they are otherwise defined in this document.

None of Trust Management, The New Zealand Guardian Trust Company Limited, or any director or nominee of any of those entities, or any other person guarantees the Funds' performance, returns or repayment of capital.

## 2. FUNDS

This document relates to the offer of units in the following Funds:

Fund	Date the Fund started
Trust Management – Property Fund	1 April 2020
Trust Management – Sustainable Australasian Share Fund	1 April 2020
Trust Management – NZ Bond Fund	1 April 2020
Trust Management – International Share Fund	1 April 2020
Trust Management – International Bond Fund	1 April 2020
Trust Management – Balanced Fund	1 April 2020

The Funds are constituted within a registered scheme called the 'Trust Management PIE Funds' ("**Scheme**"). The Funds were established under a Master Trust Deed dated 18 March 2020 ("**Trust Deed**"), together with a separate Establishment Deed for each Fund.

Each Fund is invested in accordance with the statement of investment policy and objectives ("**SIPO**") for the Funds dated 1 April 2020. You can get an electronic copy of the Trust Deed, the Establishment Deeds and the SIPO from the scheme register at <https://disclose-register.companiesoffice.govt.nz>.

### 3. PERSONS INVOLVED

#### The Manager

Trust Investments Management Limited as corporate trustee of the Trust Investments Management Charitable Trust is the manager of the Funds ("**Manager**").

#### Our directors

Our directors and their biographies, as at the date of this document, follow.

##### **Peter C Brook – BCom, ACA, CFIP, Chairman**

Peter Brook has more than 20 years of commercial and investment banking experience and currently pursues a number of consultancy and business interests.

Peter is Chair of Burgerfuel Group Limited and Generate Investment Management Limited, a Trustee of the Melanesian Mission Trust Board and a member of the Institute of Finance Professionals NZ Incorporated.

##### **Christine A Scott – BA (Hons), CMInstD, CHFC**

Christine Scott is Managing Director of Strategy Inc. Limited. Formerly Managing Director in New Zealand with Royal & SunAlliance (now the SunCorp Metway group of companies), she now consults with mid-large corporations in the areas of strategy, marketing, governance and performance measurement.

Christine has held directorships in numerous financial service companies in New Zealand and Canada, and is a trustee for a number of not-for-profit organisations including the J R McKenzie Trust and the Auckland Rotary Foundation. She is a past director of UNICEF NZ and the ISI (now the Financial Services Council).

Christine was awarded CHFC, CFP, CLU and FLMI financial sector designations in Canada. Christine also successfully completed the Officers, Partners & Directors program of the Investment Funds Institute of Canada.

##### **Ross G Bay – BTh, PGDip PastTheol**

Ross Bay is the Anglican Bishop of Auckland.

Ross worked for the Bank of New Zealand until beginning theological study in 1986, graduating with a Bachelor of Theology from the Australian College of Theology in 1990

After a period in the United Kingdom where he gained a post-graduate diploma in theology, Ross returned to New Zealand working as the Vicar of a number of parishes in Auckland. He was appointed Dean of Holy Trinity Cathedral in 2007, and became Bishop of Auckland in April 2010.

Ross sits on a number of governance boards associated with the Auckland Anglican Diocese and wider Church. His governance roles include Chairman of the Diocesan Council, Chairman of Trustees of King's College, Trustee of the General Trust Board, and President of the Selwyn Foundation.

##### **Andrew H Evans – BBS, GDipBus(Finan), MBA (Dist), ANZIV, FPINZ, CFinstD**

Andrew Evans has over 30 years' experience in commercial real estate and asset management, previously holding executive positions in listed and unlisted real estate investment businesses.

Andrew is a Director of Northwest Healthcare Properties Management Limited, the manager of NZX listed Vital Healthcare Property Trust, Holmes Group Limited, Holmes GP Fire Limited, Infinity Investment Group Limited and Accessible Properties NZ Limited. In addition, Andrew is a past National President of the Property Council of New Zealand, a fellow of the New Zealand Property Institute, and a government appointee to the Land Valuation Tribunal (Waikato No.1). He is a chartered fellow of the Institute of Directors and on the Auckland Branch Committee.

***Annabel Cotton—BMS, ACA, CFInstD, INFINTZ (Fellow), FNZICA, FAIRA***

Annabel is the Managing Director of Merlin Consulting and is a professional director with experience in advising NZX listed companies on investor relations, governance and equity management.

Annabel is a director of NZX Regulation. She is a director and Audit Committee chair of Waikato Regional Airport Limited and chairs Hamilton & Waikato Tourism Limited. Annabel is also a trustee, member of the Audit and Risk and Membership committees of New Zealand Global Women and a trustee of the Donny Charitable Trust Board, a substantial charity.

Annabel has been a director and audit committee chair of several NZSX-listed companies and was a member of the New Zealand Securities Commission and the External Reporting Board, was the first Commissioner for Financial Advisers and was a director and audit committee member of Genesis Power Limited.

Annabel has been made a Fellow of the Australasian Investor Relations Association, the Institute of Directors, the Institute of Finance Professionals and NZICA.

***Mel Hewitson – MA, BSocSci, CMinstD, AIF®***

Mel is a professional director, following an executive career in institutional investment management, risk, compliance and financial regulation.

Mel is a director of Simplicity NZ Limited, Fidelity Life Assurance Limited, Ngāti Whātua Ōrākei Whai Maia Limited and Domain Name Commission Limited. She chairs the Nominating Committees for the Guardians of New Zealand Super Fund and the Waikato-Tainui Group Investment Committee. She is an independent member of the FINDEX Advice Services NZ Investment Committee and a trustee of Foundation North and Auckland Foundation. Previously, Mel held senior roles at the Financial Markets Authority, Trustees Executors, ANZ Bank, AllianceBernstein and Tower Asset Management.

Mel is a Chartered Member of the Institute of Directors and an Accredited Investment Fiduciary®.

Our directors may change from time to time without notice to you. A current list of directors is available online at <https://companies-register.companiesoffice.govt.nz>.

## **Our management team**

Our management team and their biographies, as at the date of this document, follow.

***Grant Hope – BCom, CA, Chief Executive***

Grant has an extensive career in commercial and business management.

Following the completion of a Bachelor of Commerce degree at the University of Otago Grant joined the accounting and consulting firm of KPMG. After nine years working in New Zealand, the Channel Islands and the United Kingdom Grant transferred his experience gained in the fields of audit and corporate to the private sector working in senior management and chief financial officer roles in New Zealand.

Grant joined Trust Investments Management Limited in 2002 and was appointed Chief Executive in 2010.

He is a Chartered Accountant and a member of the Institute of Directors and the Institute of Financial Professionals of New Zealand.

### ***Shane Coward – BCom, General Manager***

Shane is responsible for the successful implementation of the business plan objectives and client service deliverables. Shane is also responsible for the oversight of the risk management and regulatory compliance of Trust Management. In addition to these duties, Shane provides Governance Services to a number of our clients.

Shane has significant experience in the finance and commercial management fields. Prior to joining Trust Investments Management Limited in 2003, Shane worked for Globe International (N.Z.) Limited, as the Finance Manager.

### ***Patrick O'Reilly – MProp, PGDipCom, BCom(VPM), General Manager Property***

Patrick leads the Property Asset Management Team and is responsible for the portfolio management and performance of the Property Fund, as well as a number of discrete property portfolios. Patrick has a wealth of experience in the New Zealand property sector, through his previous roles with NZX listed and non listed companies, including at Brookfield Offices Properties, DNZ Property Fund (Stride), and AMP Capital.

Patrick is a Fellow of the Property Institute of New Zealand.

### ***Matthew Goldsack – BCom, GradDipBus(Fin), Associate, INFINZ, General Manager Investments***

Matthew oversees the management of the Funds and the direct accounts of a number of larger clients. This involves discretionary management of New Zealand fixed interest portfolios, management of the currency hedging of international assets and manager selection for the International and Australasian funds. Matthew has previously had a range of senior roles in the institutional funds management industry, notably for BT Funds Management and AXA Global Investors.

### ***Anne Edwards – MBA, CA, General Manager Finance***

Anne is responsible for Trust Management's Financial Services function. Anne is also responsible for the oversight of the preparation of NZ IFRS compliant annual financial statements on behalf of the Funds and various clients, as well as liaising with external auditors and advisers.

Prior to joining Trust Management, Anne worked for the New Zealand offices of Swiss bank, UBS AG where she was Associate Director, Financial Control for 13 years. Prior to UBS AG, Anne was an Audit Manager for PricewaterhouseCoopers both in New Zealand and the United Kingdom.

## **Investment Manager**

We have appointed Harbour Asset Management Limited to act as the investment manager for the Sustainable Australasian Share Fund. Harbour Asset Management Limited is a specialist investment management company, incorporated in New Zealand in 2006. Further details about Harbour Asset Management Limited are contained on its website [www.harbourasset.co.nz](http://www.harbourasset.co.nz).

The International Share Fund and International Bond Fund invest in funds managed by State Street Global Advisors, and in this respect State Street Global Advisors provides investment management services in relation to those Funds. Further details about State Street Global Advisors are contained on its website [www.ssga.com](http://www.ssga.com).

The funds that the International Share Fund and the International Bond Fund may invest into may change from time to time without us notifying you.

## Supervisor

The New Zealand Guardian Trust Company Limited is the supervisor ("**Supervisor**") of the Funds.

The directors of the Supervisor, as at the date of this document, are:

- Robin Albert Flannagan
- James Earl Douglas

The directors of the Supervisor may change from time to time without notice to you. A current list of directors is available online at <https://companies-register.companiesoffice.govt.nz>. James Douglas was a director of Trust Investments Management Limited from 1 March 2013 to 5 July 2016.

The Supervisor has been granted a licence under section 16(1) of the Financial Markets Supervisors Act 2011 to act as a supervisor in respect of debt securities, non-fund schemes, specified managed funds, superannuation schemes and KiwiSaver schemes, for a term expiring on 16 March 2023. Further details are available on the Financial Market Authority's website [www.fma.govt.nz](http://www.fma.govt.nz).

The Supervisor was incorporated under the Companies Act 1955 in New Zealand on 7 September 1982 and was re-registered under the Companies Act 1993 on 23 April 1997.

The Supervisor's ultimate holding company is Complectus Limited, a company incorporated in New Zealand.

## Manager and Supervisor indemnity

Under the Trust Deed and subject to the limits on permitted indemnities under the FMC Act, we and the Supervisor are indemnified out of each Fund for any loss, expense or liability incurred in the execution or non-execution of our or the Supervisor's powers (as applicable) and against actions and costs for any matter done or omitted relating to a Fund, the Trust Deed or an Establishment Deed, except to the extent that any such loss, expense or liability has arisen because of our or the Supervisor's gross negligence or fraud or wilful breach (as applicable).

Under the FMC Act, our rights and the Supervisor's rights to be indemnified are only available in relation to the proper performance of our respective statutory duties under the FMC Act.

Further information in relation to our and the Supervisor's responsibilities and indemnities is set out in the Trust Deed.

## Custodian

The Supervisor has delegated the function of holding the property of the Sustainable Australasian Share Fund and the NZ Bond Fund to Trustees Executors Limited ("**Custodian**").

The New Zealand Guardian Trust Company Limited (acting through its nominee company TIM Nominees Limited) is custodian of the other Funds. As required by the FMC Act, the Supervisor and the Custodian are independent of us.

## Auditor

The Auditor of the Funds is PricewaterhouseCoopers. The Auditor is registered under the Auditor Regulation Act 2011. Other than in its capacity as auditor of the Funds and the Manager, the Auditor has no relationship with, or interest in, the Funds.

## Solicitors

Our solicitors are Chapman Tripp. The Supervisor's solicitors are Russell McVeagh.

## 4. ADDITIONAL INFORMATION ON MAKING INVESTMENTS AND WITHDRAWAL TRANSACTIONS

### Making investments

The process for investing in the Funds is set out in the PDS. All application monies will be held on trust for applicants until units are allotted.

Any interest earned on application monies will be for the benefit of the relevant Fund. No interest will be paid to applicants on application monies if an application is denied in whole or in part.

### Withdrawal transactions

You may request a redemption of some or all of your units in a Fund at any time by completing a redemption request form (available from us). Once submitted, your redemption request cannot be withdrawn. For some Funds, you must give a minimum period of notice (a **"notice period"**) to allow us time to realise assets if necessary to permit your redemption. Notice periods commence on the date we receive your completed redemption request. The applicable notice periods for redemptions from the Funds are set out in the PDS.

Units in a Fund are redeemed at the unit price for that Fund, adjusted for the applicable sell spread for that Fund.

The redemption of units is effected on the date on which the unit price of the relevant Fund(s) is next calculated following the later of receipt of the redemption request and the expiry of any applicable notice period.

We may refuse a redemption request, with the agreement of the Supervisor, if we are of the opinion that it would not be practicable, or would be materially prejudicial to the interests of unitholders, for the redemption request to be processed. We may suspend or defer redemptions as explained below.

#### ***Suspension of redemptions***

We may suspend redemptions in any of the Funds where we are, by reason of certain events (including a decision to terminate the Funds, market conditions or the nature of the investments of the Funds), of the opinion that it would not be practicable, or would be materially prejudicial to the interests of the unit holders of the Funds, to realise investments of the Funds or to borrow to permit redemption. The period of suspension will be until we give you notice that the suspension notice is cancelled or on the expiration of such period as we determine in good faith is in the best interests of unit holders (which may not exceed 3 months without the consent of the Supervisor), whichever is the earlier.

Redemptions are not permitted during a suspension period. Unsatisfied redemption requests will be effected on the date the unit price for the applicable Fund is next calculated after the suspension expires or is cancelled, at the unit price for that Fund calculated on that date and adjusted for the applicable sell spread for that Fund.

#### ***Deferral of redemptions***

We may also defer redemptions if, over any 21 day period, redemption requests received are of an amount which we believe could detrimentally affect the interests of other unit holders of the Funds. The period of deferral will be until we give you notice that the deferral notice is cancelled or on the expiration of 3 months (or such other period that we determine in good faith is in the best interests of unit holders of the relevant Fund), whichever is the earlier.

We have a discretion to satisfy redemption requests on an equitable basis during a deferral period at the unit price for the relevant Fund, adjusted for the applicable sell spread for that Fund, on the date on which the units are redeemed. If we have not exercised our discretion to satisfy redemption requests before the expiry or cancellation of the deferral period, units will be redeemed on the date the unit price for the applicable Fund is next calculated after the deferral expires or is cancelled, at the unit price for that Fund calculated on that date and adjusted for the applicable sell spread for that Fund.

## 5. ADDITIONAL INFORMATION ON PIE TAX

The following summary of the New Zealand taxation regime as it applies to the Funds is intended as a general guide only. The circumstances and tax position of each investor is different and all investors should seek their own independent tax advice before investing.

### Portfolio investment entities

Each Fund will elect to be a Portfolio Investment Entity (PIE) for tax purposes.

Under the PIE regime, each Fund will attribute taxable income to its investors in accordance with their interest in the Fund and, where applicable, pay PIE tax calculated by reference to investors' notified Prescribed Investor Rate (PIR). Investors who have notified a correct PIR greater than zero should not have any further tax to pay in respect of their attributed income or on withdrawal. Investors with a notified PIR of 0% must account for tax on attributed taxable income from the Funds in their own tax returns.

You must notify us of your PIR and valid IRD number when you apply to invest in a Fund. You must also notify us if your PIR change at any time. You will be asked to reconfirm your PIR at least once a year. Investors who do not notify their PIR or provide a valid IRD number will be treated as having a notified PIR at the default rate of 28%. Inland Revenue may notify us to disregard an investor's notified PIR and apply a different rate if Inland Revenue considers the notified PIR to be incorrect.

If you have notified a PIR that is lower than your correct PIR, you will be personally liable for any underpaid tax and applicable penalties and interest. If your notified PIR is higher than your correct PIR, under current law the overpaid tax will not be refunded to you. However, a legislative amendment has been proposed which, if enacted, should allow overpayments of PIE tax to be refunded with effect from the 2020-21 tax year.

### PIR for New Zealand resident non-individual investors

A New Zealand tax resident company, unit trust, registered charitable entity, PIE, PIE investor proxy and superannuation fund (unless they choose a PIR of 28% or 17.5%) has a PIR of 0%. These zero-rated investors must include the attributed taxable income from the Funds in their own tax returns.

### PIR for New Zealand resident trustees

A New Zealand tax resident trustee that is not the trustee of a registered charitable entity may choose a PIR of 0%, 17.5% or 28%. A New Zealand resident trustee of a testamentary trust may also choose a PIR of 10.5%. These investors must include the attributed taxable income from the Fund in their own tax returns unless they have a notified PIR of 28%.

### PIR for New Zealand resident individuals

A New Zealand tax resident individual's PIR is determined based on their taxable income and their total income (taxable income plus net attributed PIE income) in the two immediate prior income years. Broadly, a New Zealand resident individual has a PIR of:

- 10.5% if in either of the two income years they derive \$14,000 or less in taxable income and \$48,000 or less in taxable income plus net attributed PIE income;
- 17.5% if in either of the two income years they derive \$48,000 or less in taxable income and \$70,000 or less in taxable income plus net attributed PIE income;
- 28% in all other cases (even if their marginal tax rate is higher).

### PIR for non-residents

An investor who is not New Zealand tax resident has a PIR of 28%. Funds known as "foreign investment zero rate PIEs" and "foreign investment variable rate PIEs" are intended to reduce taxation of foreign investors' investments in PIEs. We do not currently offer these types of funds as most of our investors are New Zealand investors.

### **Joint investors**

We will use the highest notified PIR in respect of joint investors. If PIRs have not been provided by all joint investors, we will apply the default rate of 28%.

### **Investments not subject to the Foreign Investment Fund (FIF) regime**

As long as a Fund remains a PIE, the Fund will not be subject to tax on any gains from the sale of shares in New Zealand resident companies or certain companies resident in Australia that are listed on the Australian Securities Exchange. Ordinary New Zealand tax rules apply to dividends on such shares.

### **Investments subject to the FIF regime**

Other foreign shares held by a Fund will generally be taxed under the fair dividend rate (FDR) method. Under this method, a Fund will be deemed to have taxable income in an income year based on 5% of the market value of the shares calculated on a daily basis. Any dividends and gains from sale of the shares will not be taxed separately, but a Fund should be entitled to a credit for foreign withholding tax paid on dividends, subject to certain limits. No tax deduction may be claimed for any losses in respect of the shares.

### **Other non-equity investments**

Other income derived by a Fund will be subject to ordinary tax rules.

### **PIE tax payment and timing**

The Funds may pay tax in respect of investors at different rates and may receive tax credits which are only attributable to certain investors. If applicable, we may adjust the units held by investors to take account of such tax and tax credits.

## 6. ADDITIONAL INFORMATION ON FEES AND EXPENSES

### Manager's fees

We receive annual remuneration for acting as manager of each Fund. Our remuneration is payable quarterly, at the same time as the distributable income of a Fund is paid to the investors in that Fund.

For the Property Fund, our remuneration at the date of this document comprises:

- Management fees: 0.55% pa of the gross asset value of the property investments plus 0.3% pa of the market value of any cash and fixed interest investments.
- Facilities management fees: 3% of the gross income earned by the Fund, plus a fee for negotiation of a rent review or re-leasing of any property as follows:
  - Rent reviews: 1% of the existing net annual rent plus 10% of any increase in the annual rent achieved;
  - Leasing: for leases under three years: 10% of the gross annual rental income; for leases of more than three years: 11% of the gross annual rental income plus 1% for each year in excess of three years to a maximum of 15%; and for leases with annual gross income of under \$100,000, a minimum fee of two months' rental applies.
- Special projects fees: can be charged for special projects relating to the acquisition or sale of a property. For example, if we find a purchaser for a property in the Property Fund and negotiate the sale of that property to that purchaser, we may charge a special projects fee similar in nature to the fee that a third party may charge the Fund if it provided the same services to the Fund. Any special projects fee must be agreed between the Manager and the Supervisor and would not be expected to be greater than the reasonable fee that a third party would charge if it provided the same services to the Fund.

For each of the other Funds we are entitled to an annual management fee based on the Current Value of the relevant Fund, as shown in the table below:

Fund	Management fee
Sustainable Australasian Share Fund *	0.10%
NZ Bond Fund	0.30%
International Share Fund	0.35%
International Bond Fund	0.35%
Balanced Fund	0.75%

\*This is the fee paid to Trust Management as the Manager and does not include the Investment manager's fee below.

Each of the International Share Fund, the International Bond Fund and the Balanced Fund invest in underlying funds, as further described under the heading "Investment in other funds" below. We ensure you do not bear the cost of any management fees charged to those underlying funds by reducing our own management fees to the Funds by an equivalent amount. This means that the annual management fees charged to the International Share Fund, the International Bond Fund, the Balanced Fund and any underlying funds in which they invest do not exceed the fees shown in the table above.

We are also paid accounting fees in relation to the Funds. These fees are set by agreement with the Supervisor from time to time. The current annual accounting fees are shown in the table below:

Fund	Accounting Fee
Property Fund	\$40,000
Sustainable Australasian Share Fund	\$20,000
NZ Bond Fund	\$15,000
International Share Fund	\$12,500
International Bond Fund	\$12,500
Balanced Fund	\$7,500

We may, in our absolute discretion, in respect of each Fund, waive part or all of our management or accounting fees.

### Supervisor's fee

The Supervisor is entitled to be paid, by way of remuneration for its services, a fee out of each of the Funds. The Supervisor's fee is up to 0.065% on funds under management, subject to a minimum annual fee of \$60,000. Where this minimum fee applies, the fee will be charged to the Funds in proportion to the funds under management in each Fund. The Supervisor's fee is paid quarterly in arrears.

To the extent that the Balanced Fund invests into the other Funds, there will be no Supervisor's fee charged to the Balanced Fund.

### Investment manager's fee

We have appointed Harbour Asset Management Limited to act as investment manager for the Sustainable Australasian Share Fund. The investment manager is entitled to be paid a fee in respect of its services performed for that Fund, which is paid out of the management fee of that Fund.

### Custodian's fees

The Custodian is entitled to a fee from the Sustainable Australasian Share Fund and the NZ Bond Fund for the safe keeping of the assets of those Funds. The custody fee is paid monthly in arrears from each of those Funds. The custody fee for those Funds currently comprises:

- Sustainable Australasian Share Fund: 0.05% per annum of the gross asset value of the New Zealand dollar denominated assets of the Fund and 0.06% per annum of the gross asset value of the Australian dollar denominated assets of the Fund; and
- NZ Bond Fund: 0.04% per annum of the gross asset value of the Fund,

subject to a minimum annual fee of \$5,000. Where the minimum fee applies, it will be charged to the Funds in proportion to the funds under management in each Fund.

### Investment in other funds

The Balanced Fund invests in other Funds. The International Share Fund and the International Bond Fund (the "**International Funds**") invest in other funds not connected with the Manager. In the case of the Balanced Fund, the Manager's fee and the Supervisor's fee are reduced to take account of the fees charged to the other Funds in which the Balanced Fund invests. In the case of the International Funds, the Manager's fee is reduced by the amount of the management fees charged to the underlying funds in which the International Funds invest.

## Expenses

The Manager is entitled to reimbursement of all reasonable expenses incurred by it in the administration of the Funds and the Supervisor is entitled to reimbursement for all reasonable expenses incurred by it in the supervision of the Funds. These expenses are payable from the relevant Fund, subject to the terms of the Trust Deed. Reimbursable expenses include those relating to the issue of additional units, the costs of any document in relation to the offer of units in the Funds, the expenses the Manager and the Supervisor incur in carrying out their respective duties under the Trust Deed and the Establishment Deeds, and the costs of carrying out Unit Holders' directions for each of the Funds.

The Funds will also incur trading expenses in respect of the investments of the Funds (such as brokerage fees and spreads) and, in the case of the Property Fund, expenses incurred in respect of the property assets of that Fund (e.g. repairs and maintenance costs, third party agency fees on the disposal of properties) (together “**actual investment expenses**”).

There is no limit on the amount of reimbursement of expenses to which the Manager and the Supervisor are entitled.

The payment of these expenses (excluding actual investment expenses) is included as part of the ‘administration charges’ in the ‘fund charges’ for which an estimate is provided in the PDS and that will be disclosed in the fund updates (once available) and on the offer register at <https://disclose-register.companiesoffice.govt.nz>.

## Basis for estimates of fund charges in PDS

Included in the PDS are ‘total annual fund charges’, which include estimates of administration charges for each Fund and leasing, rent review and special projects fees for the Property Fund.

### **Administration charges**

The administration charges cover the fees and costs charged in the general management of each Fund, e.g. supervisor, legal, audit, accounting and custodial fees and annual FMA levies, and any such fees and costs charged by underlying funds into which the Funds invest.

We have assumed these fees and costs for each Fund will not materially change from year to year. In preparing the estimates of these fees and costs we based them on the equivalent charges incurred by each Fund in the previous financial year including audit and legal fees.

### **Property Fund**

Within the Property Fund, we may earn fees for negotiation of a rent review or re-leasing of a property or for special projects relating to the acquisition or sale of a property. Such fees are one-off and are event driven, rather than regular fees.

When rent review or re-leasing fees are earned, they are spread (amortised) over the life of the relevant lease. We have assumed the amount of these fees will not materially change from year to year and have based the estimates of these fees included in the total annual fund charge for the Property Fund on the same level of such fees amortised by that Fund in the previous financial year.

We may also charge special projects fees for special projects in relation to the acquisition or sale of a property. The fund charges in the PDS exclude an estimate for special projects fees, based on the one-off nature of these fees, the information available to us as Manager of the Fund as at the date of this document and the degree of uncertainty that any such fees will be charged in the next 12 months. There is no guarantee, however, that special projects fees will not be charged in the future or that any actual fees charged will vary from this estimate.

### **GST**

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

## 7. ADDITIONAL INFORMATION ON RISKS

Any investment has risks associated with it, and an investment in the Funds is no exception.

The below identified risks, which may cause the Funds' value to move up and down, are additional to those risks disclosed in the PDS.

### Specific investment risk

Funds may hold specific individual securities in a company that may be affected by unexpected changes in the company's operations or business environments which affect the value of the company's underlying business and may in turn reduce the value of the investment by the relevant Fund. The Property Fund, and indirectly the Balanced Fund, holds specific property assets that may face unforeseen events which may adversely affect the value of the relevant property and therein the value of those Funds.

### Investment manager risk

Investment decisions regarding the allocation of a Fund's investments between asset classes, investment sectors and individual investments will affect returns, as will performance of the entities and assets underlying the investments. Even though investment managers make the investment decisions, the outcomes cannot be predicted with certainty and results will vary accordingly.

### Regulatory risk

Any changes to tax or other applicable legislation or regulation could affect the level or nature of returns from each Fund or the operation of each Fund.

### Operational risk

Risks may arise from a failure of processes and procedures (including, in the case of the Property Fund, to have sufficient liquid assets to meet capital expenses in relation to property assets of the Fund), fraud, litigation, disruption to business by industrial disputes, system failures (including cyber security and data integrity failure), pandemics, natural disasters and other unforeseen external events which might affect our business or a Fund and its assets.

### Concentration risk

A Fund's investments may be concentrated in particular assets, types of assets, other managed funds, geographic areas or industries. In that case, the poor performance of a single investment or group of investments can significantly impact your returns and increase volatility.

In the case of the Property Fund, as at 30 September 2020, the Fund is invested in 21 properties, the largest of which (by value) represented 10.99% of the total investment assets of the Fund, 11.85% of the Fund's property portfolio by value and 13.89% of the rental income of the Fund. As such, the value of the Fund's assets and its returns may be significantly impacted by events affecting a particular property, such as the loss or default of a tenant of that property or the need to undertake unplanned repairs and maintenance to that property.

In addition, as at the date of this document, the Fund owns three properties which are leased to General Distributors Limited ('GDL') and are operated as Countdown Supermarkets. The Fund has an industry (food retail) and tenant concentration risk in respect of these properties representing 22.62% of the rental income of the Fund over the three properties. The value of the three property assets leased to GDL, represent 23.91% of the Fund's property portfolio by value.

## Counterparty risk

A third party may fail to perform their obligations resulting in a loss of value in an investment of a Fund. This may arise where a counterparty to a bond or forward foreign currency contract held by a Fund defaults on its obligations under the relevant bond or contract, or where a third party fails to properly provide services to a Fund.

## Property Fund: Property market risk

The Property Fund invests in a portfolio of commercial properties in New Zealand and, as such, is subject to the prevailing property market conditions in New Zealand.

Fluctuations in the supply of and demand for the types of properties owned by the Fund, the availability of suitable properties for acquisition and the activity of competitors in the market may negatively impact the Fund's availability to acquire, manage or sell assets, as well as the value of the Fund's assets and its performance.

## Property Fund: Tenant risk

If a tenant of a property owned by the Property Fund fails to pay its rent when due it may affect the value of the property as well as the Fund's earnings. Similarly, any significant distress in a tenant's business could also negatively impact the rental flow and so the value of the relevant property. Refer to the concentration risk disclosure above for analysis of key concentrations of material exposure to specific tenants.

## Property Fund: Landlord costs risk

Capital works and repairs and maintenance to the Property Fund's properties may exceed planned expenditure, reducing the Fund's profit and distributions and potentially affecting the Fund's ability to repay you when you want to withdraw your investment from the Fund.

## Property Fund: Vacancy risk

The loss of a major tenant, or a number of smaller tenants, non-renewal of existing leases on expiry or early termination, or the inability to find a tenant for a vacant space at acceptable rental levels or at all, could adversely affect the Property Fund's earnings or the value of the Property Fund's assets.

Effective 1 November 2020 the Property Fund will have four vacant properties representing approximately 10% of the annual rental income of the portfolio. There is some uncertainty around the duration of the vacancies before these properties are leased.

## Property Fund: Natural disaster and insurance risk

A natural disaster such as an earthquake or volcanic eruption, in particular in Auckland, Hamilton, Wellington or Christchurch, may affect the Property Fund's assets. For example as at 30 September 2020, the Property Fund's assets (by valuation) will be concentrated in Auckland (approximately 57%), Hamilton (approximately 7%), Wellington (approximately 2%) and Christchurch (approximately 33%). If a natural disaster occurred that was centred in Auckland, Hamilton, Wellington or Christchurch, a significant portion of the Fund's property assets could be impacted.

The Property Fund has insurance in place to cover reasonably insurable risks, including damage by earthquake, however there is a risk that insurance proceeds may not cover all of the costs resulting from an insurable event, that insurance claims may be disputed after an insurable event, or that such an event makes subsequent insurance cover difficult or costly to obtain.

A reduction or interruption in rental income from the Property Fund's properties caused by a natural disaster could materially negatively impact on the Fund's financial performance. In addition, a reduction in the market value of the property assets (whether from reduced rental returns or other market factors) would negatively impact the value of the Property Fund and reduce the value of your investment in the Fund.

## PIE status risk

Should the Funds fail to satisfy the PIE eligibility criteria necessary to retain PIE status, this would result in the funds being taxed at 28%, rather than the individual Prescribed Investor Rate of investors. It may also result in the funds being taxed on investment gains.

The factors influencing the Funds' PIE status are regularly monitored, and processes are in place to minimise potential breaches of PIE eligibility criteria (which may include, but are not limited to, adjusting an investor's unit holding to maintain PIE status).

## 2020 Pandemic

The 2020 COVID-19 coronavirus pandemic is having a material adverse effect on global economies as governments undertake extraordinary measures in an attempt to limit the spread of the virus. The economic impact of COVID-19 remains uncertain and market volatility is expected to continue for some time.

The following summarises some of the key uncertainties with respect to the information contained in this document and in the PDS arising from the pandemic:

### Rental Income

As part of its pandemic response, the New Zealand Government has implemented lockdown measures. The closure of non-essential businesses during periods of lockdown may impact the collectability of rental income for the Property Fund in two ways: either by way of specific lease clauses providing for rental abatement in situations where property access is restricted, or through rental relief provided to tenants whose activities have ceased or have been materially affected by the restriction of access to the property. As at the date of this document, the Manager is continuing to review lease terms and work with tenants to clarify the level of support to be provided. Additional lockdown measures may be implemented by the Government at any time if further outbreaks occur.

The pandemic may also have an impact on rental income in respect of extended vacancy periods on lease expiry or in the event of a tenant default. The pandemic's impact on the economy may mean that fewer tenants are looking for premises, which may extend vacancy periods, and potentially impact income and property valuations.

### Liquidity

In times of significant market stress such as the pandemic, liquidity may be an issue for some asset classes and certain types of assets. Liquidity issues in underlying assets or portfolios could result in difficulties in meeting redemption requests, should the liquidity stresses rise to a material level.

### Property Values

Due to market volatility associated with COVID-19, property valuations may be issued on the basis of material uncertainty. While as at the date of this document most valuations are being issued without a material uncertainty clause, the market conditions for such a clause may return. The potential for uncertainty and rapid changes in property valuations could have a flow on effect to the unit pricing of the Property Fund, and the Balanced Fund by virtue of its investment in the Property Fund.

### Fund Redemptions

Reduced liquidity in the market may impact the ability of the Property Fund to meet redemption requests as they occur, should a significant volume of redemptions be received within a short period of time. Further the valuation uncertainty in the Property Fund may require a suspension of redemptions until such time as an appropriate unit price can be determined. The Balanced Fund may be affected to a similar degree to the extent that it invests in the Property Fund and the uncertainty has a material impact on the unit price of the Balanced Fund.

## Buy/Sell Spreads

The buy/sell spreads on the Funds represent the cost of transacting to meet redemptions and to invest applications. During times of significant market stress such as the pandemic, underlying fund managers may elect to widen their buy/sell spreads. Such changes would then be reflected in the buy/sell spreads of the Funds. Similarly within the Funds we may elect to widen the buy/sell spread to better reflect the cost of transacting, during times of market stress. Buy/sell spreads included in the PDS are current as at the date of the PDS and are indicative only. The spreads may change at any time without prior notice to investors.

## Risk Indicators

The risk indicators are calculated on a formula based on the volatility of the benchmarks for the past five years, with the exception of the Property Fund, where the risk indicator is calculated on the volatility of the unit prices of the Trust Investments – Property Fund over the past five years. The pandemic has resulted in significantly higher levels of volatility in all asset classes. As such, the risk indicators in the PDS may not reflect the current volatility in investment markets both globally and domestically, noting that this volatility is currently occurring in the short term.

## 8. MARKET INDICES FOR THE FUNDS

As the Funds have existed for less than five years, market index returns or other returns data needs to be used to calculate the risk indicators of the Funds.

For all funds other than the Property Fund and the Balanced Fund, the risk indicators are calculated based on, and the Fund's returns are measured against, various market indices as set out in the SIPO. More information about these market indices can be found at the following webpages:

- S&P/NZX Indices: <http://us.spindices.com/regional-exposure/asia-pacific/new-zealand>
- MSCI Indices: <https://www.msci.com/indexes>
- Bloomberg Indices: <https://www.bloomberg.com/professional/product/indices>

For the Property Fund, the Manager has determined that there is no appropriate market index or suitable peer group index for the Fund that reflects the assets of the Fund that would be helpful to investors for assessing movements in the market in relation to the returns of the Fund. Accordingly, the Manager is relying on the exemption in the Financial Markets Conduct (Market Index) Exemption Notice 2018 in relation to the Property Fund.

For the purposes of the disclosure requirements of the Financial Markets Conduct Act 2013, the Manager has determined that due to the Balanced Fund's 30% holding in the Property Fund for which there is no appropriate market index, there is no appropriate market index or suitable peer group index for the Balanced Fund that would be helpful to investors for assessing movements in the market in relation to the returns of the Fund. Accordingly, the Manager is relying on the exemption in the Financial Markets Conduct (Market Index) Exemption Notice 2018 in relation to the Balanced Fund.

The Manager has calculated the risk indicator for the Property Fund using historical returns data for the Trust Investments – Property Fund (*the Property GIF*), which was formerly offered under the Trust Investments – Group Investment Funds scheme. On 1 April 2020, the Property Fund acquired all of the assets of the Property GIF. Therefore, the Manager believes that the historical returns data for the Property GIF is the most helpful for investors in assessing the Property Fund. As actual returns data becomes available for the Property Fund, the Manager will use a composite of the actual returns data and the Property GIF data for the risk indicator calculation. This is the methodology that the Manager reasonably considers will allow the Property Fund's risk indicator to reflect the potential future volatility of the Property Fund. The Manager has applied the same methodology for the Balanced Fund, using the historical returns data from the Trust Investments- Balanced Fund to create a composite for the risk indicator calculation.

## 9. MATERIAL CONTRACTS

To assist in managing the liquidity requirements of the Property Fund, the Fund entered into a put option arrangement with Rātā Foundation Limited (“**Rātā**”). This relates to unit redemption and/or transfer requests received in respect of the Fund from Rātā and its related parties. A related company of Rātā, Canterbury Trust House Limited, is the previous owner of the properties at 55 Shands Road, Hornby, Christchurch; 2 Waterman Place, Ferrymead, Christchurch and 126-128 Montreal Street, Christchurch. These properties were originally purchased from Canterbury Trust House Limited by the Trust Investments Property Fund Group Investment Fund, and are now owned by the Fund. Each of Canterbury Trust House Limited and Rātā are controlled by the Rātā Foundation. The key terms of the put option are summarised below:

- Under the put option, Rātā grants to the Property Fund a separate option in respect of each of the three properties acquired from Canterbury Trust House Limited.
- Each option gives the Property Fund the right to transfer the relevant property the subject of that option to Rātā, on the terms summarised below, to satisfy outstanding unit redemption and/or transfer requests that are received in respect of the Fund from Rātā and its related parties before 3 December 2021.
- The purchase price under each option for the property the subject of that option is the fair market value of that property as at the end of the calendar month in which that option is exercised.
- Each option becomes exercisable by the Property Fund during the period to 3 December 2022 (“**option period**”) if Rātā or a related party of Rātā, makes a unit redemption or transfer request before 3 December 2021.
- If an option becomes exercisable, the Property Fund may exercise that option at any time within 12 months following the occurrence of the event making the option exercisable (“**exercise period**”).
- The Property Fund may not exercise more than one option in an exercise period unless, in its reasonable opinion, the exercise of more than one option is required to satisfy then outstanding unit redemption and transfer requests from Rātā and its related parties made before 3 December 2021.
- An option that is not exercised during an exercise period may be exercised in a subsequent exercise period.
- Once an option is exercised, the parties are to enter into an agreed form sale and purchase agreement in respect of the property the subject of that exercised option.
- To the extent the fair market value of a property the subject of an exercised option exceeds the outstanding redemption and transfer requests made by Rātā before 3 December 2021, Rātā is required to satisfy the excess value in cash.
- If Rātā transfers its units in the Property Fund to any other Investor, that Investor must, on request by the Property Fund, enter into a deed on the same terms as the put option deed for the remainder of the option period.

## 10. CONFLICTS OF INTEREST

### General description of conflicts

The following give rise to inherent conflicts of interest:

- We act as manager of the Balanced Fund, which invests exclusively in the other Funds, which we also manage ("**Balanced Fund Conflict**").
- In addition to acting as manager of the Property Fund, we also act as property investment advisers to certain wholesale clients in respect of their own property portfolios ("**Property Fund Conflict**"). Certain of these wholesale clients jointly own properties with the Property Fund.

### Funds affected

The Balanced Fund is affected by the Balanced Fund Conflict. The Property Fund and the Balanced Fund (to the extent it invests in the Property Fund) are affected by the Property Fund Conflict.

### How conflicts would/could materially influence investment decisions

#### *Balanced Fund Conflict*

We may have an incentive to invest in certain Funds ahead of other Funds, for example where we may stand to receive a greater management fee from certain Funds ahead of other Funds.

#### *Property Fund Conflict*

- We may have an incentive to have other property portfolios advised by us acquire suitable properties identified by us for acquisition, ahead of the Property Fund.
- Where a wholesale client to which we provide property investment advice determines to sell its interest in a property that it jointly owns with the Property Fund, our relationship with that wholesale client could influence us to favour selling the Property Fund's interest in that property at the same time.

### Steps taken to manage conflicts of interest

The FMC Act imposes statutory controls on conflicts of interest:

- We must, in exercising any power, or performing any duties, exercise the care, diligence and skill that a prudent person engaged in that profession would exercise in those circumstances; act honestly as manager; act in the best interests of investors; and treat investors fairly.
- A related party transaction that provides a related party benefit as prescribed by the FMC Act may only be done if we notify the Supervisor and either (i) we provide any certifications required by the FMC Act or (ii) we obtain the Supervisor's consent.

## Trust Management Related Party Benefits Policy and Property Allocation to Clients Policy

In addition to the statutory controls, we have adopted and comply with the Trust Management Related Party Benefits Policy which sets out a process for identifying and managing related party transactions and is consistent with the related party transaction rules set out in the FMC Act.

We have also adopted and comply with a Property Allocation to Clients Policy, which provides a framework for how to identify, manage and mitigate circumstances where the Property Fund and another property portfolio advised by us may have an interest in acquiring the same property. Any decision to acquire a property by the Property Fund in such circumstances is made by Trust Management's Board (which is comprised of a majority of independent directors) to ensure that the decision is made in the best interests of investors in the Property Fund.

We have also entered into tenants-in-common agreements with those persons with whom the Property Fund co-owns property, to assist in mitigating potential conflicts as to the disposal of such properties. These tenants-in-common agreements provide that if either party wishes to dispose of its interest in a property they must first offer it to the other party. In the case of the Property Fund, any decision to exercise this pre-emptive right, or to sell the Property Fund's interest in such a property, is made by Trust Management's Board to ensure the decision is made solely taking into account the interests of investors in the Property Fund.

## 11. DISCLAIMERS

This information is issued by Trust Management, the manager of the Funds. If investors wish to make an application for units in the Funds they should obtain a copy of the current PDS and consider it, together with the information contain in the offer register at <https://disclose-register.companiesoffice.govt.nz>, before making any decision to invest.

Where we have provided links to third party websites, such links are not an endorsement by us of any information, products or services provided on or via such websites. The use of such links is entirely at your own risk and we accept no responsibility or liability for the content, use or availability of such websites. We have not verified the truth, accuracy, reasonability, reliability or completeness of any content of such websites.