

Product Disclosure Statement

PIE CHAIRMAN'S FUND

Part of the Pie Funds Management Scheme

DATED 22 AUGUST 2019

Issued by Pie Funds Management Limited

This is a replacement PDS, replacing the PDS dated 1 April 2019.

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 at www.disclose-register.companiesoffice.govt.nz. Pie Funds 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 to 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. Pie Funds Management Limited ('Pie Funds', 'we', 'us' or 'our') will invest your money and charge you a fee for its services. The returns you receive are dependent on the investment decisions of Pie Funds 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?

One investment option is offered under this Product Disclosure Statement (PDS). The investment being offered is units in the Chairman's Fund (Fund), which is a Fund within the Pie Funds Management Scheme.

This investment option is summarised below. More information about the investment target and strategy for the investment option is provided in the 'Description of your investment option' section on page 7.

PIE CHAIRMAN'S FUND	
Description and investment objective	<p>The Fund seeks to provide investors with long term capital growth by investing predominantly in the Other Pie Funds Products (defined on page 5) which predominantly invest in listed equities.</p> <p>The Other Pie Funds Products focus on investment in listed equities of smaller, emerging and medium companies, where value is greatest and the opportunity of earnings growth is high.</p> <p>Objective: Objective: To generate capital growth, which outperforms the benchmark.</p>
Risk indicator	<p>Potentially Lower Returns < 4 > Potentially Higher Returns</p>  <p>Lower Risk < 4 > Higher Risk</p> <p>The Fund does not have a five year return history. Accordingly, the risk indicator was prepared using Fund returns since inception and market index returns for the balance of the five year period. As a result, the risk indicator may provide a less reliable indicator of the potential future volatility of the Fund.</p>
Fees	<p>Estimated annual fund charges (% of net asset value): 1.69%*</p> <p>Performance fee No performance fee is charged.</p> <p>Please see 'What are the fees?' on page 9 for more information.</p>

*After fees but before tax. Inclusive of dividends. Annual fund charges include an estimate of applicable underlying fund charges.

See 'What are the risks of investing' on page 8 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 <https://www.sorted.org.nz/tools/investor-kickstarter>.

Who manages the Fund?

Pie Funds is the manager of the Fund. Please see 'Who is involved?' on page 10 for more information.

What are the returns?

We do not intend to make any regular distributions from the Fund, but we retain the discretion to do so. Please see 'How does this investment work?' on page 5 for more information. Your total returns will be made up of movements in the Fund's unit price and any distributions.

How can you get your money out?

Investments in the Fund are redeemable. You may withdraw all or part of your investment in the Fund (subject to the applicable minimum withdrawal value and minimum investment amount and any deferral or suspension of withdrawals) provided you give three (3) calendar months' notice in writing to us in the form required by us to that effect. Please see 'Withdrawing your investments' on page 6 for more information.

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

How will your investment be taxed?

The Fund is registered as 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**). This can be 0%, 10.5%, 17.5%, or 28%. See section 6 of the PDS 'What taxes will you pay?' on page 10 for more information.

Where can you find more key information?

Pie Funds 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.piefunds.co.nz. We will also give you copies of those documents on request.

TABLE OF CONTENTS

1.	Key information summary	2
2.	How does this investment work?	5
3.	Description of your investment option	7
4.	What are the risks of investing?	8
5.	What are the fees?	9
6.	What taxes will you pay?	10
7.	Who is involved?	10
8.	How to complain	11
9.	Where you can find more information	11
10.	How to apply	12

How does this investment work?

How the Scheme and Fund work

The Fund is offered under a registered management investment scheme (**Scheme**) under the Financial Markets Conduct Act 2013 (**FMCA**). The Scheme is known as the Pie Funds Management Scheme and is governed by a trust deed (**Governing Document**) dated 20 July 2016 (as amended) between Pie Funds and Trustees Executors Limited (**Supervisor**). The Fund is established as a separate trust within the Scheme.

The Fund is an investment that enables you to pool your funds with those of others. This pool is used to buy investments that are managed on behalf of all investors in the Fund. Your interests are represented by units, which confer an equal interest in the Fund and are of equal value, rather than directly receiving an interest in the Fund's assets. Your units will represent the value of your interest in the Fund.

The number of units you receive is dependent on the amount of money you invest and the unit price as at the date your application is processed. The value of units in the Fund fluctuates according to the changing value of the assets in which the Fund is invested. It is intended that the Fund will be valued on each business day and unit prices are published at least monthly.

As at the date of this PDS, we do not intend to make any regular distributions from the Fund, but we retain the discretion to do so. Instead, income will be retained in the Fund and reflected in the unit price.

Your total returns are determined by changes in the value of the underlying assets in the Fund and reflected in movements in the Fund's unit price and any distributions made to you. The key factor that will determine the value of your returns is the value of the investments made by the Fund. The total value of your investment in the Fund at any time is the number of units you hold in the Fund multiplied by the current unit price.

The assets of the Fund are the exclusive property of the Fund and the liabilities of the Fund are the exclusive liabilities of the Fund. The assets of the Fund are not available to meet the liabilities of any other fund in the Scheme.

Significant features

Investments in the Fund may be made only by invitation from Pie Funds. The Fund has been established to provide investors with the opportunity to gain exposure to Pie Funds' other funds, which predominantly focus on investment in listed smaller, emerging and medium companies, including some or all of other products issued by Pie Funds (**Other Pie Funds Products**).

The Other Pie Funds Products predominantly focus on investment in Australian, New Zealand and globally-listed equities of smaller, emerging and medium companies whose potential we do not consider to be fully realised by the market, but where we consider the value is greatest and the opportunity of earnings growth is high. Direct investments would be made with the same predominant focus.

By smaller companies, we mean companies which are considered by relevant industry standards to have a small market capitalisation (the total value of the company's shares on issue) relative to the exchange that they are listed on. Smaller companies includes emerging companies and may also include unlisted companies.

By emerging companies, we mean companies the shares in which at the time of investment have a market capitalisation of up to \$250 million in local currency.

By medium companies, we mean companies the shares in which we determine have a medium market capitalisation relative to the exchange that they are listed on.

During periods of uncertainty, the Fund can increase its cash position up to a maximum of 100% of the portfolio to mitigate the risk of a severe decline in the value of the Fund's units.

Significant benefits

Investing in the Fund offers a range of benefits, including:

- **Access to investments:** The Fund provides exposure to the investments of some or all of the Other Pie Funds Products;
- **ESG return:** By taking ESG factors into account, the Fund aims to reduce or avoid the adverse ESG impacts of certain activities. Specifically, there will be no direct exposure to tobacco, controversial weapons, firearms, gambling, pornography or recreational cannabis. The Fund is subject to an ESG Policy which excludes direct investment in companies involved in certain activities. The ESG Policy is available at www.disclose-register.companiesoffice.govt.nz;
- **Investment return:** The Fund aims to provide you with long term capital growth by accessing the higher potential growth of predominantly smaller companies and medium companies;
- **Team:** The Fund offers access to an experienced investment team, with particular expertise in managing investments in smaller companies. They actively manage the Fund; and
- **Reporting:** Fund performance information is available at www.piefunds.co.nz. In addition, you will have access to quarterly fund updates, an Annual Report, an annual statement and an annual PIE tax certificate following the Fund's financial year end (31 March).

Making investments

As at the date of this PDS, the minimum initial investment amount for the Fund is \$500,000. Pie Funds may change the minimum initial investment amount from time to time.

Applications to invest in the Fund will be accepted by Pie Funds only if the person has received an invitation to invest in the Fund from Pie Funds. Provided you have received the necessary invitation, you may invest any amount from the minimum initial investment amount up to any maximum amount determined by us in New Zealand dollars by completing a hardcopy application form available by contacting us on +64 9 486 1701.

The minimum additional investment amount is \$25,000. Subject to the Governing Document, we can vary or waive minimums either generally or for selected investors.

Withdrawing your investments

You may withdraw all or part of your investment in the Fund by completing, and providing to us, a withdrawal request in the form required by us (**Withdrawal Request**) (subject to the minimum withdrawal amount and any deferral or suspension of withdrawals). Withdrawals will be effected on the date which is three (3) calendar months from receipt of your completed Withdrawal Request for the Fund (**Withdrawal Date**). The applicable unit selling price will be calculated as at the Withdrawal Date, not the day the Withdrawal Request is received by us. The unit selling price is calculated by dividing the net asset value of the Fund by the number of units on issue in the Fund on the Withdrawal Date.

The minimum withdrawal amount is \$25,000 (unless the Withdrawal Request relates to all units held by you in the Fund). You will generally not be permitted to decrease your investment in the Fund to less than \$250,000 (if your initial investment in the Fund was made on or before 30 April 2015) or less than \$500,000 (if your initial investment in the Fund was made on or after 1 May 2015) (unless the withdrawal relates to all units held by you in the Fund).

We may, on 30 days' written notice to you, compulsorily withdraw your units from the Fund if your balance falls below the minimum investment amount of the Fund and pay the proceeds to your nominated bank account. In certain cases, we may also withdraw your units if it is necessary for the Fund to maintain its portfolio investment entity (**PIE**) status.

Right to sell units

Provided the minimum investment amount is met, you may sell or transfer all or any of the units you hold in the Fund. The transfer instrument must be in writing in any usual or common form which we approve and signed by both the transferor (you) and the transferee (the person the units are being sold or transferred to). We can decline to register a transfer if the withdrawal conditions detailed above are not met, if any duties, taxes or other commissions, fees and charges are unpaid or for non-compliance with the law.

Suspending withdrawals

We may suspend Withdrawal Requests in respect of a Fund:

- for a period determined by us if Withdrawal Requests (received in a three (3) month period) relate to more than 5% of the number of units on issue for the Fund and we consider that it is in the general interests of all investors in the Fund to do so in accordance with the Governing Document;
- for a period determined by us if Withdrawal Requests (received in a three (3) month period) relate to more than 10% of the number of units on issue for the Fund (after notifying the Supervisor); and
- for up to 90 days (or such other period determined by us in consultation with the Supervisor) if we determine that the withdrawal is not practicable, would or may be prejudicial to the general interests of investors in the Fund, is not desirable for the protection of the Fund or would threaten the Fund's eligibility for PIE status, and we give a repayment suspension notice to the relevant investors and the Supervisor.

Where Withdrawal Requests are suspended, the withdrawal price payable to investors will be calculated on the day the units are withdrawn. We can vary or waive the minimum withdrawal amounts at any time.

How to switch between funds

As at the date of this PDS, you may only switch from the Fund by delivering a notice in writing to us (provided the relevant fund you are switching to has not been 'closed'). The minimum switch amount is NZ\$1,000, provided the amount held in the Funds you are switching from and to will continue to have at least the applicable minimum initial investment amount, unless the switch is in respect of your entire investment in the Fund. Please ensure you read the Product Disclosure Statement of the fund you are switching to.

A request to switch will be treated as though it was both a Withdrawal Request and an application for units in the relevant fund you are switching to and we will apply the withdrawal proceeds in payment of the application moneys due. Pie Funds has the discretion to waive or reduce the period for switching. Each unit sold or issued by us in accordance with a switch request will be sold or issued at the relevant unit price.

3

Description of your investment option

PIE CHAIRMAN'S FUND	
Investment objective and strategy	<p>To generate capital growth by investing predominately predominantly in the Other Pie Funds Products (defined on page 5).</p> <p>The Other Pie Funds Products focus on investment in Australian, New Zealand, UK, European and Global listed equities of smaller, emerging and medium companies, where Pie Funds considers the value is greatest and the opportunity of earnings growth is high.</p> <p>There is no target investment mix for the Fund but there will be strong focus towards investment in the Other Pie Funds Products.</p>
Risk indicator	<div style="text-align: center;"> <p>Potentially Lower Returns < > Potentially Higher Returns</p> <p>1 2 3 4 5 6 7</p> <p>Lower Risk < > Higher Risk</p> </div> <p>The Fund does not have a five year return history. Accordingly, the risk indicator was prepared using Fund returns since inception and market index returns for the balance of the five year period. As a result, the risk indicator may provide a less reliable indicator of the potential future volatility of the Fund.</p>
Minimum suggested timeframe	5 years

The Scheme has a Statement of Investment Policy and Objectives (SIPO) that Pie Funds has established in consultation with the Supervisor. The SIPO sets out the investment philosophy, strategies and objectives for each fund. Pie Funds may make changes to the SIPO and provide the Supervisor with prior written notice of these. If we propose to change the SIPO in a manner which materially affects investors, we will also give affected investors at least 30 days' prior written notice of the change.

Further information about the assets in the Fund can be found in the fund updates at www.piefunds.co.nz and on the Disclose website at www.disclose-register.companiesoffice.govt.nz.

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.



For the risk indicator for the Fund, see pages 2 and 7.

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.sorted.org.nz/tools/investor-kickstarter.

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 period from the 1 July 2014 to 30 June 2019. 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 this Fund.

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:

- **Company specific risk:** the Fund may be affected by unexpected changes in a company's operations, shareholder base, governance and/or ownership structure, business environment or solvency;
- **ESG risk:** environmental, social and governance risks can arise or increase (for example, health and safety or labour issues with the company's staff; or issues arising from environmental impact of the company's activities. This risk is mitigated (but not eliminated) by us performing thorough due diligence, and by each potential investment opportunity in a company being rigorously analysed before inclusion in a Fund's portfolio;
- **Market risk:** the performance of the Fund will be affected by the performance of investment markets generally. The value of investments may go up or down in line with

market movements. Markets will be affected by a range of factors including investor sentiment, political events, inflation, prevailing interest rates, economic and regulatory conditions and broader events like changes in technology and environmental events;

- **Investment manager risk:** investment management decisions (such as allocation of the Fund's investments between asset classes, investment sectors and individual investments) made by us may affect the Fund's returns, as will the performance of the businesses underlying the investments;
- **Currency risk:** as a portion of the Fund may be invested in foreign currencies, returns may be affected by movements between other currencies and the New Zealand dollar. If the NZD appreciates, the value of the foreign currency investments will drop (in NZD terms) which may have an adverse effect on the domestic value of international investments. We actively manage all currency exposure. It is not our intention to 100% hedge the currency at all times; however, this decision is ultimately at our discretion;
- **Derivative risk:** the Other Pie Products may use derivative instruments such as futures and options, and contracts for difference (CFDs), which may be used for the purposes of short selling. Derivatives are financial contracts whose value depends on the future value of underlying assets such as shares, bonds, currency or cash. As a result of using derivative instruments, the investment movements may be more volatile than if invested solely in shares. Risks associated with derivative instruments include the Fund not being able to meet its respective payment obligations as they arise;
- **Product risk:** changes made to the Fund, including changes to investment strategy, fees and charges or minimum investment amounts could impact on the Fund's returns;
- **Portfolio concentration risk:** as some of the Other Pie Funds Products, in which the Fund invests, have concentrated portfolios, returns of the Fund may be dependent upon the performance of individual companies. The concentrated exposure may lead to increased volatility in the Fund's unit price and may affect performance;
- **Key personnel:** the departure of any of Pie Funds' key personnel could impact on the performance of the Fund if we were unable to recruit a suitable replacement; and
- **Liquidity risk:** we may not be able to easily convert some investments into cash and withdrawals may be suspended because of either inadequate market depth, disruptions in the market place, investment into illiquid securities or our inability to accurately value securities.

As the Fund may invest in Other Pie Funds Products, please refer to those funds' PDSs for risks specific to them.

For further information on risks, please refer to the Other Material Information document, available at www.disclose-register.companiesoffice.govt.nz.

5

What are the fees?

You will be charged fees for investing in the Fund. Fees are deducted from your investment and will reduce your returns. If Pie Funds invests in other funds, those funds may also 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; and
- one-off fees (for example, any individual action fees).

Estimated annual fund charges % of net asset value	
Management and administration charges*	1.69%
Total	1.69%

*This includes an estimate of applicable underlying fund charges.

Actual fund charges will depend on the actual investment mix of the Fund and this may vary from the estimates. Actual charges will be available in the latest fund updates (when prepared).

Fees are exclusive of GST, where applicable.

Fee types

Management and administration charges

There are no management fees payable to Pie Funds in respect of the management of the Fund. A management fee may be introduced by us on three (3) months' written notice to you, subject to approval of the Supervisor.

However, there is an administration fee charged to the Fund by Pie Funds Management Limited, which is \$50,000 per annum. Pie Funds uses the administration fee to contribute towards the Supervisor's fee and any expenses in relation to custody, registry management and investment accounting, audit costs for the Fund and any other expenses of the Fund.

Management fees are charged within the Other Pie Funds Products in which the Fund invests. The management fees of Other Pie Funds Products are charged as a percentage of gross asset value. These management fees are deducted from within each of the Other Pie Funds Products and will therefore affect the amount of your returns from the Fund.

Performance-based fee

No performance fees are currently charged.

Individual action fee

No individual action fees are currently charged (e.g. entry, exit or switch fees).

Example of how fees apply to investors

Lucy invests NZ\$10,000 in the Chairman's Fund.

She is charged management and administration fees, which work out to about NZ\$169p.a. (1.69% of NZ\$10,000). These fees might be more or less if her account balance has increased or decreased over the year.

Estimated total fees for the first year

Fund charges: NZ\$169

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 Chairman's Fund. If you are considering investing in other funds or investment options in the Scheme, this example may not be representative of the actual fees you may be charged.

The fees can be changed

Either Pie Funds or the Supervisor may increase fees or impose new fees in relation to the Fund on giving three (3) months' written notice to investors.

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

6

What taxes will you pay?

The Fund 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 www.ird.govt.nz/toii/pir/pir-index.html. If you are unsure of your PIR, we recommend you seek professional advice or contact the Inland Revenue Department. It is your responsibility to tell Pie Funds your PIR when you invest or if your PIR changes. If you do not tell Pie Funds, a default rate 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.

Please refer to the Other Material Information document at www.disclose-register.companiesoffice.govt.nz for further information on the tax consequences of your investment.

7

Who is involved?

About the Manager

Pie Funds is a boutique fund manager established in 2007. Our aim is to minimise risk and maximise profit through the application of our specialised investment philosophy, methodology and expertise, providing you with above average investment returns by investing in a concentrated portfolio of hand-picked companies.

Pie Funds

Level 1, 1 Byron Avenue, Takapuna, Auckland 0622
Attention: Client Services Manager
Telephone: +64 9 486 1701
Email: clients@piefunds.co.nz

Who else is involved?

	Name	Role
Supervisor	Trustees Executors Limited	Responsible for supervising the Fund under the Financial Markets Conduct Act 2013, responsible for supervising Pie Funds as manager of the Fund.
Custodian	MMC Limited	Appointed by the Supervisor to hold assets of the Fund on behalf of investors.
Administration Manager	MMC Limited	Appointed by Pie Funds to provide administration functions for the Fund.

8

How to complain

Pie Funds

Our clients are important to us so if you have any concerns, please, in the first instance, direct any complaints to:

Contact details

Level 1, 1 Byron Avenue, Takapuna, Auckland 0622

Attention: Client Services Manager

Telephone: +64 9 486 1701

Email: clients@piefunds.co.nz

Trustees Executors Limited

If we are unable to resolve your complaint, you may also contact the Supervisor at:

Contact details

Level 7, 51 Shortland Street, PO Box 4197, Auckland 1140

Attention: Senior Manager, Client Services

Telephone: +64 9 308 7100

Financial Services Complaints Limited

Both Pie Funds and the Supervisor are members of an independent, approved dispute resolution scheme run by Financial Services Complaints Limited (FSCL).

If your complaint has not been resolved, or if you are not happy with the resolution, you may contact FSCL. FSCL will not charge a fee to you to investigate or resolve a complaint. You can contact FSCL at:

Contact details

Level 4, 101 Lambton Quay, PO Box 5967, Wellington 6140

Telephone: 0800 347 257

Website: www.fscl.org.nz

Email: complaints@fscl.org.nz

9

Where you can find more information

Further information relating to the Scheme and the Fund is available on:

- our website: www.piefunds.co.nz; and
- the offer register and scheme register (for example, financial statements) at www.disclose-register.companiesoffice.govt.nz.

You are entitled to a copy of the information on the offer register or scheme register on request to the Registrar. You can also obtain a copy of any of these documents on request and free of charge from Pie Funds at the address under 'Who is involved?' on page 10.



How to apply

Investing is easy and in just a few steps, you'll be on your way to investing with us. Just fill in the online application form at www.piefunds.co.nz or give us a call on +64 9 486 1701.

Please note that we may, in our absolute discretion, accept or reject, in whole, any application or postpone the processing of the application pending receipt of cleared funds. We are not required to give any reasons for a refusal or a postponement. Application monies received in respect of rejected applications will be refunded as soon as practicable, without interest.

Pie Funds has the ability to 'close' the Fund to further investments.