

Additional Information Booklet

Issued: 12 February 2024

This Additional Information Booklet forms part of the product disclosure statements (each a 'PDS') in respect of each managed investment scheme listed below (each a 'Fund' and collectively the 'Funds'):

Warakirri Ethical Australian Equities Fund (ARSN 642 393 299)

Warakirri Ethical Global Equities Fund (ARSN 642 393 799)

Warakirri Global Emerging Markets Fund (ARSN 642 392 863)

Warakirri Concentrated Australian Equities Fund (ARSN 642 392 041)

Warakirri Concentrated Australian Equities Fund – Class M (ARSN 642 392 041)

Important notes

This Additional Information Booklet is issued and produced by Warakirri Asset Management Ltd ABN 33 057 529 370, AFSL No 246782 ('Warakirri', 'we', 'us', or 'our'). The information in this Additional Information Booklet provides additional information to, and forms part of, each PDS. You should consider all of this information before making a decision to invest in, or redeem from, a Fund.

The information provided in this Additional Information Booklet is general information only and does not take account of your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances. Information in this Additional Information Booklet is subject to change from time to time. Information that is not materially adverse may be updated by us by placing such information on our website. A paper copy of this information is also available free of charge on request by calling us on 1300 927 254. For indirect investors, updated information can also be obtained by contacting your IDPS operator. Alternatively, you can contact your financial adviser or go to our website at www.warakirri.com.au.

Contact Details

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1. About Warakirri

Warakirri is the issuer of this document and the responsible entity of all Funds. Warakirri is responsible for the proper and efficient administration, management and valuation of each Fund. In carrying out such duties, Warakirri is subject to the applicable Constituent Documents, the Corporations Act and general trust law and must, among other things, act in the best interests of Unit holders.

Northcape Capital Pty Ltd ABN 53 106 390 247, AFSL No 281767 is the underlying investment manager for each Fund ('Northcape').

In relation to the management of the investments of each Fund, Warakirri has contracted Northcape to do this through an investment management agreement. Northcape has agreed to do so in compliance with the investment restrictions set out in each Fund's PDS.

Warakirri has appointed Citigroup Pty Ltd ("Citi") to provide asset services, custody, payments and treasury services to Warakirri in relation to the Funds.

2. How the Funds work

2.1 Constituent Documents

The Constituent Documents of each Fund set out each Fund's operation, and together with the relevant PDS and this Additional Information Booklet, the Corporations Act and other laws, regulates the legal relationship with investors in the Funds. If you invest in the Funds, you agree to be bound by the terms of the Constituent Documents. You can request a copy of the Constituent Documents for each Fund from us, free of charge. Please consider these documents before investing in any Fund.

We may amend the Constituent Documents of each Fund from time to time in accordance with the provisions of those Constituent Documents and the Corporations Act.

2.2 Disclosure

Information contained in the PDS for a Fund and this Additional Information Booklet is up to date at the time it was prepared. We will give you notice of any changes in accordance with our obligations under the Corporations Act.

2.3 Reporting

We will make the following statements available to all Unit holders in the Funds:

- a transaction confirmation statement, showing a change in your Unit holding (provided when a transaction occurs or on request);
- periodic statements;
- the Fund's annual audited accounts for each period ended 30 June; and
- annual distribution, tax and confirmation of holding statements for each period ended 30 June.

We will send you (and your authorised signatory and/or financial adviser, if applicable) some or all of the above statements by email unless otherwise advised or agreed to.

2.4 Determination of Net Asset Value ('NAV')

The assets of the Funds are valued as at market close (Melbourne time) each Business Day. The NAV for each Fund is calculated using the asset values as at that time.

Unless Warakirri determines otherwise, the value of each Fund's assets will be their market value. For example, securities that are regularly traded on regulated markets (such as recognized

securities exchanges) will generally be valued at the last closing price for that investment. Where assets are not traded on a regulated market, their fair value is assessed based on Warakirri's valuation and Unit pricing policy. Assets that are denominated in a currency other than the Australian dollar are translated into the Australian dollar using the prevailing exchange rates at London 4:00pm WM Reuters Spot / Forward Close (T+1 6:45am (AEST)).

The NAV is used to determine each Fund's Unit price, which changes each Business Day as the market value of the Fund's assets rises or falls. For the purposes of calculating the NAV, the number of Units on issue excludes those Units to be issued and/or cancelled as a result of transactions accepted for that Business Day.

Warakirri has a written policy on the guidelines and factors it can take into account when exercising any discretion in calculating a Fund's Unit price and NAV. Warakirri will provide you with a free copy of this policy and accompanying documents upon request.

You can find the relevant Fund's NAV and daily Unit prices at www.warakirri.com.au.

2.5 Indirect investors

You may invest indirectly in a Fund via an IPDS Service by directing the IPDS Service to acquire Units in the Fund on your behalf. If you do so, you will need to complete the relevant forms provided by the IPDS Service. This will mean that you are an indirect investor in the Fund and not a Unit holder in the Fund. Indirect investors do not acquire the rights of a Unit holder as such rights are acquired by the IPDS Service who then can exercise, or decline to exercise, these rights on your behalf.

Indirect investors do not receive reports or statements directly from us. Fund reports are sent to the IPDS Service who will in turn report to you on your investment. The IPDS Service's redemption conditions determine when you can redeem from the Fund. Your rights as an indirect investor should be set out in the disclosure document issued by the IPDS Service.

2.6 Transfer of Units

With Warakirri's consent, you may transfer your Units to another person or entity.

To transfer your Units to another person or entity, you can get a Transfer Form from www.warakirri.com.au. If the transfer is to a new investor to the Fund, the new investor must still complete an Initial Application Form for the relevant Fund and provide all relevant identification documents to Warakirri.

Subject to the terms of the Constituent Documents and applicable law, Warakirri may in its sole discretion refuse to register or process a transfer.

2.7 Redeeming your investment

Redemption notice

While a Fund is Registered, if Warakirri accepts a request (in whole or in part) to redeem Units set out in a redemption notice, Warakirri may redeem those Units specified in that redemption notice on a date determined as follows:

- if the redemption notice is received by Warakirri before 2:00pm (Melbourne time) on a Business Day, that Business Day; or
- if the redemption notice is received by Warakirri at or after 2:00pm (Melbourne time) on a Business Day, or at any time on a day which is not a Business Day, on the next Business Day.

At the date of this Additional Information Booklet, each Fund is Registered.

Minimum redemption amounts

The Constituent Documents for a Fund may set a minimum redemption amount, and to the extent permitted by law, redemptions below this amount will be at Warakirri's discretion.

Minimum holding after redemption

The Constituent Documents for a Fund may set a minimum Unit holding requirement. At present, the minimum holding in each Fund (with the exception of the Warakirri Concentrated Australian Equities Fund – Class M) is 5,000 Units. If a redemption notice would result in the Unit holder holding less than the current minimum holding for a Fund, then to the extent permitted by law, Warakirri may treat the redemption notice as relating to the Unit holder's entire holding of Units of that Fund.

2.8 Payment of redemption proceeds

Bank accounts

Where you invest directly in a Fund, we will pay redemption proceeds to the most recent bank account (bearing the investor's name) we have on record (which will initially be based on the information provided in your Initial Application Form). We will not make payments to third parties. Please complete the Change of Details Form available on our website at www.warakirri.com.au if you wish to change your bank account details.

When will you receive your redemption proceeds?

Generally, we will instruct your redemption proceeds to be transferred to your nominated bank account within five Business Days from the time we accept your Redemption Form.

We may contact you to check your details before processing your Redemption Form. This may cause a delay in finalising payment of your redemption money. No interest is payable for any delay in finalising payment of your redemption money.

We are not responsible or liable if you do not receive or are late in receiving any redemption money that is paid according to your instructions.

2.9 Other important information on redeeming

Redemption discretion and suspending redemptions

Subject to the terms of the Constituent Documents for the Fund and applicable law, Warakirri is not obliged to redeem any Units of a Fund but may do so from time to time at its discretion where requested by the Unit holder of those Units. At present, this general discretion applies to all Funds, other than the Warakirri Concentrated Australian Equities Fund which requires Warakirri to accept a redemption request while the Fund is liquid.

In particular, Warakirri may delay processing redemption notices where:

- we consider it impracticable for us to calculate NAV (and hence withdrawal price);
- we estimate that we must sell 5% or more of the Fund's assets to meet withdrawals;
- we believe that the size of withdrawal requests is such that it would require us to realise a significant amount of the Fund rapidly and this may either place a disproportionate capital gains tax burden on the remaining investors or impact negatively on the price we could achieve in selling Fund assets;

- we reasonably consider it is in the interests of Unit holders in the Fund to do so; or
- applicable law otherwise permits us to do so.

To the extent permitted by law, any withdrawal requests received during the period of suspension for which a withdrawal price has not been calculated or confirmed prior to the commencement of the suspension period, will be deemed to have been received immediately after the end of the suspension period.

Terms for redemption

Once we receive your Redemption Request Form, we may act on your instruction without further enquiry if the instruction bears your account number or investor details and your (apparent) signature(s), or your authorised signatory's (apparent) signature(s).

When you are redeeming, you should take note of the following:

- If we cannot satisfactorily identify you as the redeeming investor, we may refuse or reject your Redemption Form or payment of your redemption proceeds will be delayed. We are not responsible for any loss you consequently suffer.
- As an investor who is redeeming, you agree that any payment made according to instructions received by post or courier, or fax, shall be a complete satisfaction of our obligations, despite any fact or circumstances such as the payment being made without your knowledge or authority.
- You agree that if the payment is made according to these terms, you and any person claiming through or under you, shall have no claim against us about the payment.

Restrictions on redemptions

If a Fund is illiquid (as defined in the Corporations Act), you can only redeem where Warakirri makes a redemption offer in accordance with the Corporations Act. Warakirri is not obliged to make such offers.

The Fund will be liquid if at least 80% of its assets are liquid assets (money, bank accepted bills, marketable securities and other prescribed property). To the extent permitted by law, if Warakirri is unable to repatriate funds to meet redemption payments, it may suspend the calculation of the NAV and withhold redemption proceeds.

2.10 Managing your investment

Instructions terms

When you send any instruction by post or courier, or electronically (over the internet) to us in respect of an investment in a Fund, you are agreeing to the following terms and conditions about the use of the post or courier or electronic communication as a means of communication:

- Instructions may be intercepted, copied, adapted or imitated by third parties, and the postal or courier service, internet and other means of communication may not be safe, reliable or timely.
- We have no responsibility and are not liable for any loss you incur because of an instruction being sent by post or courier, electronically or if the instruction is not received or is delayed.
- You will indemnify us from any loss, costs or expenses that arise in connection with the receipt or processing of your instruction.

Timing

Instructions (aside from application and redemption instructions) may take up to five Business Days to be processed. This means that your instruction may only be effective five Business Days after we receive them.

Contacting us

As the postal or courier service and electronic communication methods may be unreliable, we suggest that you call us on 1300 927 254 to confirm that we have received your instructions.

No interest

No interest is payable for any delay (whatever the reason) associated with processing your instructions to us (for example an application or redemption request or finalising the payment of your redemption money).

2.11 Privacy

When you provide instructions to Warakirri and our connected parties, such as a Fund's Unit registrar or custodian, all of these entities will be collecting Personal Information about you. This information is needed to facilitate, administer and manage your investment.

We collect Personal Information about you:

- to process your application;
- to establish and then support the ongoing administration of an investment in the Fund;
- to administer your investment and provide you with reports;
- to monitor and improve the quality of service provided to you; and
- to comply with regulatory or legal requirements, including Australian taxation laws, the Corporations Act and other laws and regulations.

We also ask you for some Personal Information so that we, and our related entities, can keep in touch with you and tell you about our other products and services that could be useful to you. Please contact us if you do not wish your details to be used for these purposes.

We may disclose your Personal Information to your consultant or adviser, and if you request us to, we may disclose your Personal Information to an authorised representative of yours (such as your accountant or lawyer) from time to time.

In addition, we may disclose Personal Information we hold about you:

- if you consent to the disclosure;
- to any joint investor;
- to an entity that provides services (e.g. administration, custody or investment services, auditors, providers of printing and postal services, and to our professional advisers) to or on behalf of us, a related entity of ours, or the Fund;
- to comply with regulatory or legal requirements, including Australian taxation laws, the Corporations Act and other laws and regulations (though we will take all reasonable steps to minimize the disclosure of such information); or
- as otherwise required or authorized by law (including the Privacy Act 1988 (Cth), which may include disclosures to the ATO and other government or regulatory bodies).

You can access any Personal Information we hold about you, subject to some exceptions allowed by law. Reasons will be given if access is denied. We may charge a reasonable fee for giving access to your Personal Information in order to cover our costs for collating and providing the Personal Information. Please contact us on 1300 927 254 if you want to access or to request a correction to Personal Information we hold about you, or have any question about how we handle, your Personal Information, or if you wish to make a complaint about how we have handled your Personal Information. You can obtain a copy of our privacy policy on request.

2.12 AML/CTF and other laws requiring us to disclose your identity

Under Australia's anti-money laundering and counter-terrorism financing ('AML/CTF') legislation, the U.S. Foreign Accounts Tax Compliance Act and the Common Reporting Standards regime, Warakirri is required to collect and verify certain information about new and existing investors in each Fund. Processing of applications or redemptions will be delayed or refused if investors do not provide the applicable identification documents when requested.

Under these laws, Warakirri is required to submit regulatory reports to AUSTRAC and the ATO. This may include the disclosure of your Personal Information, such as full name, tax file number, date of birth and residential address. Warakirri may not be able to tell you when this occurs.

This could result in loss of the capital invested or you may experience significant delays when you wish to transact on your investment. We are not liable for any loss you may suffer due to compliance with these laws.

3. How we invest your money

Each Fund offers a single investment option. Warakirri may choose to close or alter the investment option of a Fund in accordance with the terms of the Constituent Documents for that Fund. Notice of any such change to a Fund will be provided in accordance with our obligations under the Constituent Documents for that Fund and applicable law.

3.1 Authorised investments

Each Fund shall only be invested in one or more of the following categories of authorised investment:

- shares, convertible notes, debentures, bonds and other securities;
- interests in trusts and other managed investment schemes;
- interests in partnerships, joint ventures, and other undertakings;
- cash and cash equivalents; and
- derivatives.

3.2 Northcape

Northcape is the underlying investment manager for each Fund. Northcape adopts a long-term approach to investing and believes that superior investment returns rely on fundamental investment research, good judgement and experience.

Northcape believe that to maximise investment performance, experienced people should have the freedom to use their talent to make investment decisions unencumbered by a consensus driven environment. Their investment approach is centred on this.

Northcape have an experienced team undertaking internal company research. Analysts are encouraged to spend time out of the office analysing and understanding businesses. There are no rules or constraints placed on the analyst and his/her research methodology. The primary focus is to identify quality businesses that offer above average growth prospects and high rates of return on equity over the long term. Companies that meet this criterion and Northcape's environmental, social and governance standards (see below) are placed on Northcape's 'approved list', which is an agreed universe of superior businesses from which a portfolio manager can construct their portfolio.

Northcape run concentrated portfolios of high quality companies. They use a multi-portfolio manager approach believed to be the optimal structure for experienced portfolio managers to focus on their best investment ideas. Under this approach, portfolio management, including the timing of decisions and portfolio weightings is delegated to the separate individuals of the team.

3.3 Use of derivatives

Generally speaking, a derivative means a financial contract whose value depends on, or is derived from, liabilities or indices (the 'underlying assets'). Derivative transactions include a wide assortment of instruments, such as forwards, futures, options, share ratios, warrants, swaps and other composites".

For the purposes of this Additional Information Booklet, derivatives means:

- exchange traded futures;
- exchange traded options;
- exchange traded warrants;
- exchange traded share ratios; and
- foreign currency forwards.

Derivatives may not be used to override the overall investment strategy of client portfolios.

The investment of the assets of a Fund into derivative instruments is expected to be low (i.e. less than 10% of the total assets). Any investment will be undertaken in accordance with an overall investment strategy for the Funds. Northcape will not use derivatives to gear portfolios and at all times, derivative exposures will be cash-backed or stock-backed.

Typical purposes for which an investment in a derivative instrument may be made include:

- Risk management: to hedge an asset or portfolio against a fluctuation in market values.
- Transactional efficiency: to achieve the best execution of desired portfolio exposures.

3.4 Labour standards, environmental, social or ethical considerations

Warakirri Ethical Australian Equities Fund and Warakirri Ethical Global Equities Fund

The portfolio of each of the above Funds is subject to a proprietary ethical screen overlay applied by Warakirri. The portfolio will comprise companies that are considered to have sustainable long-term environmental, social and governance ('ESG') practices. A negative screen will also be applied which excludes investment in companies with significant business, that is revenue of greater than 5% from the audited financial statements of a company, in the:

- manufacture of alcoholic beverages;
- manufacture of tobacco products;
- provision of gaming products and/or services;
- manufacture of products contributing to increased levels of obesity;
- manufacture of products for military applications; and
- extraction of thermal coal and/or coal seam gas.

All Fund investments are regularly monitored by Warakirri. If a company in the portfolio diversifies into an excluded industry or engages in unacceptable practices with regard to the overlays, a formal review of that investment is undertaken and discussed at the Warakirri Investment Committee meeting. If the investment is determined to no longer be appropriate it will be sold. To the extent practicable, Northcape will manage the disposal of the investment to ensure the best value is realised for Unit holders, and timing of the disposal will typically be up to a month from the date on which the inconsistency was identified.

In addition to the overlays described above, Northcape's approach to investing (discussed below) also takes into account ESG considerations. Northcape's ESG process applies to all Funds.

All Funds

ESG Ratings

For consideration for the Approved List for each fund, companies must attain a minimum internal ESG rating of 6 points out 10. The avoidance of egregious ESG risks is a central objective of the assessment process, with the aim of fewer capital loss events and/or adverse sustainability outcomes.

Each company is rated out of a maximum of 10 points, split between the ESG pillars of Environmental (3 points), Social (3 points), and Governance (4 points). Analysts make assessments of the materiality of a specific risk to the business and rate the company on those perceived to be material. Deductions are made from the maximum possible score for each identified material risk factor.

In summary, the main objectives of the ESG rating process are:

- To identify and assess material ESG risks and opportunities faced by investee companies.
- To enhance and protect returns through judgements about the impact of ESG factors on the sustainability of returns and company suitability for investment portfolios.
- To inform investment stewardship activities to manage ESG risks and opportunities.

ESG Factors

Environmental factors (3 points) that may be considered by analysts, where relevant, include:

- Transition risk and decarbonisation.
- Physical risks of climate change.
- Waste, pollution, packaging, and water use.
- Risks related to the use of natural resources.
- Energy transition opportunities.

Social factors (3 points) that may be considered, where relevant, include:

- Human rights and supply chain risks.
- Labour rights and practices.
- First nations rights.
- Human capital development.
- Employee health and safety.
- Customer protection and safety.
- Product quality and stewardship.
- Social opportunities.

Governance factors (4 points) that may be considered, where relevant, include:

- Board independence and probity.
- Audit and disclosure quality.
- Executive and board remuneration.
- Shareholder rights, including voting rights and capital management alignment.
- Board composition and diversity.
- Influence of large shareholders.
- Regulatory issues and other controversies.

ESG ratings are monitored by analysts for new information or company disclosure. If the ESG rating falls to below the minimum threshold, the company is removed from the Approved List, and if held, divested.

Limitations of ESG integration

Northcape recognises ESG integration involves a series of judgements about the likely impact of ESG factors on company returns over the long-term investment horizon. However, the financial materiality of ESG factors can vary over time and are among many drivers of investment value. It is therefore not certain ESG integration will meet the objectives of capital enhancement and protection over the investment period.

Nonetheless, the rating process provides investment teams a valuable opportunity to consider long-term risks and opportunities that may fall outside traditional financial analysis to inform the stock selection process, better understand the sustainability outcomes from investment activities, and prioritise stewardship efforts.

In summary, consideration of ESG factors does not imply:

- That there are restrictions on the investment universe, other than the exclusions outlined in Warakirri's proprietary ethical screen outlined previously.
- That ESG factors are given more or less consideration than other types of factors.
- That all ESG factors are given equal consideration.
- That the resulting portfolio will have any characteristics .

4. Fees and costs

4.1 Additional explanation of fees and costs

Management fees and costs

The Management fees and costs set out in the PDS comprise the additional fees or costs that a Unit holder incurs by investing in the Fund rather than by investing directly in the assets.

Management fee

The Responsible Entity receives a management fee for managing the assets of the Fund. The management fee incorporates ongoing fees and other costs involved in managing the Fund and deriving investment returns. It includes costs associated with investment management, including Northcape's management fee. The management fee is determined by reference to the net asset value of the Fund and is described in the 'Management fees and costs' section of the 'Fees and costs' table in the PDS.

Reimbursable expenses

Under the Constituent Documents for each Fund, the Responsible Entity has rights to recover, out of the assets of each of these Funds, all expenses which are properly incurred in operating the Fund including, without limitation, amounts payable in connection with custody, compliance, legal and tax consulting fees, banking, accounting, audit and GST. Extraordinary expenses such as litigation or unitholder meetings (if applicable) are also included.

The amount included in the 'Management fees and costs' figure in the 'Fees and costs' table in the PDS in respect of recoverable expenses is the amount charged to the Fund during the financial year ended 30 June 2023.

Some of the ordinary expenses (such as custodian fees, administration and audit fees) of operating the **Warakirri Ethical Australian Equities Fund and Warakirri Global Emerging Markets Fund** are covered by the management fee of those Funds at no additional charge to you and this is reflected in the 'Management fees and costs' figure in the 'Fees and costs' table in the PDS for these Funds. The Responsible Entity reserves the right to change this policy and will update this document and the PDS accordingly.

Indirect costs

In general, indirect costs are any amounts not already disclosed as a management cost and that we know, reasonably ought to know, or where this is not the case, may reasonably estimate will directly or indirectly reduce the return on Units. Indirect costs include fees and management costs (if any) charged by underlying funds or other assets that the Fund may invest in. The amount included in the 'Management fees and costs' figure in the 'Fees and costs' table in the PDS in respect of indirect costs is the Responsible Entity's reasonable estimate of these costs during the financial year ended 30 June 2023.

Transaction costs

In managing the assets of the Fund, the Fund may incur transaction costs such as brokerage, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold. This generally happens when the assets of the Fund are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of the Fund.

Transaction costs are reflected in the Fund's Unit price. As these costs are factored into the value of the Fund's underlying assets and reflected in the Unit price, they are an additional cost of investing for the investor and are not a fee paid to the Responsible Entity.

The amount included in the 'Transaction costs' figure in the 'Fees and costs' table in the PDS is the amount incurred by the Fund during the financial year ended 30 June 2023 (net of any amounts recovered by way of the buy/sell spread).

Performance fee

In addition to the management fee payable to the Responsible Entity, a performance fee may be payable to the Responsible Entity, calculated by reference to the performance the Fund against the applicable benchmark. The determination of the performance fee and the benchmark is described in the 'Additional explanation of fees and costs' section in the PDS. As the performance fee payable is dependent on several factors, including the performance of the Fund and the level of the benchmark, it is not possible to predict the amount of this fee with any certainty. The exact amount is dependent on the performance of the Fund and the benchmark on each Business Day in the relevant performance fee period.

Where the aggregate amount of the daily performance fee amounts is negative, no performance fee will be reflected in the daily unit price and no performance fee will accrue until the total of the aggregate amount of the daily performance fee amount for the current performance fee period and the negative balance carried forward from previous performance fee periods is a positive amount.

If the aggregate of the daily performance fee amounts at the end of a performance fee period is a positive amount, this positive amount is accrued as an expense and is deducted from the assets of the Fund at the end of each performance fee period.

Importantly, a positive accrued performance fee is not payable for the Performance Fee Period unless the investment return of the Fund is positive and the investment return of the fund has exceeded the performance hurdle. Therefore, if no performance fee is payable to the Responsible Entity for the period, then the accrued performance fee, will be carried forward into the next performance fee period.

Buy/sell spreads

The buy/sell spread reflects a reasonable estimate of the transaction costs incurred in buying or selling assets of the Fund when investors invest in or withdraw from the Fund. The buy/sell spread is an additional cost to the investor but is incorporated into the Unit price and incurred when an investor invests in or withdraws from the Fund and is not separately charged to the investor. The buy/sell spread is effectively paid into the Fund and not paid to the Responsible Entity. The current buy/sell spread is described in the 'Buy/sell' section of the 'Fees and costs' table in the PDS. The buy/sell spread can be altered by the Responsible Entity at any time. The Responsible Entity may also waive the buy/sell spread in part or in full at its discretion. Generally, there will be no buy spread incurred on distributions which are re-invested.

Different fee arrangements

Subject to the Corporations Act and the Constituent Documents of the Fund, the Responsible Entity may negotiate lower or different fees with, or pay rebates to, certain investors that are wholesale clients as defined in the Corporations Act. Further information can be obtained by contacting us on 1300 927 254.

4.2 Changes in fees and costs

The Constituent Documents for the relevant funds set out the fees and costs payable to the Fund. As described in the PDS, the Responsible Entity may vary the Constituent Documents for the Fund, which include the fees and costs specified in the PDS.

5. How managed investment schemes are taxed

Any investment in a Fund can have a substantial impact on your tax position from year to year.

Indirect investors should refer to tax information in their IDPS Service disclosure statement document. Tax statements will be sent by us to your IDPS Operator after the end of each financial year.

The following information is a general summary of current legislation and is not intended to be tax advice. We recommend that you obtain your own professional advice regarding your position as tax and social security laws are complex and subject to change, and investors' individual circumstances vary.

5.1 Income

Each Fund meets the requirements to elect to be an Attribution Managed Investment Trust ('AMIT') for tax purposes. Warakirri has made this election in respect of the Funds from the 2017 income year onwards.

An AMIT is a managed investment trust where the interests of Unit holders are clearly defined and the trustee has made an irrevocable choice for the AMIT regime to apply. Each Fund would be treated as a separate AMIT for tax purposes. Income of each Fund will generally be calculated and distributed to Unit holders quarterly or semi-annually (annually for capital gains) on a pro-rata basis. Distributions will be automatically reinvested in additional Units unless the Unit holder elects for distribution to be paid in cash. Cash payments will only be made to the Unit holder's nominated Australian bank, building society or credit union account.

Under the AMIT regime, the 'Determined Trust Components' (broadly akin to the Fund's taxable net income) are attributed to Unit holders on a fair and reasonable basis. The AMIT regime allows Warakirri to take into account the number of Units on issue and the time the Units were on issue relative to the amount of Income, and the timing of the receipt of income, in determining the allocation of income and associated tax offsets (franking credits) to ensure an equitable attribution amongst Unit holders. The Determined Trust Components attributed to Unit holders are known as the Determined Member Components.

This attribution occurs annually, as at 30 June with interim attributions (excluding capital gains) made in line with the distribution frequency of each Fund.

The amount of income distributed to Unit holders may differ from the amount of income attributed to Unit holders for tax purposes under the AMIT regime. The difference between the cash distributed to Unit holders during the year and the 'Determined Member Components' attributed to Unit holders will result in an upward or downward adjustment to the cost base of Units held by Unit holders. AMIT member annual statements are provided to all Unit holders annually (indicatively by the end of July each year).

The Funds will generally not be liable for income tax provided investors are presently entitled to the net income of the Fund and are not under any legal disability. Tax losses of the Funds are quarantined in the relevant Fund and can be carried forward to offset taxable income in future years.

5.2 Taxation

The taxation implications of investing in a Fund are particular to an individual's circumstances and can be complex. Warakirri has elected to apply the AMIT regime to the Funds. An AMIT which allocates all of its Determined Trust Components each year generally pays no tax itself.

Instead, the underlying Unit holders pay tax on the Determined Member Components allocated to the Unit holders on a fair and reasonable basis (even if income and gains are accumulated in the Fund).

If redeeming part or all of an investment in a Fund, a Unit holder needs to consider the tax implications that may arise. If an individual is unsure as to the various taxation implications of investing, including the implications of the new AMIT regime, they should consult a taxation adviser before investing in the Fund.

5.3 Providing your tax file number ('TFN') or Australian business number ('ABN')

You may choose to quote your TFN or ABN (if applicable) or claim an exemption in relation to your investment in a Fund by completing a Tax File Number or Australian Business Number notification form. The law strictly regulates how we may use TFNs and ABNs. If you choose not to give us your TFN or ABN or to claim an exemption, we must deduct tax at the highest personal tax rate (plus Medicare Levy) before we pass on each distribution to you.

5.4 Goods and services tax ('GST')

The Funds have been registered for GST, which applies to most supplies that are connected with Australia. The majority of goods and services that the Funds will acquire for their operation will be subject to GST and GST will be payable on Warakirri's fees as responsible entity and most other fees and expenses incurred by the Funds. In specified circumstances, the Funds may be entitled to reduced input tax credits of up to 75% of GST paid, which may effectively reduce the GST cost from 10% down to 2.5%.

All stated fees and costs are exclusive of any GST, unless otherwise stated. No GST will apply on amounts received by the Funds for the issue of units, sale proceeds of the securities, or investment income and gains.

5.5 Duty

Duty laws vary between Australian jurisdictions. Generally, the issue or redemption of Units in a Fund should not attract any duty imposed under a state or territory law. Duty is also not generally payable on the transfer of Units in a Fund, however, you should confirm the duty consequences of transferring Units with your tax adviser.

6. How to apply

6.1 Direct investors

To invest in a Fund, read the PDS, Target Market Determination for the Fund and this Additional Information Booklet, complete the Initial Application Form which accompanies the PDS and provide any information requested in order to satisfy the Warakirri's AML/CTF obligations. The Initial Application Form is also available from www.warakirri.com.au or by calling 1300 927 254.

Application cut-off time

Where a Fund is Registered, if we receive a correctly completed Initial Application Form, identification documents (where applicable) and cleared application money:

- before or at 2pm on a Business Day, the application will be processed on that Business Day. This means you will receive the application price calculated for that Business Day.
- after 2pm on a Business Day, the application will be processed on the next Business Day. This means you will receive the application price calculated for the next Business Day.

We will only start processing an application if we consider that:

- you have correctly completed the Initial Application Form, and
- you have provided us with the relevant identification documents (where applicable); and
- we have received the application money (in cleared funds) stated in your Initial Application Form.

The time it takes for application money to clear varies depending on how you transfer the money and your bank (it may take up to four Business Days). It is your responsibility to ensure that you have sufficient funds in your bank account to ensure that the direct debit can be processed and we will not be liable for any overdraft bank charges.

We reserve the right to accept or reject applications in whole or in part at our discretion and delay processing of applications where we believe this to be in the best interest of all the Fund's investors, without giving any reason.

Transferring application money

If you apply directly and not via an IDPS, you can send your application money to us by transferring the application money into the following bank account:

Direct Credit

Bank:	Citibank
BSB Number:	242-000
Account number:	204239002
Account name:	CPL-ACF Warakirri Asset Mgmt Apps

BPAY - Initial Application submitted via the online Warakirri Investment Portal

BPAY Biller Code 266825

BPAY Customer Reference Number (CRN): 99 followed by your eight-digit investor number which can be found on your investor statement within the Investment Portal - for example 9926001111

BPAY - Additional Application

BPAY Biller Code 266825

BPAY Customer Reference Number (CRN): 00 followed by your eight-digit investor number which can be found on your investor statement within the Investment Portal - for example 0026001111

Authorised signatory

You can appoint a person, partnership or company as your authorised signatory. To do so, please nominate them by completing the authorised signatory form and have them sign the relevant sections. If a company is appointed, the powers extend to any director and officer of the company. If a partnership is appointed, the powers extend to all partners.

Such appointments will only be cancelled or changed once we receive written instructions from you to do so.

Scope of appointment of authorised signatory

Where you invest directly, your authorised signatory, acting solely, has full access to operate your investment account for and on your behalf. This includes the following:

- making additional investments;
- changing distribution instructions;
- redeeming all or part of your investment;
- changing bank account details; and
- enquiring about and obtaining copies of the status of your investment.

If you do appoint an authorised signatory:

- you acknowledge and agree that you are bound by their acts;
- you release, discharge and indemnify us from and against any losses, liabilities, actions, proceedings, account claims and demands arising from instructions received from your authorised signatory, and
- you agree that any instructions received from your authorised signatory shall be complete satisfaction of our obligations, even if the instructions were made without your knowledge or authority.

Application discretion

To the extent permitted by law, we reserve the right to accept applications for amounts less than the minimum initial or additional investment amounts set out in the Constituent Documents for each Fund (including the regular savings plan) and to refuse applications without giving a reason. We will wait until we receive cleared application money before deciding to accept or reject an application.

Joint applicants

If you are applying as joint applicants, your investment in a Fund will be held as joint tenants and not tenants in common.

Additional applications

You can make an additional investment by completing the Additional Application Form available from the Warakirri website at www.warakirri.com.au.

6.2 Indirect investors

Warakirri authorises the use of the relevant PDS by investors who wish to access a Fund indirectly through an IPDS Service located in Australia.

The operator of an IPDS Service is the IDPS Operator and the disclosure document for an IPDS Service is referred to as the IDPS guide. If you invest through an IPDS Service, your rights and liabilities will be governed by the terms and conditions of the IDPS guide.

Indirect investors should apply for Units by using the IDPS guide and the relevant application form provided by the IDPS Operator of the IPDS Service.

7. Defined terms

“AFSL” means an Australian financial services licence issued under the Corporations Act.

“ASIC” means the Australian Securities and Investments Commission.

“ATO” means the Australian Tax Office.

“AUSTRAC” means Australian Transaction Reports and Analysis Centre.

“Business Day” means a day, other than a Saturday or a Sunday on which banks are open for general banking business in Melbourne, Australia.

“Corporations Act” means the Corporations Act 2001 (Cth) and Corporations Regulations 2001 (Cth), as amended.

“Constituent Documents” means:

(a) In respect of each of the following Funds, the trust deed establishing the Warakirri Master Trust dated 5 October 2016, as amended from time to time, and the relevant Fund’s Unit Class terms that have been established under that trust deed (provided that each such Fund constitutes a separate fund and managed investment scheme):

Warakirri Ethical Australian Equities Fund (ARSN 642 393 299)

Warakirri Ethical Global Equities Fund (ARSN 642 393 799)

Warakirri Global Emerging Markets Fund (ARSN 642 392 863)

(b) In respect of the Warakirri Concentrated Australian Equities Fund (ARSN 642 392 041), the trust deed establishing the Warakirri Endeavour Concentrated Australian Equities Fund dated 4 April 1996, as amended from time to time.

“IDPS Operator” mean the operator of an authorised IDPS Service.

“IDPS Service” means an authorised master trust or wrap account, investor directed portfolio service, investor directed portfolio service-like scheme or nominee or custody service.

“Income” of a Fund is determined under the Constituent Documents for the Fund, and broadly includes the aggregate of the ‘tax components’ of the Fund that have an assessable income character for taxation purposes, and any additional amount which the responsible entity may decide is appropriate for distribution in the relevant distribution period.

“PDS” means Product Disclosure Statement for each Fund.

“Personal Information” has the meaning given to the term “personal information” in the Privacy Act 1988 (Cth), as amended.

“Redemption Price” means the price at which Units are redeemed. The method for determining the Redemption Price for Units in a particular Fund is described in section 2 of the relevant PDS under the subheading “Unit Price”.

“Registered” means registered as a managed investment scheme by ASIC under chapter 5C of the Corporations Act.

“Unit Class” means a class of Units created by Warakirri under the Warakirri Master Trust in accordance with the terms of the trust deed establishing the Warakirri Master Trust dated 5 October 2016, as amended from time to time.

“Units” mean units in a Fund.

“Unit holder” means the person registered as a holder of Units.

“We” or “us” refers to Warakirri, unless the context otherwise requires.

“You” or “your” refers to Unit holders in the Funds (and where the context requires, prospective or new investors in the Fund(s)).