

Airlie Australian Share Fund – Active ETF

Product Disclosure Statement

Magellan Asset Management Limited ABN 31 120 593 946, AFSL 304 301 trading as Magellan Investment Partners (**Responsible Entity, our, us, we**) is the responsible entity of the Airlie Australian Share Fund (**Fund**) and the issuer of this Product Disclosure Statement (**PDS**).

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Important Information

This PDS provides a summary of significant information relating to the Fund. **You should consider the information in this PDS before making a decision to invest in the Fund.**

The Securities Exchange Operator has approved the Fund for admission to trading status on the Securities Exchange under the Securities Exchange Rules; with the exchange ticker: AASF. No representation is made concerning the Fund's continued quotation on the Securities Exchange. A copy of this PDS has been lodged with ASIC on 9 December 2025. Neither ASIC nor the Securities Exchange Operator takes any responsibility for the contents of this PDS.

The information in this PDS is of a general nature only and does not take into account an investor's personal financial situation, objectives or needs. Before making an investment decision based on this PDS, investors should consult a licensed financial adviser to obtain financial advice that is tailored to suit their personal circumstances.

The information in this PDS is subject to change from time-to-time. Information that is not materially adverse information can be updated by us. Updated information can be obtained through our website airlifundsmangement.com.au. Investors may request a paper copy of any updated information at any time, free of charge.

The Responsible Entity and its employees, agents or officers do not guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund. An investor's investment does not represent deposits or other liabilities of the Responsible Entity.

An investment in the Fund is subject to investment risk, which may include possible delays in repayment and loss of income and principal invested. For more information on the risks associated with an investment in the Fund, refer to **Section 7**.

This PDS does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Fund in any jurisdiction outside Australia and New Zealand. The distribution of this PDS outside Australia and New Zealand may be restricted by law and persons who come into possession of this PDS outside Australia and New Zealand should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Unless identified to the contrary, all references to monetary amounts are to Australian dollars. Capitalised terms have the meanings given to them in the Glossary (refer to **Section 13**).

Target Market Determination: The Target Market Determination for the Fund can be found at airlifundsmangement.com.au and includes a description of the class of investors for which the Fund is likely to be appropriate.

1. Key features at a glance

| Airlie Australian Share Fund | | For further information | | | | | | | | | |
|--|---|-------------------------|-----------|-----------|---------------------|----|-----|---------------------------|---|----|-----------|
| Fund name | Airlie Australian Share Fund | | | | | | | | | | |
| ARSN | 623 378 487 | | | | | | | | | | |
| Exchange ticker | AASF | | | | | | | | | | |
| Responsible Entity and Investment Manager | Magellan Asset Management Limited ABN 31 120 593 946, AFSL 304 301 trading as Magellan Investment Partners. | Section 2 | | | | | | | | | |
| About the Fund | <p>The Fund is a registered managed investment scheme.</p> <p>Units in the Fund have been admitted to quotation on the Securities Exchange under the Securities Exchange Rules. Units in the Fund are able to be traded on the Securities Exchange like any listed security.</p> <p>The Fund is primarily invested in equity and equity-like securities listed on an Australian securities exchange. The Fund typically holds 15-35 stocks and will also have some exposure to cash and cash equivalents.</p> <p>We may use exchange traded derivatives, in a limited manner, for risk management purposes.</p> | Section 3 & 8 | | | | | | | | | |
| Investment objective | The Fund aims to provide long-term capital growth, after fees, and income through investment in Australian equities. | Section 6 & 8 | | | | | | | | | |
| Asset classes and allocation ranges | <p>The Fund's assets are typically invested within the following asset allocation ranges:</p> <table border="1"> <thead> <tr> <th>Asset class</th> <th>Minimum %</th> <th>Maximum %</th> </tr> </thead> <tbody> <tr> <td>Australian equities</td> <td>90</td> <td>100</td> </tr> <tr> <td>Cash and cash equivalents</td> <td>0</td> <td>10</td> </tr> </tbody> </table> | Asset class | Minimum % | Maximum % | Australian equities | 90 | 100 | Cash and cash equivalents | 0 | 10 | Section 8 |
| Asset class | Minimum % | Maximum % | | | | | | | | | |
| Australian equities | 90 | 100 | | | | | | | | | |
| Cash and cash equivalents | 0 | 10 | | | | | | | | | |
| Risk level | High. | Section 8 | | | | | | | | | |
| Net asset value (NAV) | <p>The Fund's NAV is an estimate of the value of the Fund at the close of trading in Australia.</p> <p>The estimated NAV per Unit (NAV per Unit) is based on the NAV of the Fund divided by the number of Units on issue at the end of each Business Day.</p> <p>An indicative NAV per Unit (iNAV) will be published by the Fund throughout the Trading Day. The iNAV will be updated in respect of portfolio securities or equivalent securities that have live market prices during the Trading Day.</p> | Section 3 | | | | | | | | | |

| Airlie Australian Share Fund | For further information |
|---|--|
| <p>Entering and exiting the Fund</p> | <p>Investors can enter the Fund either by applying for Units directly with us using an Application Form or by buying Units on the Securities Exchange.</p> <p>Investors can exit the Fund either by directly making a withdrawal request to us using a Withdrawal Form or by selling Units on the Securities Exchange. You need to hold your Units on the issuer sponsored sub-register to make a withdrawal request directly to us. Your stockbroker can assist you with this process if you hold your Units on a Holder Identification Number (HIN).</p> <p>The method by which you enter the Fund does not affect the method by which you can exit the Fund. If you enter the Fund by buying Units on the Securities Exchange you can exit the Fund by selling Units on the Securities Exchange or by withdrawing directly with us. If you enter the Fund by applying for Units directly with us you can exit the Fund by selling Units on the Securities Exchange or by withdrawing directly with us.</p> <p>There are important differences between entering and exiting the Fund via the Securities Exchange or by applying for and withdrawing Units directly with us. These differences include, but are not limited to, the entry and exit price you will receive, and whether minimum investment amounts apply to your investment.</p> <p>An investor that applies for Units directly with us may pay a different price for Units in the Fund to an investor who buys Units on the Securities Exchange at the exact same time. Similarly, an investor who withdraws Units directly with us is likely to receive a different price for Units in the Fund to an investor who sells Units on the Securities Exchange at the exact same time.</p> <p>These differences in prices received by investors may result in a different return from an investment in the Fund.</p> |
| <p>Fund liquidity</p> | <p>Investors can apply for or withdraw Units directly with us or can buy and sell Units on the Securities Exchange in the same way as any listed security.</p> <p>We, on behalf of the Fund, may provide liquidity to investors on the Securities Exchange by acting as a buyer and seller of Units. At the end of each Trading Day, we will create or cancel Units by applying for or withdrawing our net position in Units bought and sold on the Securities Exchange.</p> <p>We have appointed a market participant to transact and facilitate settlement on our behalf.</p> <p>There may be other circumstances where:</p> <ul style="list-style-type: none"> • withdrawals have been suspended in accordance with the Constitution or the Fund is not liquid (as defined under the Corporations Act). In such circumstances, Units in the Fund may continue to trade on the Securities Exchange provided that the Fund, in respect of the Units, continues to comply with the Securities Exchange Rules. If the Fund, in respect of the Units, ceases to comply with the Securities Exchange Rules, we may seek a trading halt or the Securities Exchange Operator may suspend trading of Units in the Fund on the Securities Exchange; or • the Securities Exchange Operator suspends trading of Units in the Fund on the Securities Exchange. In such circumstances, investors may continue to withdraw directly with us unless withdrawals have also been suspended in accordance with the Constitution. |

| Airlie Australian Share Fund | | For further information |
|--|---|-------------------------|
| Distributions | Distributions will generally be made semi-annually although may be made more or less frequently at our discretion. | Section 3 |
| Fees and other costs | Refer to Section 9 for a detailed explanation of fees and costs. | Section 9 |
| Risks | All investments are subject to risk. The significant risks associated with the Fund are described in this PDS. | Section 7 |
| Cooling-off and complaints | Cooling-off rights do not apply to Units in the Fund (regardless of whether they were bought on the Securities Exchange or applied for directly with us) however a complaints handling process has been established. | Section 12 |
| General information and updates | Further information, including any updates issued by us and other statutory reports, can be found at airlifundsmangement.com.au . | Section 12 |
| Transaction confirmations | Investors buying or selling Units on the Securities Exchange will receive transaction confirmations from their stockbroker. Investors who apply for Units or withdraw their investment directly with us will receive transaction confirmations from Investor Services, which will include your investor number and Securityholder Reference Number (SRN). | Section 3 |
| Annual tax reporting | Annual tax statements will be made available in respect of the Fund. | Section 11 |

2. About Magellan Investment Partners

Magellan Investment Partners is a dedicated distribution partner with nearly 20 years of expertise, focused on understanding client needs and delivering specialist investment solutions. We bring to market active investment solutions managed by Magellan Global Equities, Magellan Global Listed Infrastructure, Airlie Funds Management (Australian equities) and Vinva Investment Management (global and Australian equities). Magellan Investment Partners is headquartered in Australia and has around \$40 billion in assets under management, as at 30 September 2025.

Magellan Investment Partners is a trading name of Magellan Asset Management Limited, which is a wholly owned operating subsidiary of the ASX listed Magellan Financial Group Ltd (ASX: MFG).

As Responsible Entity, we are responsible for overseeing the operations of the Fund and ensuring compliance with the Fund's Constitution (**Constitution**) and relevant legislation as well as establishing, implementing and monitoring the Fund's investment objective and strategy. We have the power to delegate certain duties and appoint other entities to perform tasks and provide services to the Fund in accordance with the Constitution and the Corporations Act 2001 (Cth) (**Corporations Act**). We have appointed The Northern Trust Company as the custodian for the Fund (**Custodian**) and Apex Fund Services Pty Ltd as the unit registry and administrator for the Fund.

3. About the Airlie Australian Share Fund and Units

The Fund is structured as a unitised registered managed investment scheme. When investors make an investment in the Fund, their money is pooled together with other investors' money. We use this pool to buy investments and manage them on behalf of all investors in the Fund in accordance with the Fund's investment strategy.

Units and NAV per Unit

The Fund is admitted to quotation on the Securities Exchange under the Securities Exchange Rules. Units are able to be traded on the Securities Exchange in a similar fashion to listed securities, subject to liquidity.

The NAV per Unit estimates the value of the Fund's Units based on the value of the Fund's assets at the close of trading in Australia. The NAV per Unit will be published daily on the Fund's website at airlifundmanagement.com.au.

The NAV per Unit may fluctuate each day as the market value of the Fund's assets rises or falls. Our NAV Permitted Discretions Policy provides further information about how the NAV per Unit is calculated. Investors can request a copy of the policy free of charge by contacting us.

We have engaged an agent to calculate and disseminate an iNAV which is published on the Fund's website at airlifundmanagement.com.au throughout the Trading Day. The iNAV will be updated in respect of portfolio securities or equivalent securities that have live market prices during the Trading Day. No assurance can be given that the iNAV will be published continuously or that it will be up to date or free from error. To the extent permitted by law, neither we nor our appointed agent shall be liable to any person who relies on the iNAV.

The price at which Units trade on the Securities Exchange may not reflect either the NAV per Unit or the iNAV. See "Securities Exchange liquidity" in **Section 4** for more details.

Investing in Units in the Fund

Investors can enter the Fund by applying for Units directly with us using an Application Form or by buying Units on the Securities Exchange.

Investors can exit the Fund either by directly making a withdrawal request to us using a Withdrawal Form or by selling Units on the Securities Exchange. You need to hold your Units on the issuer sponsored sub-register to make a withdrawal request directly to us. Your stockbroker can assist you with this process if you hold your Units on a HIN.

The method by which you enter the Fund does not affect the method by which you can exit the Fund. If you enter the Fund by buying Units on the Securities Exchange, you can exit the Fund by selling Units on the Securities Exchange or by withdrawing directly with us. If you enter the Fund by applying for Units directly with us you can exit the Fund by selling Units on the Securities Exchange or by withdrawing directly with us.

The following table sets out the key differences between entering and exiting the Fund via the Securities Exchange or by applying for and withdrawing Units directly from us. This is a summary only. This PDS should be read in full before making any decision to invest in the Fund. For more information on buying and selling Units on the Securities Exchange, see **Section 4**. For more information on applying to and withdrawing directly from us, see **Section 5**.

| | Buying Units on the Securities Exchange | Applying for Units directly with us |
|--|--|---|
| How do I make an investment in the Fund? | <p>You can invest in the Fund at any time by purchasing Units via your stockbroker.</p> <p>You do not need to complete an Application Form. Your purchase of Units will be settled via the CHESSE settlement service, generally two Business Days following your purchase.</p> | <p>You can invest in the Fund at any time by sending a correctly completed Application Form together with the required supporting identification documentation to Investor Services.</p> <p>If we receive your correctly completed Application Form by 2pm (Sydney time) on a Business Day and your cleared funds by close of business on the same Business Day, you will receive the entry unit price applicable to that Business Day. We will generally issue Units to you the following Business Day.</p> <p>If you do not meet the cut-off time, we will issue Units to you using the entry unit price applicable to the Business Day on which we receive your completed documentation and cleared monies (subject to the applicable cut-off time for that Business Day).</p> |
| What is my entry price when I make an investment in the Fund? | <p>Your entry price will be the price at which you have purchased Units on the Securities Exchange.</p> <p>You will receive a transaction confirmation from your stockbroker informing you of this price. You may incur customary brokerage fees and commissions when you buy Units. Investors should consult their stockbroker for further information on their fees and charges.</p> | <p>Your entry price will be the entry unit price applicable to the Business Day on which we receive your completed documentation and cleared monies by the applicable cut-off time.</p> <p>The entry price reflects the NAV per Unit plus an allowance for transaction costs incurred by the Fund. The NAV per Unit estimates the value of the Fund's Units based on the value of the Fund's assets at the close of trading in Australia on that Business Day.</p> |
| Is there a minimum number of Units I need to purchase? | <p>No. There is no minimum number of Units applicable to investors who buy their Units on the Securities Exchange.</p> | <p>The minimum initial investment amount for investors applying for Units directly with us is \$25,000.</p> <p>Additional investments can be made into an existing account at any time. A minimum amount may apply to additional investments depending on the method of your payment.</p> |

| | Selling Units on the Securities Exchange | Withdrawing Units directly with us |
|---|---|--|
| How do I withdraw my investment? | <p>You can withdraw from the Fund at any time by selling Units on the Securities Exchange via your stockbroker.</p> <p>Your sale of Units will be settled via the CHESSE settlement service, generally two Business Days following your sale.</p> | <p>You can make a withdrawal of your investment in the Fund by sending a correctly completed Withdrawal Form to Investor Services. You can request a specified dollar amount to be withdrawn, a specified number of Units to be withdrawn, or a full withdrawal of your investment in the Fund.</p> <p>To withdraw, you must hold your Units on the Fund's issuer sponsored sub-register and provide your SRN. You will also be required to provide certified copies of identification documentation via post to Investor Services (if you have not done so previously).</p> <p>If we receive your correctly completed Withdrawal Form by 2pm (Sydney time) on a Business Day, you will receive the exit unit price applicable to that Business Day.</p> <p>If you do not meet the cut-off time, you will receive the exit unit price for the next Business Day.</p> <p>Payment of your withdrawal proceeds will usually be paid two Business Days following your withdrawal. You can usually expect to receive payment into your nominated bank account within seven Business Days.</p> |
| At what price can I sell my Units in the Fund? | <p>Your exit price will be the price at which you sold your Units on the Securities Exchange.</p> <p>You will receive a transaction confirmation from your stockbroker informing you of this price. You may incur customary brokerage fees and commissions when you sell Units. Investors should consult their stockbroker for further information on their fees and charges.</p> | <p>Your exit price will be the exit unit price applicable to the Business Day on which we receive your correctly completed Withdrawal Form by the applicable cut-off time for that Business Day.</p> <p>The exit price reflects the NAV per Unit less an allowance for transaction costs incurred by the Fund. The NAV per Unit estimates the value of the Fund's Units based on the value of the Fund's assets at the close of trading in Australia on that Business Day.</p> <p>If you do not meet the cut-off time, you will receive the exit price for the following Business Day.</p> |
| Is there a minimum number of Units I need to withdraw? | <p>No. There is no minimum number of Units applicable to either the sale of Units on the Securities Exchange or withdrawal of Units directly with us.</p> <p>No minimum balance applies to investments in the Fund.</p> | |

Restrictions on withdrawals

Withdrawals, issuances or switching of Units may be suspended by us for up to 28 days including where:

- it is impracticable for us to calculate the NAV of the Fund, for example, because of an inability to value the assets of the Fund or due to the closure of or trading restrictions or suspensions of securities exchanges on which any significant portion of the investments of the Fund is listed, quoted or traded;
- the payment of withdrawal proceeds involves realising a significant portion of the Fund's assets which would, in our opinion, result in remaining investors bearing a disproportionate amount of capital gains tax or expenses, or suffering any other disadvantage including a material diminution of the value of the Fund's assets or departure from the investment strategy of the Fund;
- we reasonably consider it would be in the interests of investors;
- it is otherwise permitted by law; or
- where we receive withdrawal requests of an aggregate value that in our reasonable estimate would require the sale of 5% or more of the Fund's assets.

The withdrawal process, including the calculation of the NAV per Unit, applies only when the Fund is 'liquid' (within the meaning given to that term in the Corporations Act). Where the Fund ceases to be liquid, Units may only be withdrawn pursuant to a withdrawal offer made to all investors in the Fund in accordance with the Constitution and the Corporations Act. We are not obliged to make such offers.

Where withdrawals or switches have been suspended, Units in the Fund may continue trading on the Securities Exchange provided that the Fund continues to comply with the Securities Exchange Rules. If the Fund ceases to comply with the Securities Exchange Rules, the Securities Exchange Operator may suspend trading of Units in the Fund on the Securities Exchange.

Compulsory withdrawals

We may withdraw some or all of an investor's Units without asking them in accordance with the Constitution or as permitted by law. As an example, this may occur where an investor breaches their obligations to us (for example, where we believe that the Units are held in breach of prohibitions contained within the Constitution) or where we believe that the Units are held in circumstances which might result in a violation of an applicable law or regulation (for example, to cover for withholding tax applicable to distributions).

Transfer and conversion of Units

Your stockbroker will initiate the conversion or transfer of Units in the following scenarios:

- You hold Units directly with the Fund (SRN holding on the issuer sponsored sub-register) and wish to convert or transfer your Units to an account with a stockbroker (HIN holding on the CHESS sub-register). You will need to provide your stockbroker with your SRN. You can only convert or transfer whole Units and any partial Unit holding remaining after the conversion or transfer will be cancelled and become property of the Fund.
- You hold Units in an account with your stockbroker (HIN holding on the CHESS sub-register) and wish to transfer your Units to another HIN or to transfer or convert your Units to an account directly with the Fund (SRN holding on the issuer sponsored sub-register).

Investor Services handles transfers of Units for investors who hold Units directly with the Fund (SRN holding on the issuer sponsored sub-register) and wish to transfer to another existing account or a new account directly with the Fund. We require original copies of standard transfer forms to be mailed to us. We are unable to process transfer forms that are faxed, emailed or photocopied.

Distributions

We intend to make distributions semi-annually (for the periods ending 30 June and 31 December of each year). We may make distributions more or less frequently at our discretion. There may be periods where no distribution is made.

The distribution may comprise an amount attributed to you from income (such as dividends received from shares and interest) less expenses incurred by the Fund (such as management fees) plus net capital gains made on the sale of shares or other investments held. In some circumstances, we may distribute capital in addition to net income or net capital gain amounts.

To be eligible to receive a distribution in respect of a Unit for a distribution period, you must:

- hold that Unit on the last day of the distribution period;
- have purchased (either on-market or off-market) that Unit on or before the last day of the distribution period; or
- have applied directly with us for that Unit on or before the last day of the distribution period, having submitted a valid Application Form and ensuring receipt of your application monies in cleared funds by us.

You will not be eligible to receive a distribution in respect of a distribution period on a Unit you have sold or withdrawn on or before the last day of the distribution period. The distribution is not calculated on a pro-rata basis according to the time that investors have held their Units.

Under the Attribution Managed Investment Trust (**AMIT**) rules, investors will be assessed for tax on the income of the Fund attributed to them. Where the income of the Fund exceeds the amount of the distribution paid to investors (**Excess**), we may, in a particular year, retain or accumulate in the Fund the amount of the Excess. In this scenario, the income of the Fund that is attributed to you (and that must be included in your income tax return) will be more than the cash distribution paid to you. The tax cost base of your Units will increase to the extent of the Excess. For more details, see the Taxation overview in **Section 11**.

We will send you an AMIT Member Annual Statement (**AMMA Statement**) after the end of each financial year detailing the amounts attributed to you to assist in the preparation of your tax return.

You can choose to have your distributions directly credited to your Australian or New Zealand bank account or, to the extent that we offer a Distribution Reinvestment Plan (**DRP**), automatically reinvested as additional Units in the Fund. No fees or transaction costs will be payable in respect of distributions that are automatically reinvested. The **DRP Rules** require that additional Units issued to investors will be rounded to the nearest whole number. If you have provided a New Zealand bank account, the conversion of your Australian dollar distribution to New Zealand dollars will be processed by the Fund's bank at the exchange rate prevailing at the processing time. Distributions are automatically paid to your nominated bank account unless you nominate to have your distribution reinvested.

Details in relation to each distribution (if any) will be published on the announcements platform of the Securities Exchange Operator and the Fund's website at airlifundsmangement.com.au. The distribution policy of the Fund is current as at the date of this PDS and may be subject to change from time to time.

Distribution Reinvestment Plan

We have established a **DRP** in respect of distributions made by the Units in the Fund. In respect of each distribution, we may elect to offer or not offer the **DRP**. Under the **DRP Rules**, an investor may elect to have all, or part of the distribution that is payable to that investor reinvested as additional Units in the Fund. The additional Units will be issued at a price equal to the NAV per Unit, as provided in the **DRP Rules**. The **DRP**

Rules provide detail on the methodology for determining the price at which Units are issued to investors and can be found at airlifundmanagement.com.au.

Elections to participate in the DRP in respect of the relevant distribution must be made by the election date announced by us in respect of each relevant distribution.

4. Buying and selling Units on the Securities Exchange

Buying Units on the Securities Exchange

Investors can invest in the Fund by purchasing Units via their stockbroker. Investors do not need to complete an Application Form and they will settle the purchase of their Units in the same way they would settle purchases of listed securities via the CHESSE settlement service.

There is no minimum number of Units applicable to investors who buy Units on the Securities Exchange. An investor's entry price into the Fund will be the price at which they have purchased Units on the Securities Exchange.

Investors do not have cooling-off rights in respect of Units in the Fund (regardless of whether they were purchased on the Securities Exchange or applied for directly with us).

Selling Units on the Securities Exchange

Investors can sell their Units in the Fund via their stockbroker. Investors who sell Units on the Securities Exchange do not need to complete a Withdrawal Form and they will receive the proceeds from the sale of their Units in the same way they would receive proceeds from the sale of listed securities via the CHESSE settlement service.

There is no minimum number of Units that investors can sell on the Securities Exchange. An investor's exit price will be the price at which they have sold Units on the Securities Exchange. Investors can only sell whole Units on the Securities Exchange and any residual partial Unit holdings will be cancelled and the property attributable to the partial Unit will become the property of the Fund.

Securities Exchange liquidity

Investors can buy Units from and sell Units on the Securities Exchange to other investors in the secondary market in the same way as for any other listed securities.

We, on behalf of the Fund, may provide liquidity to investors on the Securities Exchange by acting as a buyer and seller of Units. At the end of each Trading Day, we will create or cancel Units by applying for or withdrawing our net position in Units bought or sold on the Securities Exchange. Our appointed Market Making Agent will act on our behalf to transact and facilitate settlement on its behalf.

The price at which we may buy or sell Units will reflect our view of NAV per Unit (as referenced by the iNAV), market conditions, an allowance to cover transaction costs and supply and demand for Units during the Trading Day.

Investors will bear the risk of any transactions undertaken by us on the Fund's behalf on the Securities Exchange, which may result in either a cost or a benefit to the Fund. The risks of providing liquidity on the Securities Exchange are explained in **Section 7**.

5. Applying for and withdrawing Units directly with us

Applying directly to us

Applications will be processed and Units in the Fund will be issued only following the:

- acceptance of a valid Application Form including investor identification documents; and
- receipt of your application monies in cleared funds.

Application monies are held in the Fund's application bank account until Units are issued. Any interest earned on the Fund's application bank account is retained by us.

You can make an additional application into an existing account at any time. The easiest means to make an additional application is by BPAY[®]. There is no requirement to send in an Additional Application Form if you are making an additional application by BPAY[®].

If you intend to make an additional application by electronic funds transfer (**EFT**) or cheque, you can complete the Additional Application Form available on our website or you can fax, email or write to Investor Services.

If you purchased your Units on the Securities Exchange, you will be required to supply certain identification documentation to Investor Services before you can make an additional application.

BPAY[®] is registered to BPAY Pty Ltd ABN 69 079 137 518.

| Minimum initial application amount | Minimum additional application amount (EFT or cheque) | Minimum additional application amount (BPAY [®]) | Application cut-off time |
|------------------------------------|---|--|---------------------------------------|
| \$25,000 | \$5,000 | N/A | 2pm (Sydney time) on any Business Day |

Valid applications accepted by Investor Services:

- before 2pm (Sydney time) on any Business Day – will be processed using the entry unit price calculated for that Business Day;
- after 2pm (Sydney time) on any Business Day or at any time on a non-Business Day – will be processed using the entry unit price calculated for the next Business Day.

Application monies in cleared funds can be received at any time on a Business Day to be processed using the entry unit price calculated for that Business Day where a valid application is accepted by Investor Services before the cut-off time.

The entry price for an investor who applies directly to us for Units in the Fund will be the NAV per Unit plus an allowance for transaction costs incurred by the Fund.

Withdrawing directly from us

Withdrawals are only processed following the acceptance of a valid Withdrawal Form or by notifying Investor Services otherwise in writing.

| Minimum withdrawal amount | Minimum balance amount ¹ | Withdrawal cut-off time |
|---------------------------|-------------------------------------|---------------------------------------|
| N/A | N/A | 2pm (Sydney time) on any Business Day |

¹ Under the Constitution, we may set a minimum withdrawal amount and minimum account balance. If a minimum account balance applies and your balance falls below the minimum balance, we may compulsorily withdraw your remaining unitholding in the Fund and pay the balance to you.

If you hold your Units on the Fund's issuer sponsored sub-register then, subject to the Constitution, the Corporations Act and the Securities Exchange Rules, you can apply directly to us to withdraw some or all of your investment at any time. Withdrawals are only processed following the acceptance of a valid Withdrawal Form or by notifying Investor Services otherwise in writing.

On the Withdrawal Form you will be required to provide your SRN or your investor number.

If you hold your Units via a stockbroker (and your Units are associated with a HIN), then you hold your Units on the CHESSE sponsored sub-register. If you want to withdraw directly from us, you will first need to submit a request to your stockbroker to have your Units converted to an issuer-sponsored holding so that an SRN can be allocated to you by Investor Services. The process of converting your broker-sponsored holding to an issuer-sponsored holding is managed by your stockbroker and is subject to their standard processing times. Contact your stockbroker for further information.

If you purchased your Units on the Securities Exchange, you will be required to supply certain identification documentation to Investor Services before you can make a withdrawal.

Valid withdrawals received by Investor Services:

- before 2pm (Sydney time) on any Business Day – will be processed using the exit unit price calculated for that Business Day;
- after 2pm (Sydney time) on any Business Day or at any time on a non-Business Day – will be processed using the exit unit price calculated for the next Business Day.

The exit price for an investor who withdraws directly with us will be the NAV per Unit less an allowance for transaction costs incurred by the Fund.

You will generally receive your withdrawal amount within seven Business Days of our receipt and acceptance of your withdrawal request. In certain circumstances such as during distribution processing periods including January and July of each year, payment of your withdrawal may be delayed by up to 21 days. Withdrawal proceeds are paid into your nominated Australian or New Zealand bank account, which must be in the name of your investment account. We cannot pay withdrawal proceeds to a third party. For withdrawal proceeds paid to New Zealand bank accounts, the conversion of your Australian dollar proceeds to New Zealand dollars will be processed by the Fund's bank at the exchange rate prevailing at the processing time.

In certain circumstances such as when there is a freeze on withdrawals, we may not be able to process withdrawals within the usual period.

Switches

A switch is a withdrawal from one fund and an application into another. If you hold Units directly with us (SRN holding on the issuer sponsored sub-register) you are able to switch all or part of your investment to another fund where switches are permitted by us. If we receive your switch instruction before 2pm (Sydney time) on a Business Day, we will usually process the switch using the entry and exit unit prices applicable to that

Business Day. If we receive your request after 2pm, we will usually process it using the following Business Day's unit prices. In circumstances where the calculation of unit prices is delayed for any reason, including while we are determining and processing distributions, we have the discretion to defer the processing of switches until unit pricing has resumed.

Making applications, withdrawals or switches directly with us

All our forms are available at airlifundsmangement.com.au or can be obtained by contacting Investor Services.

| Investor Services – Apex Fund Services Pty Ltd | |
|--|--|
| Phone | 1300 127 780 (or +61 2 8259 8566) or 0800 787 621 (NZ) |
| Fax | +61 2 9247 2822 |
| Email | magellanfunds@apexgroup.com |
| Address | GPO Box 143, Sydney NSW 2001 |

How to apply

Before making an application, you should read the PDS to ensure the Fund meets your needs.

Are you a new investor to Magellan Investment Partners?

- Apply online.
- Complete the **online application**. The online application is available at airlifundsmangement.com.au, or
- Use the [Application Form](#).
- Complete all relevant sections of the Application Form and submit this and all required investor identification documents to Investor Services. The paper Application Form cannot be accepted by email, it must be mailed as an original to Investor Services.

Already an investor in a Magellan Investment Partners fund?

- Make a BPAY® payment using the instructions below; or
- For other payment methods, complete all relevant sections of the [Additional Application Form](#) and submit this to Investor Services by fax, mail or email.

If you purchased your Units on the Securities Exchange, you will be required to supply certain identification documentation to Investor Services before you can make an additional application.

We may also accept applications by other electronic means, which will be outlined on our website.

Payment options are set out below.

How to withdraw

To make a withdrawal of some or all of your investment in the Fund,

- Complete all relevant sections of the [Withdrawal Form](#) and return this to Investor Services by fax, mail or email; or

- Notify Investor Services in writing indicating your account name, investor number and the withdrawal amount or number of Units.

If you purchased your Units on the Securities Exchange, you will be required to supply certain identification documentation to Investor Services before you can make a withdrawal.

Proceeds will be paid to the bank account we have on file or the bank account nominated in your withdrawal request. Bank accounts must be in the name(s) of the investor(s). We cannot pay withdrawal proceeds to a third party.

Withdrawal instructions should be signed by the nominated authorised signatory(ies). Under some circumstances, we may need to contact you to request further documentation to confirm the validity of your instruction. This may delay processing of the withdrawal request.

How to switch

To switch some or all of your investment in the Fund to another fund where switches are permitted by us, complete all relevant sections of the [Switching Form](#) and return this to Investor Services by fax, mail or email.

Switch instructions should be signed by the nominated authorised signatory(ies). Under some circumstances, we may need to contact you to request further documentation to confirm the validity of your instruction. This may delay processing of the switch request. We are unable to process switches out of the Fund whilst restrictions on withdrawals apply.

Payment options

We can accept payment of your application monies by BPAY® (additional applications only), Australian Dollar cheque, EFT, or direct debit (initial investments only). Direct debit requests can only be made from an Australian bank account.

1. BPAY (additional applications only)

You can make a BPAY® payment using telephone or internet banking. You will need:

- an Australian bank account,
- the Fund biller code, and
- your unique 12-digit Customer Reference Number (**CRN**). Note that this is different from your investor number. Contact Investor Services to obtain your CRN or refer to the investor portal or your latest transaction confirmation. Use your CRN as the reference number on your BPAY® transaction.

BPAY® provides you with the flexibility to make regular recurring additional applications at the frequency and amount of your choosing. There is no minimum for an additional application using BPAY®.

Applications made by BPAY® will be processed once we receive your funds. Although your BPAY® transaction is processed from your financial institution account immediately, your funds may take some time to be transferred to us from your financial institution.

| Fund | Biller Code |
|------------------------------|-------------|
| Airlie Australian Share Fund | 287607 |

2. Electronic funds transfer

The details to transfer funds by EFT are as follows:

| Fund | Bank | Account Name | BSB | Account Number |
|-------------------------------------|-------------------------|--|---------|----------------|
| Airlie Australian Share Fund | National Australia Bank | Magellan Asset Management Limited ATF Airlie Australian Share Fund | 082 401 | 92-869-7810 |

Use the name of the investor or your current investor number as the reference on your EFT payment. If you make an additional application by EFT, you should also ensure that you notify Investor Services by submitting an Additional Application Form or by sending an email to them. Otherwise, there may be a delay in issuing you with Units.

3. Cheque

If you wish to pay by cheque, use the following details, and mail the cheque with your Application Form to Investor Services.

| Fund | Cheque payable to |
|-------------------------------------|--|
| Airlie Australian Share Fund | Magellan Asset Management Limited ATF Airlie Australian Share Fund |

4. Direct debit (initial applications only)

If you wish to pay by direct debit, complete the direct debit section of the Application Form. This will give us the authority to debit the monies from the account you nominate. Direct debit requests can only be made from an Australian bank account. Ensure you have read the terms of the Direct Debit Service Agreement, refer to the Application Form.

If you invest by cheque or request us to process a direct debit, it may take up to two Business Days (in the case of a cheque) and three Business Days (in the case of a direct debit) for your application monies to clear from the date we bank the cheque or issue a direct debit request to your bank. If we receive your cheque or direct debit request before 2pm on a Business Day we will action these on the day we receive them. If they are received after 2pm on a Business Day we will action them the following Business Day. We will not issue Units until your application monies have cleared.

If your cheque, direct debit or EFT is dishonoured by your financial institution, we will not process your application. We will not re-present a dishonoured payment unless you first contact us to discuss your application. We may deduct any fees incurred as a result of the dishonoured payment from your application amount before we issue you with Units.

Indirect Investors

We authorise the use of this PDS as disclosure to persons who wish to access Units in the Fund indirectly through an Investor Directed Portfolio Service (**IDPS**), IDPS-like scheme (commonly referred to as a master trust or wrap account) or a nominee or custody service. These investors are referred to as “**Indirect Investors**”.

Indirect Investors do not become registered investors in the Fund, nor do they acquire the rights of a registered investor. Instead, as the master trust or wrap account operator is investing on your behalf, it acquires the rights of investors. In most cases, references to 'you' or 'your' in the PDS (for example, receiving distribution income, reinvestment distribution income and withdrawals) is a reference to the master trust or

wrap account operator and accordingly their arrangements with you will set out your rights. We do not keep personal information about Indirect Investors.

Further, some provisions of the Constitution will not be relevant to you. For example, you will generally not be able to attend meetings, or withdraw investments directly. You will receive reports from the master trust or wrap account operator, not us. The master trust or wrap account operator can exercise (or decline to exercise) those rights in accordance with the arrangements governing the operation of the master trust or wrap account.

Enquiries about the Fund should be directed to your licensed financial adviser, master trust or wrap account operator.

6. Benefits of investing in the Fund

Significant features and benefits

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

- **Long-term capital growth** – potential for compounding capital appreciation over the long term.
- **High conviction and style-agnostic approach** – the opportunity to access a concentrated portfolio, constructed of our highest conviction ideas, typically with 15–35 stocks. We focus on companies where their quality is underappreciated by the market.
- **Process-driven and long-term investment philosophy** – our investment philosophy is grounded in the belief that long-term outperformance is driven by owning quality businesses trading at attractive valuations. Each investment is selected through a disciplined process that prioritises financial strength, business quality and management quality.
- **Fundamental research** – we undertake rigorous bottom-up analysis to identify attractive investment opportunities. We use a wide range of resources in our analysis including company filings, meetings with company management, competitors and industry experts.
- **Investment expertise** – the Fund is actively managed by a team specialising in Australian equities. Drawing on our extensive experience, we seek to identify quality investment opportunities and effectively manage a broad range of risks.

7. Risks of investing in the Fund

All investments carry risk. Different strategies may carry different levels of risk, depending on the assets that make up the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk.

There are significant risks associated with managed investment schemes generally. Before making an investment decision, it's important to understand the risks that can affect the value of your investment. Your appropriate level of risk will depend on a range of factors, including your age, investment timeframe, other investments you hold and your overall risk tolerance.

The value of your investment and level of returns will vary over time. Past performance is not an indicator of future performance, returns are not guaranteed and you may lose money on your investment. Laws affecting managed investment schemes (such as the Fund) may change in the future.

We do not guarantee that the investment objective will be achieved, that you will earn any return on your investment or that your investment will gain in value or retain its value.

The significant risks of investing in the Fund are:

| Risk | Description of risk |
|------------------------------------|--|
| Active management risk | The Fund will be exposed to a smaller range of securities than are in a broad benchmark and therefore the Fund's unit price may be more sensitive to fluctuations in the share prices of those securities. The performance of the Fund may vary significantly from the performance of any benchmark. |
| Market risk | The market price of the Fund's assets may fluctuate as a result of factors such as inflation, interest rates or market sentiment, as well as geopolitical or economic events. These fluctuations may affect the value of the investments in the Fund which may negatively impact the performance of the Fund. |
| Company specific risk | Investments in a company's securities will be subject to many of the risks to which that particular company is itself exposed. These risks include factors such as changes in management, actions of competitors and regulators, changes in technology and market trends. These risks may impact the value of the securities of that company, which may negatively impact the performance of the Fund. |
| Concentration risk | As the Fund will hold a concentrated portfolio, returns of the Fund may be dependent on the performance of a smaller number of individual companies. The concentrated exposure may lead to increased volatility in the unit price of the Fund. |
| Investment manager risk | Our skill and performance can have a significant impact (both directly and indirectly) on the investment returns of the Fund. Changes in key personnel and resources may also have a material impact on investment returns of the Fund. |
| Fund risk | Specific changes to the Fund, such as termination, changes to policies relating to the Fund, amendments to fees and expenses or a change in tax status of the Fund may have a negative impact on the investment return of the Fund. |
| Dual-listed securities risk | Investments in companies listed on a foreign stock exchange are denominated in foreign currencies and involve the risk of loss caused by foreign currency movements. |
| Liquidity risk | Where investments cannot be readily converted into cash or sold at what we consider to be a reasonable price, the Fund may be unable to liquidate sufficient assets to meet its obligations. This may have an impact on the ability to process withdrawals within the required timeframes, or the Fund may be forced to sell assets at a significant loss to do so. |
| Operational risk | The operation of the Fund will require us, the custodian, the unit registry, the administrator and other service providers to implement systems and procedures. Inadequacies with these systems, human error, or external events such as natural disasters may lead to a problem with the Fund's operation and result in a decrease in the value of units. |
| Regulatory risk | A change in laws and regulations governing a security, sector or financial market could have an adverse impact on the Fund's investments. A change in laws or regulations can increase the costs of operating a business and change the competitive landscape. This may impact the value of the companies held in the Fund, which may reduce the unit price of the Fund. |
| Counterparty risk | Counterparties involved in the operations of the Fund, such as brokers, clearing parties, issuers or guarantors of a security or custodians may fail to perform or meet their contractual obligations, which can result in a loss to the Fund. |

There are a number of risks associated with the structure and operations of the Fund as a consequence of it being admitted for trading on the Securities Exchange, which include:

| Risk | Description of risk |
|---|---|
| Fund provision of liquidity on the Securities Exchange risk | <p>We, on behalf of the Fund, may provide liquidity to investors on the Securities Exchange by acting as a buyer and seller of Units in the Fund. We have appointed a Market Making Agent to transact and facilitate the settlement of such transactions on the Fund's behalf. Investors will bear the risk of these transactions. There is a risk that investors could suffer a material cost as a result of the Fund providing liquidity to investors on the Securities Exchange which may adversely affect the NAV of the Fund. Such a cost could be caused by either an error in the execution and settlement of transactions or in the price at which Units are transacted on the Securities Exchange. There is a risk that, if the agent appointed by us does not fulfil its obligations in a correct and timely manner, investors could suffer a loss.</p> <p>In order to manage these risks, we have the right to cease transacting on the Securities Exchange, subject to its obligations under the Securities Exchange Rules, may change the prices at which it transacts on the Securities Exchange and may, where we consider it appropriate to do so, hedge the Fund's trading activities.</p> |
| iNAV risk | <p>The iNAV published by the Fund is indicative only and might not be up to date or might not accurately reflect the underlying value of the Fund. The iNAV may use non-standard pricing sources that are not readily observable as an input, such as after-market prices.</p> |
| Price of Units on the Securities Exchange | <p>The price at which the Units may trade on the Securities Exchange may differ materially from the NAV per Unit and the iNAV.</p> |
| Securities Exchange liquidity risk | <p>The liquidity of trading in the Units on the Securities Exchange may be limited. This may affect an investor's ability to buy or sell Units on the Securities Exchange. Investors will not be able to buy or sell Units on the Securities Exchange during any period where the Securities Exchange Operator suspends trading of Units in the Fund. Further, where trading in the Units on the Securities Exchange has been suspended, the ability of investors to apply directly to us to withdraw their investment in the Fund may be suspended and will be subject to the provisions of the Constitution and the Corporations Act.</p> |
| The Fund may be removed from quotation by the Securities Exchange Operator or terminated | <p>The Securities Exchange Rules impose certain requirements for the continued quotation of securities, such as the Units, on the Securities Exchange. Investors cannot be assured that the Fund will continue to meet the requirements necessary to maintain quotation on the Securities Exchange. In addition, the Securities Exchange Operator may change the quotation requirements.</p> <p>We may elect, in accordance with the Constitution and Corporations Act, to terminate the Fund for any reason including if Units cease to be quoted on the Securities Exchange. Information about the Securities Exchange Rules applicable to quotation of Units in the Fund on the Securities Exchange is set out in Section 10.</p> |

8. The investment objective and strategy

Warning: Before making a decision to invest in the Fund, you should consider the likely investment return, the risk and your investment timeframe.

| Airlie Australian Share Fund | | | |
|---|--|---|------------------|
| Investment objective | The Fund aims to provide long-term capital growth, after fees, and income through investment in Australian equities. | | |
| Investment strategy | <p>The Fund offers investors the opportunity to invest in a focused Australian equities fund. Our broad investment philosophy is to build portfolios using a bottom-up investment approach with a belief that active management can produce significant wealth accumulation relative to passive management over the long-term. We assess companies in our investment universe on four key criteria: financial strength, management quality, business quality and valuation. The Fund typically holds 15-35 stocks.</p> <p>We may use exchange traded derivatives, in a limited manner, for risk management purposes.</p> | | |
| Minimum suggested investment timeframe | Five years. | | |
| Asset allocation ranges¹ | The Fund's assets are typically invested within the following asset allocation ranges: | | |
| | Asset Class | Minimum % | Maximum % |
| | Australian equities | 90 | 100 |
| | Cash and cash equivalents | 0 | 10 |
| Investment guidelines | Australian equities | Australian equity exposure may be to equity and equity-like securities listed (or expected to be listed within six months from the date of investment) on an Australian securities exchange and dual-listed securities (where a security is listed in Australia and on a recognised foreign securities exchange). | |
| | Cash and cash equivalents | Cash exposure may be to cash and cash equivalents including at call cash accounts, term deposits and bank bills. | |
| Risk level² | High. | | |
| Investor profile | The Fund is likely to be appropriate for a range of investors, including investors seeking capital growth and income, who have a minimum investment timeframe of five years and a high risk tolerance, and are comfortable with the risks associated with investing in Australian equities. Refer to the Fund's Target Market Determination available at airlifundsmangement.com.au for further information about the classes of investors whose objectives, financial situation and needs are likely to align with the Fund's key attributes. | | |

¹ The actual asset allocation of the Fund may temporarily move outside these ranges in certain circumstances including, but not limited to, market movements, or due to applications into or withdrawals from the Fund.

² The risk level is not a complete assessment of all forms of investment risks. For instance, it does not detail what the size of a negative return could be or the potential for a positive return to be less than the return an investor may expect to meet their objectives.

Derivatives and other investments

The Fund may use derivatives in limited circumstances on a temporary basis to gain exposure to the underlying reference assets of those derivatives. The Fund will not hold notional derivative exposures that in aggregate relate to underlying assets valued at 10% or more of the NAV of the Fund.

The Fund does not intend to engage in short selling or enter securities lending arrangements.

Borrowing restrictions

The Fund may borrow against all or part of its investment portfolio, provided that, at the time any new borrowing is entered into, the aggregate of those new borrowings and any pre-existing borrowings does not exceed 5% of the Fund's gross asset value.

Changes to the Fund

We have the right to close or terminate the Fund and change the Fund's investment objective, asset classes, asset allocation ranges and distribution policy. In some cases, such changes can be made without prior notice. We will inform investors of any material changes to the Fund's details on our website at airlifundmanagement.com.au, in its next regular communication or as otherwise required by law.

Labour standards and environmental, social or ethical considerations

We take labour standards and environmental, social, and ethical considerations into account as part of the risk assessment conducted when evaluating whether to invest in a company. These factors are considered when selecting, retaining or realising investments to the extent that such considerations may affect the business outcomes and investment performance of a company.

We are committed to responsible investment by actively considering the risks and opportunities related to environmental, social and governance (**ESG**) factors that may influence the cash flows and valuations of companies over our investment time horizon.

We are a signatory to industry initiatives and associations, including the Principles of Responsible Investment and the Investor Group on Climate Change, that support our commitment to responsible investment.

ESG integration

The consideration of ESG factors forms part of our investment analysis process, as gaining a robust understanding of these factors is a key part of assessing business quality, management quality, and valuation during company research. ESG factors are considered to the extent that such considerations have an impact on investment fundamentals and valuation.

ESG factors include:

- environmental factors, such as climate change, waste disposal, reuse and recycling of materials and other issues that can impact the environment;
- social and ethical factors, such as human rights and adherence to labour standards including supply chain labour standards and standards relating to workers' rights, health and safety and labour relations; and
- corporate governance factors including board structure and remuneration.

Analysis of ESG factors uses publicly available company disclosures to assess the company's specific practices, for example environmental initiatives such as emissions reduction strategies and targets; social metrics related to workplace health and safety practices and human rights; and governance measures such as remuneration metrics, cyber security and ethical conduct.

As part of the ongoing analysis of companies, ESG factors will be reviewed at least annually. The analysis will focus on how ESG factors affect the investment fundamentals. We may deem a company to be ineligible for inclusion in the Fund if we assess these ESG factors adversely impact the company's investment fundamentals. If an investment is no longer eligible for inclusion in the Fund, it will be sold as soon as reasonably practicable after that assessment has been made.

Stewardship

Engagement

We engage with companies on ESG risks and opportunities, with the aim of strengthening our conviction in portfolio risk management and improving investment outcomes. Our engagement with companies typically involves direct, constructive dialogue, conducted through meetings and written correspondence, between members of our investment team and the senior management or boards of portfolio companies.

Our long-term investment horizon gives us the opportunity to engage with companies over an extended period of time on factors that are important to protecting and creating shareholder value

Proxy Voting

At Annual and Extraordinary General Meetings, as specified in our Proxy Voting Policy, we vote on all proxy resolutions for investments that we directly hold on behalf of our investors other than in the exceptional circumstance where we believe it is in the best interests of the investor to abstain from voting. We have a principles-based proprietary proxy voting policy that requires us to make voting decisions that are intended to maximise long-term investor value. The proxy voting process and implementation is conducted in line with our Proxy Voting Policy available at airlifundsmangement.com.au/about/#esg.

Excluded business activities

In select circumstances, we will exclude certain industries from our investment universe. Assessment of these activities is grounded in a combination of international norms, stakeholder expectations, and risk management practices, and reflect our belief that such industries are incompatible with sustainable long-term value creation.

As at the date of this PDS, investment is prohibited in companies which derive any revenue¹ from the production of tobacco² products (including e-cigarettes) or the manufacture of controversial weapons³ (including nuclear weapons⁴).

¹ Business involvement in the listed industries is determined by reference to the revenue of the company using data provided by a third-party provider. Revenue from a business activity is assessed by the third-party provider by reference to the gross revenue from the activity where reported by the company. Where gross revenue is not reported, revenue is assessed by reference to the net revenue from the activity where reported by the company. Where no revenue from the activity is reported, the third-party provider estimates either net or gross revenue from the activity depending on publicly available information. There are limitations of relying on public information where no revenue is reported in the instance where the third-party provider estimates net or gross revenue. The type of revenue used to determine business involvement in the listed industries is not specified, since reporting practices generally vary by industry and by company, and a company's reporting practices may change over time. Where exposure to any of these business activities is indirect, via an interposed vehicle, revenue from subsidiaries and related corporate entities is including in the third-party provider's screening assessments when those entities are majority-owned.

² Tobacco production is defined as companies that produce tobacco products, such as cigars, blunts, cigarettes, e-cigarettes, inhalers, beedis, kreteks, smokeless tobacco, snuff, snus, dissolvable and chewing tobacco. This also includes companies that grow or process raw tobacco leaves.

³ Controversial weapons are defined as cluster munitions, landmines, biological or chemical weapons, depleted uranium weapons, blinding laser weapons, incendiary weapons, and/or non-detectable fragments.

⁴ Nuclear weapons are defined as companies with revenue from nuclear weapons, intended and dual-use components for such products, delivery platforms capable of deploying nuclear weapons, essential components for such delivery platforms, and support services for such products.

Each potential investment is assessed to ensure does not derive any revenue from excluded business activities prior to investing, and then assessed thereafter on a quarterly basis. If an existing investment is found to derive any revenue from an excluded business activity, we will seek an orderly sale of that investment within three months of the assessment.

The Fund may hold an investment in a company that does not comply with the tolerance guidance beyond this three-month period where we are prevented from exiting the position due to circumstances outside of our control, such as where trading in the security is restricted.

9. Fees and other costs

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns. For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower fees.

Ask the fund or your financial adviser.

To find out more

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** Moneysmart website (moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

This section shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole.

Taxes are set out in another part of this document. Taxation information is set out in **Section 11**.

You should read all the information about fees and costs because it is important to understand their impact on your investment. You can also use this information to compare the fees and costs with those of other investment funds.

Fees and costs summary

| Airlie Australian Share Fund | | |
|---|------------------------------|--|
| Type of fee or cost | Amount | How and when paid |
| Ongoing annual fees and costs | | |
| Management fees and costs¹ The fees and costs for managing your investment | 0.78% per annum ² | The management fee is calculated daily based on the Fund's NAV (before fees) on that Business Day. An estimate is accrued daily in the NAV per Unit and the fee is payable monthly in arrears from the assets of the Fund. |
| Performance fees | Nil | Not applicable |

| Airlie Australian Share Fund | | |
|---|---------------------------------------|--|
| Type of fee or cost | Amount | How and when paid |
| Ongoing annual fees and costs | | |
| Amounts deducted from your investment in relation to the performance of the product | | |
| Transaction costs The costs incurred by the scheme when buying or selling assets | 0.02% per annum | Transaction costs such as brokerage and transactional taxes are incurred by the Fund when the Fund acquires and disposes of securities and are paid out of the assets of the Fund as and when incurred. This transaction costs amount is net of any amounts recovered by the buy/sell spread (see 'Buy-sell spread' below). |
| Member activity related fees and costs (fees for services or when your money moves in or out of the product) | | |
| Establishment fee The fee to open your investment | Nil | Not applicable |
| Contribution fee The fee on each amount contributed to your investment | Nil | Not applicable |
| Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme | 0.18% buy spread 0.18% sell spread | The buy/sell spread is an allowance to cover the transaction costs that arise from investments and withdrawals from the Fund. It represents an additional cost to investors applying and withdrawing directly from the Fund. The entry and exit unit prices for the Fund include an allowance for the buy/sell spread. For more information, see 'Buy and sell spreads'. |
| Withdrawal fee The fee on each amount you take out of your investment | Nil | Not applicable |
| Exit fee The fee to close your investment | Nil | Not applicable |
| Switching fee The fee for changing investment options | Nil | Not applicable |

¹ These fees may be individually negotiated if you are a wholesale client (as defined in the Corporations Act). For further information refer to 'Differential fees' in the 'Additional explanation of fees and costs' section of this PDS.

² Management fees and costs described above are inclusive of the net effect of Goods and Services Tax (**GST**) (i.e. inclusive of GST, less any reduced input tax credits). For more information about GST, see 'Management fees and costs' under the heading 'Additional explanation of fees and costs'.

Warning: If you use the services of a financial adviser they may also charge for the services they provide. You should refer to your Statement of Advice provided to you by your financial adviser which sets out the fees payable to them.

Example of annual fees and costs

This table gives an example of how the ongoing annual fees and costs for this product can affect your investment over a 1-year period. You should use this table to compare this product with other products offered by managed investment schemes.

| Example ¹ – Airlie Australian Share Fund | Balance of \$50,000 with a contribution of \$5,000 during year ² | |
|--|---|--|
| Contribution Fees | Nil | For every additional \$5,000 you put in, you will be charged \$0. |
| PLUS Management fees and costs | 0.78% per annum | And , for every \$50,000 you have in the Fund you will be charged or have deducted from your investment \$390 each year. |
| PLUS Performance fees | Nil | And , you will be charged or have deducted from your investment \$0 in performance fees each year. |
| PLUS Transaction costs | 0.02% per annum | And , you will be charged or have deducted from your investment \$10 in transaction costs. |
| EQUALS Cost of the Airlie Australian Share Fund | 0.80% ³ per annum | If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs of: \$400⁴ . What it costs you will depend on the fees you negotiate. |

¹ This is an example only and does not take into account any movements in the value of an investor's Units that may occur over the course of the year or any abnormal costs.

² This example assumes the \$5,000 contribution occurs at the end of the first year. Fees and costs are calculated using the \$50,000 balance only.

³ Fees and costs are inclusive of the estimated net effect of GST (i.e. inclusive of GST, less any reduced input tax credits).

⁴ This example does not capture all the fees and costs that may apply to you such as the buy/sell spread. See the 'Additional explanation of fees and costs' section below for more details.

Additional explanation of fees and costs

Management fees and costs

The Fund pays a management fee of 0.78% per annum of the Fund's NAV (before fees) (**NAV Before Fees**) to us for managing the assets of the Fund and overseeing the operations of the Fund.

Ordinary costs incurred in connection with the Fund (such as administration and accounting costs, unit registry fees, audit and tax fees, and investor reporting expenses) are paid by us out of the management fee. Management fees are calculated each Business Day based on the NAV Before Fees of the Fund at the end of each Business Day and are payable at the end of each month from the assets of the Fund. Estimated management fees are reflected in the NAV per Unit.

Under the Fund's Constitution, we are entitled to receive maximum management fees of 1.00% per annum (excluding GST) of the daily NAV Before Fees. The management fees stated in this PDS are inclusive of the estimated net effect of GST (i.e. inclusive of GST, less any reduced input tax credits). To the extent the GST impact changes (for example, due to changes in the size of the Fund), the actual management fees may vary from the rates stated above.

In addition to the management fee, where the Fund incurs extraordinary expenses and outgoings, we may pay for these from the Fund's assets. We may pay extraordinary expenses and outgoings from the Fund's assets because, under the Constitution of the Fund, in addition to the management fee, we are entitled to be indemnified from the assets of the Fund for any liability properly incurred by us in performing properly any of our duties or exercising any of our powers in relation to the Fund or attempting to do so.

Transaction costs

Transaction costs such as brokerage and transactional taxes are incurred when the Fund acquires and disposes of securities. The transaction costs for the Fund are provided in the "Fees and costs summary" above. These are based on the actual transaction costs incurred by the Fund for the year ended 30 June 2025 and are shown net of any amount recovered by the buy/sell spread charged by us.

The gross and net transaction costs incurred by the Fund for the year ended 30 June 2025 are provided in the table below:

| Total gross transaction costs (% per annum) | Recovery through buy/sell spread ¹ (% per annum) | Net transaction costs (% per annum) | For every \$50,000 you have in the Fund you will likely incur approximately |
|---|---|-------------------------------------|---|
| 0.10% | 0.08% | 0.02% | \$10 |

¹ Recovery through the buy/sell spread only includes amounts recovered from investors applying and withdrawing directly from the Fund. It does not include any amount we intend to recover from the prices at which it buys and sells Units on the Securities Exchange. For more information, see "Buy and sell spreads".

The amount of such costs will vary from year to year depending on the volume and value of the trading activity in the Fund, and the value of applications and withdrawals processed.

Transaction costs are paid out of the assets of the Fund as and when incurred and are not paid to us.

Transaction costs are an additional cost to the investor where they have not already been recovered by the buy/sell spread charged by us.

In accordance with applicable laws, the Fund may enter into soft dollar arrangements with brokers. Part of the brokerage fee paid to brokers may be used to provide third party research to support the Fund's trading activity and the investment decision making process.

Buy and sell spreads

A portion of the total transaction costs are recovered from investors applying to and withdrawing directly from the Fund. New applications into the Fund or withdrawals from the Fund will typically cause the Fund to incur transaction costs. So that existing investors in the Fund do not bear the transaction costs that arise from these applications and withdrawals, the entry and exit unit prices, at which we issue and withdraw Units for investors who transact directly with us, include an allowance to cover these costs. This allowance to cover transaction costs (sometimes called the 'buy spread' and the 'sell spread') represent an additional cost to investors applying and withdrawing directly from the Fund, and are not fees paid to us.

For an investor applying for Units directly with us, the current buy spread is 0.18% of the NAV per Unit, represented by the difference between the entry price and the NAV per Unit. For an investor applying directly to us to withdraw their investment in Fund, the current sell spread is 0.18% of the amount that you withdraw, represented as the difference between the exit price and the NAV per Unit. For example, if you invested \$50,000 in the Fund the cost of the buy spread would be \$90, or if you withdrew \$50,000 from your investment the cost of the sell spread would be \$90. We may vary the buy and sell spreads from time to time

and prior notice will not ordinarily be provided. Updated information on the buy and sell spreads is available at airlifundsmangement.com.au.

For an investor that buys or sells Units on the Securities Exchange, the price at which they transact may vary from the prevailing iNAV. The prices on the Securities Exchange are determined in the secondary market by market participants who set their own prices at which they wish to buy or sell Units in the Fund. The difference, or spread, from the prevailing iNAV may represent a cost, or possible benefit, of an investment in the Units. Where we buy or sell Units on the Securities Exchange, the price at which we buy or sell Units will generally include an allowance to cover transaction costs although will also reflect market conditions and supply and demand for Units during the Trading Day. As such, the cost of the spread on the Securities Exchange may be different to the cost of the 'buy spread' or 'sell spread' for investors who apply or withdraw directly with us. Where we buy or sell Units, the Fund retains the benefit of this spread.

Stockbroker fees for investors

Investors will incur customary brokerage fees and commissions when buying and selling the Units on the Securities Exchange. Investors should consult their stockbroker for more information in relation to their fees and charges.

Fees for Indirect Investors

For investors accessing the Fund through an IDPS, IDPS-like scheme or a nominee or custody service (collectively referred to as a master trust or wrap account), additional fees and costs may apply. These fees and costs are stated in the offer document provided by your master trust or wrap account operator. These are not fees paid to us.

Payments to platforms

Some master trusts, wrap accounts or other investment administration services (**Platforms**) charge product access payments fees (as a flat dollar amount each year) for having the Fund included on their investment menus. We may, therefore, pay amounts from the fees we receive to any Platform through which the Fund is made available. As these amounts are paid by us out of our own resources, they are not an additional cost to you.

Financial adviser fees

If you use the services of a financial adviser they may also charge for the services they provide. You should refer to your Statement of Advice provided by your financial adviser which sets out the fees payable to them. We pay no commissions related to your investments to financial advisers.

Differential fees

A rebate or reduction of the management fees may, at our discretion, be negotiated with investors who are wholesale clients for the purposes of the Corporations Act. Further information can be obtained by contacting us.

Our employees or employees of a related entity that invest in the Fund may, at our discretion, be subject to lower fees than the fees stipulated in this **Section 9**.

Changes in fees

Fees may increase or decrease for a number of reasons including changes in the competitive, industry and regulatory environments or simply from changes in costs. We can change fees without an investor's consent however we will provide investors with at least 30 days written notice of any fee increase.

Taxation

Your investment may be subject to tax. Taxation information is set out in **Section 11** of this document.

10. About the Securities Exchange Rules and CHESS

Securities Exchange Rules

Units in the Fund are admitted to quotation on the Securities Exchange under the Securities Exchange Rules. The Securities Exchange Rules are accessible at asx.com.au.

The following table sets out the key differences between the Securities Exchange Rules and the Listing Rules.

| Requirement | Listing Rules | Securities Exchange Rules |
|------------------------------|--|---|
| Continuous disclosure | Issuers are subject to continuous disclosure requirements under Listing Rule 3.1 and section 674 of the Corporations Act. | <p>Issuers of products quoted under the Securities Exchange Rules are not subject to the continuous disclosure requirements in Listing Rule 3.1 and section 674 of the Corporations Act. We will comply with the continuous disclosure requirements in section 675 of the Corporations Act.</p> <p>We will disclose information which is not generally available and that a reasonable person would expect, if the information were generally available, to have a material effect on the price or value of the Units, provided that such information has not already been included in this PDS (as supplemented or amended).</p> <p>We will publish such information on the announcements platform of the Securities Exchange Operator and our website at airlifundsmangement.com.au.</p> <p>Under Securities Exchange Rules we must disclose:</p> <ul style="list-style-type: none"> information about the NAV of the Fund's underlying investments daily and immediately if our management activities cause the last reported NAV to move by more than 10%; information about withdrawals from the Fund and the number of Units on issue; information about distributions paid in relation to the Fund; any other information which is required to be disclosed to ASIC under section 675 of the Corporations Act; and any other information that would be required to be disclosed to the Securities Exchange Operator under section 323DA of the Corporations Act if the Units were admitted under the Listing Rules. <p>In addition, we must immediately notify the Securities Exchange Operator of any information the non-disclosure of which may lead to a false market in the Units or which would otherwise affect the price of the Units.</p> |

| Requirement | Listing Rules | Securities Exchange Rules |
|-------------------------------------|---|--|
| Periodic disclosure | Issuers are required to disclose half-yearly and annual financial information and reports to the announcements platform of the relevant securities exchange operator. | Issuers of products quoted under the Securities Exchange Rules are not required to disclose half-yearly or annual financial information or reports to the announcements platform of the Securities Exchange Operator. We will disclose financial information and reports in respect of the Fund to the announcements platform of the Securities Exchange Operator and will also lodge such financial information and reports with ASIC under Chapter 2M of the Corporations Act. |
| Corporate governance | Listed companies and listed managed investment schemes are subject to notification requirements under the Corporations Act and the Listing Rules relating to takeover bids, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings. | Although the Units are quoted under the Securities Exchange Rules, the Fund is not listed and is therefore not subject to certain corporate governance requirements that apply to listed managed investment schemes. |
| Related party transactions | Chapter 10 of the Listing Rules relates to transactions between an entity and a person in a position to influence the entity and sets out controls over related party transactions. | Chapter 10 of the Listing Rules does not apply to products quoted under the Securities Exchange Rules. We will still be required to comply with the related party requirements in Chapter 2E of the Corporations Act as modified by Part 5C.7 of the Corporations Act. |
| Auditor rotation obligations | Division 5 of Part 2M.4 of the Corporations Act imposes specific rotation obligations on auditors of listed companies and listed managed investment schemes. | Issuers of products quoted under the Securities Exchange Rules are not subject to the auditor rotation requirements in Division 5 of Part 2M.4 of the Corporations Act. An auditor will be appointed by us to audit the financial statements and Compliance Plan of the Fund. |

About CHES

We participate in the Clearing House Electronic Sub-register System (**CHES**). CHES is a fast and economical clearing and settlement facility which also provides an electronic sub-register service. Investor Services has established and will maintain an electronic sub-register with CHES on our behalf.

We will not issue investors with certificates in respect of Units held on the CHES sub-register. Instead, when investors purchase Units on the Securities Exchange they will receive a holding statement which will set out the number of Units they hold. The holding statement will specify the HIN allocated by CHES or SRN allocated by Investor Services.

Subject to the Securities Exchange Rules, Clearing Rules and Settlement Rules, we may decline to register a purchaser of a Unit or Units transacted on the Securities Exchange.

11. Taxation

Warning: Investing in the Fund is likely to have tax consequences. Before investing in the Fund, investors are strongly recommended to seek their own professional tax advice about the applicable Australian tax consequences and, if appropriate, foreign tax consequences that may apply to them based on their particular circumstances.

The taxation information contained in this PDS reflects the income tax legislation in force, and the interpretation of the Australian Taxation Office and the courts, as at the date of issue of this PDS. Taxation laws are subject to continual change and there are reviews in progress that may impact the taxation of trusts and investors.

Attribution Managed Investment Trust regime

The Fund has elected to become an AMIT. Accordingly, investors will be subject to tax on the income of the Fund that is attributed to them under the AMIT rules each year ending 30 June. If there is income of the Fund that is not attributed to an investor, the Fund will be subject to tax at the highest marginal rate (plus the Medicare levy) on that non-attributed income.

The AMIT rules also allow the Fund to reinvest part or all of your distribution and/or accumulate part or all of the Fund's income in the Fund, in which case the income of the Fund that is attributed to you (and which must be included in your income tax return) will be more than the total cash distribution you receive (**Excess**). The tax cost base of your Units will increase to the extent of the Excess.

Investors will be assessed for tax on the net income and net capital gains generated by the Fund that is attributed to them under the AMIT rules. Investors will receive an AMMA Statement after the end of each financial year which will provide them with details of the amounts that have been attributed to them by the Fund to assist them in the preparation of their tax return. The Fund may attribute an estimate of net capital gains generated as a result of withdrawals from the Fund.

If the Fund was to incur a tax loss for a year then the Fund could not attribute that loss to investors. However, subject to the Fund meeting certain conditions, the Fund may be able to recoup such a loss against taxable income of the Fund in subsequent income years.

Depending on an investor's particular circumstances, they may also be liable to pay capital gains tax (or income tax if they hold their Units on revenue account) when they withdraw Units.

Taxation of non-resident investors

If a non-resident investor is entitled to taxable income of the Fund, the investor may be subject to Australian tax at the rates applicable to non-residents. If you are a non-resident, you may be entitled to a credit for Australian income tax paid by us in respect of your tax liability.

Taxation reforms

Reforms to the taxation of trusts are generally ongoing. Investors should seek their own advice and monitor the progress of announcements and proposed legislative changes on the potential impact to their investment.

Quoting your Tax File Number or an Australian Business Number

It is not compulsory for investors to quote their Tax File Number (**TFN**), Australian Business Number (**ABN**), or exemption details. Should an investor choose to, the TFN/ABN must be provided to Investor Services by the Record Date. However, should an investor choose not to provide TFN/ABN details or provide after this date,

we are required to deduct tax from an investor's distributions. The withholding tax amount is calculated on the amount attributed to you. Collection of TFNs is permitted by taxation and privacy legislation.

GST

Your investment in the Fund will not be subject to goods and services tax.

Foreign Account Tax Compliance Act

Under the Foreign Account Tax Compliance Act (**FATCA**), we are required to collect and report information about certain investors identified as U.S. tax residents or citizens. In order to comply with our FATCA obligations, we may request investors to provide certain information (**FATCA Information**).

To the extent that all FATCA Information is obtained, the imposition of U.S. withholding tax on payments of U.S. income or gross proceeds from the sale of particular U.S. securities shall not apply. Although we attempt to take all reasonable steps to comply with our FATCA obligations and to avoid the imposition of the withholding tax, this outcome is not guaranteed.

Under the terms of the intergovernmental agreement between the U.S. and Australian governments, we may provide FATCA Information to the Australian Taxation Office (**ATO**). We may use an investor's personal information to comply with FATCA and may contact an investor if additional information is required.

Common Reporting Standard

The Common Reporting Standard (**CRS**) requires us to collect certain information about an investor's tax residence. If an investor is a tax resident of any country outside Australia, we may be required to pass certain information about the investor (including account-related information) to the ATO. The ATO may then exchange this information with the tax authorities of another jurisdiction or jurisdictions, pursuant to intergovernmental agreements to exchange financial account information.

Although the CRS does not involve any withholding tax obligations, we may use an investor's personal information to comply with the CRS obligations, and may contact an investor if additional information is required. For investors who apply for Units directly with us, the account opening process cannot be completed until all requested information has been provided.

12. Additional information

Additional disclosure information

The Fund is subject to regular reporting and continuous disclosure obligations. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. Investors can also call us to obtain copies of the following documents, free of charge:

- The Fund's annual financial report most recently lodged with ASIC;
- Any half year financial report lodged with ASIC; and
- Any continuous disclosure notices we place online at airlifundsmangement.com.au or lodge with the Securities Exchange Operator and ASIC.

Constitution

The operation of the Fund is governed under the law and the Constitution of the Fund which addresses matters such as NAV per Unit, withdrawals, the issue and transfer of Units, investor meetings, investors' rights,

our powers to invest, borrow and generally manage the Fund and our fee entitlement and right to be indemnified from the Fund's assets.

In accordance with the Constitution, we may provide investors with the ability to request a withdrawal of their investment in the Fund directly with us. Refer to **Section 3** for more information.

The Constitution states that an investor's liability is limited to the amount the investor paid for their Units, although the courts are yet to determine the effectiveness of provisions of this kind.

We may alter the Constitution if it reasonably considers the amendments will not adversely affect investors' rights. Otherwise, we must obtain investors' approval at a meeting of investors. We may retire or be required to retire as Responsible Entity (if investors vote for its removal). No Units may be issued after the 80th anniversary of the date of the Constitution. We may exercise its right to terminate the Fund earlier. Investors' rights to requisition, attend and vote at meetings are mainly contained in the Corporations Act.

Investors can inspect a copy of the Constitution at our head office or we will provide a copy free of charge.

ASX waiver

A waiver from ASX Operating Rule 10A.10.8 has been obtained to permit us to appoint BNP Paribas Securities (Asia) Limited as its market making agent under the ASX Operating Rules.

Conditions of admission

As part of the Fund's conditions of admission to quotation on the Securities Exchange under the Securities Exchange Rules, we have agreed to:

- (a) disclose the Fund's portfolio holdings on a quarterly basis within two months of the end of each calendar quarter;
- (b) provide liquidity to investors on the Securities Exchange by acting as a buyer and seller of Units as described in this PDS; and
- (c) provide the iNAV as described in this PDS.

NAV Permitted Discretions Policy

Our NAV Permitted Discretions Policy provides further information about how we calculate NAV per Unit. The policy complies with ASIC requirements. We will observe this policy in relation to the calculation of the NAV per Unit and will record any exercise of discretion outside the scope of the policy. Investors can request a copy of the policy from us free of charge.

Change of details

From time to time, you may need to advise us of changes relating to your investment. You may advise us by email, fax or mail of changes relating to:

- your mailing address (investors with SRN holdings only, investors with HIN holdings can only change their address via their stockbroker);
- your licensed financial adviser, if you have nominated one; or
- your election to receive distributions as cash or to reinvest them.

If you need to advise us of changes relating to your nominated bank account (to which we will pay the proceeds of withdrawals and distributions, if you have elected to receive these as cash), we require you to instruct us via mail.

We require your instructions to be signed by the nominated signatory on your account. If you have nominated joint signatories for the account, both should sign notifications of changes in any of your details.

Cooling-off period

Cooling-off rights do not apply to Units in the Fund (regardless of whether they were bought on the Securities Exchange or applied for directly with us) however a complaints handling process has been established (see “Complaints resolution” for further information).

Complaints resolution

Should investors have any concerns or complaints, as a first step they should contact our Complaints Officer on +61 2 9235 4888 and we will do our best to resolve this concern quickly and fairly. If an issue has not been resolved to your satisfaction, you can lodge a complaint with the Australian Financial Complaints Authority (**AFCA**). AFCA provides fair and independent financial services complaint resolution that is free to consumers.

You can contact AFCA on 1800 931 678, by writing to AFCA at GPO Box 3, Melbourne VIC 3001 or by emailing info@afca.org.au.

Past performance

Performance history and Fund size information can be obtained by visiting our website airlifundmanagement.com.au, or view the Fund updates and other announcements on the Securities Exchange at asx.com.au. The Fund's past performance is no indication of its future performance. The Fund's returns are not guaranteed.

Custodian

The Northern Trust Company (acting through its Australian branch) (**Northern Trust**) has been appointed to hold the assets of the Fund under a Custody Agreement. As Custodian, Northern Trust will safe-keep the assets of the Fund, collect the income of the Fund's assets and act on our directions to settle the Fund's trades. Northern Trust does not make investment decisions in respect of the Fund's assets that it holds.

Unit registry

Apex Fund Services Pty Ltd (**Apex**) has been appointed as the unit registry of the Fund under a Registry Services Agreement. The Registry Services Agreement sets out the services provided by the unit registry on an ongoing basis together with the service standards.

The role of the unit registry is to keep a record of investors in the Fund. This includes information such as the quantity of Units held, TFNs (if provided), bank account details and details of distribution reinvestment plan participation to the extent we offer such a plan.

Contact details for Apex can be found in **Section 14**.

Consents

The following parties have given written consent (which has not been withdrawn at the date of this PDS) to being named in the form and context in which they are named, in this PDS:

- Apex Fund Services Pty Ltd; and
- The Northern Trust Company.

Each party named above who has consented to be named in the PDS:

- has not authorised or caused the issue of this PDS;
- does not make or purport to make any statement in the PDS (or any statement on which a statement in the PDS is based) other than as specified; and

to the maximum extent permitted by law, takes no responsibility for any part of the PDS other than the reference to their name in a statement included in the PDS with their consent as specified.

Anti-money laundering and counter terrorism financing

Australia's anti-money laundering and counter terrorism financing (**AML/CTF**) laws require us to adopt and maintain an AML/CTF Program. A fundamental part of the AML/CTF Program is that we know certain information about investors in the Fund. To meet this legal requirement, we need to collect certain identification information and documentation (**KYC Documents**) from you if you are a new investor. We may also ask an existing investor to provide KYC Documents as part of a re-identification process to comply with the AML/CTF laws. Processing of applications or withdrawals will be delayed or refused if you do not provide the KYC Documents when requested.

Under the AML/CTF laws, we may be required to submit reports to the Australian Transaction Reports and Analysis Centre (**AUSTRAC**). This may include the disclosure of your personal information. We may not be able to tell you when this occurs and, as a result, AUSTRAC may require us to deny you (on a temporary or permanent basis) access to your investment.

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 because of compliance with the AML/CTF laws.

Privacy policy

As required by law, we have adopted a privacy policy that governs the collection, storage, use and disclosure of personal information. This includes using an investor's personal information to manage their investment, process any distributions that may be payable and comply with relevant laws.

For example, an investor's personal information may be used to:

- ensure compliance with all applicable regulatory or legal requirements. This includes the requirements of ASIC, the Australian Taxation Office, the Australian Transaction Reports and Analysis Centre, Securities Exchange Operator, CHESS Settlements and other regulatory bodies or relevant exchanges including the requirements of the superannuation law; and
- ensure compliance with the AML/CTF Act, FATCA and with CRS.

We may be required to disclose some or all of an investor's personal information, for certain purposes (as described under the Privacy Act 1988 (Cth)) to:

- the Fund's service providers, related bodies corporate or other third parties for the purpose of account maintenance and administration and the production and mailing of statements, such as Investor Services, the Custodian or auditor of the Fund and certain software providers related to the operational management and settlement of the Units; or
- related bodies corporate that might not be governed by Australian laws for the purpose of account maintenance and administration.

We may also disclose an investor's personal information to:

- market products and services to them; and

- improve customer service by providing their personal details to other external service providers (including companies conducting market research).

If any of the disclosures in the previous bullet points require transfer of an investor's personal information outside of Australia, the investor consents to such transfer.

All personal information collected by us will be collected, used, disclosed and stored by us in accordance with our privacy policy available at airlifundsmangement.com.au or you can obtain a copy free of charge by contacting us. The privacy policy also contains information about:

- how to access and correct information that we hold about you; and
- how to make a complaint about a breach of the Australian Privacy Principles.

Additional information for New Zealand investors

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act sets out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, contact the Financial Markets Authority, New Zealand (fma.govt.nz). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

13. Glossary

| Defined terms and other terms used in the PDS | Definition |
|---|---|
| \$, A\$ or dollar | The lawful currency of Australia. |
| AFCA | Australian Financial Complaints Authority. |
| AFSL | Australian financial services licence. |
| AMIT | Attribution Managed Investment Trust. |
| AML/CTF Act | The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth). |
| AMMA Statement | AMIT Member Annual Statement. |
| Apex | Apex Fund Services Pty Ltd. |
| Application Form | The application form for the Fund. |
| ASIC | Australian Securities and Investments Commission. |
| ASX | ASX Limited or the Australian Securities Exchange, as the case requires. |
| ATO | Australian Taxation Office. |
| Business Day(s) | The days identified by the Securities Exchange Operator in the Securities Exchange Rules. For the purposes of calculating Fees and Costs only, Business Day includes a day on which the primary securities exchange for any security that forms part of the Fund's property is open for trading. |
| CHESS | Clearing House Electronic Sub-register System, the Australian settlement system for equities and other issued products traded on the ASX and other exchanges. CHESS is owned by the ASX. |
| Clearing Rules | The operating rules of ASX Clear Pty Limited from time to time. |
| Compliance Plan | The Compliance Plan of the Fund. |
| Constitution | The Constitution of the Fund. |
| Corporations Act | Corporations Act 2001 (Cth). |
| CRS | Common Reporting Standard. |
| Custodian | Northern Trust. |
| Custody Agreement | The Master Custody Agreement in respect of the assets of the Fund between the Custodian and us. |
| DRP Rules | The dividend reinvestment plan rules of the Fund. |
| EFT | Electronic Funds Transfer. |

| Defined terms and other terms used in the PDS | Definition |
|---|---|
| FATCA | Foreign Account Tax Compliance Act. |
| Fees and Costs | The fees and costs of the Fund as described in Section 9 . |
| Fund | Airlie Australian Share Fund (ARSN 623 378 487). |
| GST | Goods and Services Tax. |
| HIN | Holder Identification Number. |
| IDPS | Investor Directed Portfolio Service. |
| iNAV | Indicative NAV per unit. |
| Indirect Investors | Persons who wish to access Units in the Fund indirectly through an IDPS or IDPS-like scheme (commonly referred to as a master trust or wrap account). |
| Investor Services or Apex | Apex Fund Services Pty Ltd, who operates the unit registry for the Fund. |
| Listing Rules | The listing rules of the ASX from time to time. |
| Market Making Agent | BNP Paribas Securities (Asia) Limited. |
| NAV | Net asset value. |
| NAV Permitted Discretions Policy | Our policy detailing the discretions exercised in the calculation of NAV per Unit. |
| NAV per Unit | The NAV per Unit is calculated by dividing the NAV of the Fund by the number of Units on issue. |
| Northern Trust | The Northern Trust Company (acting through its Australian branch). |
| PDS | This product disclosure statement as amended or supplemented from time to time. |
| Record Date | The date used in determining who is entitled to a distribution. Those investors on the register on the Record Date are eligible for the distribution. |
| Registry Services Agreement | The Fund Administration Services Agreement in respect of the Fund between us and Apex. |
| Responsible Entity or Our or We or Us | Magellan Asset Management Limited trading as Magellan Investment Partners ABN 31 120 593 946, AFSL 304 301. |
| Settlement Rules | The operating rules of ASX Settlement Pty Limited (ABN 49 008 504 532) from time to time. |
| Securities Exchange | The Australian Securities Exchange operated by ASX. |
| Securities Exchange Operator | ASX. |

| Defined terms and other terms used in the PDS | Definition |
|---|--|
| Securities Exchange Rules | The operating rules of the Securities Exchange Operator that apply from time to time to the quotation of managed funds and products such as the Units. |
| SRN | Securityholder Reference Number. |
| Trading Day | The day and time during which shares are traded on the Securities Exchange. |
| Units | Units in the Fund. |

14. Contact details

Responsible Entity and Investment Manager

Magellan Asset Management Limited trading as Magellan Investment Partners

Address Level 36, 25 Martin Place Sydney NSW 2000

Phone +61 2 9235 4888

Website airlifundsmangement.com.au

Email adviserservices@airlifm.com.au

Unit registry

Investor Services - Apex Fund Services Pty Ltd

Address GPO Box 143, Sydney NSW 2001

Phone 1300 127 780 (or +61 2 8259 8566)
or 0800 787 621 (NZ)

Fax +61 2 9247 2822

Email magellanfunds@apexgroup.com

Custodian

The Northern Trust Company

Address Level 12, 120 Collins Street, Melbourne Victoria 3000

Phone +61 3 9947 9300