

# Talaria Global Equity Fund Complex ETF

## Product Disclosure Statement

Cboe Code TLRA  
ARSN 132 393 705  
APIR AUS0035AU  
Issue Date 21 March 2025

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#### Administrator

BNP Paribas SA  
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SS&C Solutions Pty Ltd  
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This Product Disclosure Statement ("PDS") is for the offer of interests in the Talaria Global Equity Fund Complex ETF ("Class" or "Quoted Class"), a class of units in the Talaria Global Equity Fund ARSN 132 393 705, APIR AUS0035AU (referred throughout this PDS as the "Fund").

This PDS has been prepared and issued by Equity Trustees Limited (ABN 46 004 031 298, Australian Financial Services Licence ("AFSL") No. 240975) in its capacity as the responsible entity of the Fund (referred throughout this PDS as the "Responsible Entity", "Equity Trustees", "us" or "we"). The investment manager is Talaria Asset Management Pty Ltd (ABN 67 130 534 342) (referred to throughout this PDS as the "Investment Manager" or "Talaria").

This PDS is dated 21 March 2025 and a copy of this PDS was lodged with ASIC on that date.

This PDS is prepared for your general information only. It is not intended to be a recommendation by the Responsible Entity, Investment Manager or any associate, employee, agent or officer of the Responsible Entity, Investment Manager or any other person to invest in the Class. This PDS does not take into account the investment objectives, financial situation or needs of any particular investor. You should not base your decision to invest in the Class solely on the information in this PDS. You should consider the suitability of the Class in view of your personal financial circumstances, investment objectives and needs. You may want to seek advice before making an investment decision.

The Responsible Entity has authorised the use of this PDS as disclosure to investors and prospective investors of an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme ("IDPS"). This PDS is available for use by persons applying for units in the Class through an IDPS ("Indirect Investors"). The operator of an IDPS is referred to in this PDS as the "IDPS Operator" and the disclosure document for an IDPS is referred to as the "IDPS Guide". If you invest through an IDPS, your rights and liabilities will be governed by the terms and conditions of the IDPS Guide. Investors should carefully read these terms and conditions before investing in the Class. Please refer to the "Investing & Withdrawing" section for further information on investments through an IDPS.

Equity Trustees, the Investment Manager and their employees, associates, 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 Class. Past performance is

no indication of future performance. An investment in the Class does not represent a deposit with or a liability of Equity Trustees, the Investment Manager or any of their associates. An investment is subject to investment risk, including possible delays in repayment and loss of income or capital invested. Units in the Class are offered and issued by the Responsible Entity on the terms and conditions described in this PDS.

You should read this PDS in its entirety and consider the information contained in the associated Target Market Determination ("TMD") before making a decision to invest in the Class.

In particular, in considering whether to invest in the Class, investors should consider the risk factors that could affect the financial performance of the Class. Some of the risk factors affecting the Class and the Fund are summarised in section 4.

Unless otherwise stated, all fees quoted in the PDS are inclusive of Goods and Services Tax ("GST") after allowing for an estimate for Reduced Input Tax Credits ("RITCs"), and all amounts are in Australian dollars.

The offer made in this PDS is available only to persons receiving this PDS in Australia (electronically or otherwise). All references to dollars or "\$" in this PDS are to Australian dollars.

The PDS is available on [www.talariacapital.com.au](http://www.talariacapital.com.au) or [www.eqt.com.au/insto](http://www.eqt.com.au/insto) or you can request a copy free of charge by contacting the Unit Registrar on 03 9119 2439 or Equity Trustees on 03 8623 5000.

This PDS does not constitute a direct or indirect offer of securities in the US or to any US Person as defined in Regulation S under the US Securities Act of 1933 as amended ("US Securities Act"). Equity Trustees may vary its position and offers may be accepted on merit at Equity Trustees' discretion. The Units in the Class have not been, and will not be, registered under the US Securities Act unless otherwise determined by Equity Trustees and may not be offered or sold in the US to, or for, the account of any US Person (as defined) except in a transaction that is exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

Information in this PDS that is not materially adverse is subject to change from time to time. We may update this information. These updates will be published on the Cboe Market Announcement Platform and [www.eqt.com.au/insto](http://www.eqt.com.au/insto). A paper copy of the updated information will be provided free of charge on request.

# 1. Fund at a glance

Feature	Summary	For further information						
Name of the Class	Talaria Global Equity Fund Complex ETF							
Cboe code	TLRA							
APIR Code	AUS0035AU							
Name of the Fund	Talaria Global Equity Fund							
ARSN	132 393 705							
Investment objective	<p>The Class invests in international equities (ex Australia) and uses put and call options in order to provide investors with international equity returns with lower volatility and reduced downside risk compared to international equities markets.</p> <p>The strategy seeks to provide investors with three diversified return streams of (1) capital growth from equity investments (2) interest and dividends, and (3) options premium income.</p>	Section 3						
Class Benchmark	The Class does not have a benchmark.	Section 3						
About the Class	<p>The Class employs an integrated investment process which combines fundamental bottom up research and a fully backed put and call option implementation process to construct a high conviction, value biased actively managed portfolio of 20 to 45 international equities holdings (gained through holding direct securities and using put and call options) in medium and large cap companies listed in developed markets (excluding Australia).</p> <p>This unique investment methodology aims to provide investors with income and capital growth with lower volatility.</p>	Section 3						
Asset Allocation	<p>The Class's assets are typically invested within the following asset allocation ranges:</p> <table border="1"> <thead> <tr> <th>Asset class</th> <th>Range</th> </tr> </thead> <tbody> <tr> <td>International equities (exposure through direct securities and put and call options)</td> <td>80% to 100%</td> </tr> <tr> <td>Cash and cash equivalents</td> <td>0% to 20%</td> </tr> </tbody> </table>	Asset class	Range	International equities (exposure through direct securities and put and call options)	80% to 100%	Cash and cash equivalents	0% to 20%	Section 3
Asset class	Range							
International equities (exposure through direct securities and put and call options)	80% to 100%							
Cash and cash equivalents	0% to 20%							
The type(s) of investor(s) for whom the Class would be suitable	<p>This Class is typically suited to investors who:</p> <ul style="list-style-type: none"> <li>are seeking potential income and capital growth over the medium-to-long term;</li> <li>are comfortable with potential volatility of international equity markets, the use of options and foreign currency exposure;</li> <li>are looking to add international equities to their existing portfolio through a differentiated approach that increases the potential for returns including regular income.</li> </ul>	Section 3						
Recommended investment timeframe	At least five years.	Section 3						
Applying and withdrawing from the Class	<p>Investors can enter the Class either by applying for the Units directly with us using an Application Form or on the Securities Exchange, by buying Units on the Securities Exchange.</p> <p>Investors can exit the Class either by directly making a withdrawal request with us using a Withdrawal Form or by selling the Units on the Securities Exchange.</p> <p>Applications must be received before or at 2pm on a Business Day and withdrawal requests must be received before 2pm on a Business Day to receive the unit price applicable for that day.</p> <p>The method by which you enter the Class does not affect the method by which you can exit the Class.</p>	Section 6						
Valuation frequency	Daily	Section 6						
Distribution	Quarterly	Section 3						

<i>Transaction confirmations</i>	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 the Unit Registrar, which will include your investor number or Securityholder Reference Number (SRN).	Section 10
<i>Management fees and costs</i>	1.28% p.a. of the Net Asset Value ("NAV") of the Class (including GST less RITCs)	Section 8
<i>Performance fee</i>	Not applicable.	Section 8
<i>Risks</i>	Key risks of investing in the Class include: <ul style="list-style-type: none"> <li>• International equities risk</li> <li>• Derivatives risk</li> <li>• Foreign currency risk</li> <li>• Liquidity risk</li> </ul>	Section 4
<i>General information and updates</i>	General information and updates are available at <a href="http://www.talariacapital.com.au">www.talariacapital.com.au</a> .	Section 10

## 2. Who is Managing the Fund

### The Responsible Entity

#### Equity Trustees Limited

Equity Trustees Limited ABN 46 004 031 298 AFSL 240975, a subsidiary of EQT Holdings Limited ABN 22 607 797 615, which is a public company listed on the Australian Securities Exchange (ASX: EQT), is the Fund's responsible entity and issuer of this PDS. Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, today Equity Trustees is a dynamic financial services institution which continues to grow the breadth and quality of products and services on offer.

Equity Trustees' responsibilities and obligations as the Fund's responsible entity are governed by the Fund's constitution ("Constitution"), the Corporations Act and general trust law. Equity Trustees has appointed Talaria Asset Management Pty Ltd ("Talaria") as the investment manager of the Fund. Equity Trustees has appointed a custodian to hold the assets of the Fund. The custodian has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests.

Equity Trustees has appointed an external market participant to act as a buyer and seller of Units on the Cboe market on behalf of the Fund to assist in providing liquidity to investors.

### The Investment Manager

#### Talaria Asset Management Pty Ltd

Talaria is an international equities manager seeking to grow investors' real wealth over time through global equities, excluding Australia.

Talaria is an Australian based manager, majority owned by staff and directors since 2018. It has been managing international equities since 2005 and has assets under management in excess of \$2.5 billion AUD at the time of this PDS. Talaria is a carbon neutral organization, a signatory to the UN Principles for Responsible investing and a founding signatory of Tobacco Free Portfolios.

As investment manager, Talaria is responsible for the management of the portfolio under an Investment Management Agreement with the Responsible Entity.

### The Unit Registrar and Administrator

The custodian and administrator of the Fund is BNP Paribas S.A., operating through its Australia Branch ARBN 000 000 117.

The Unit Registrar of the Fund is SS&C Solutions Pty Ltd ABN 75 007 325 779.

### Market Maker(s)

Under the Securities Exchange Operating Rules, the Responsible Entity is under certain obligations in respect of the Class to facilitate an orderly and liquid market for the Class. The Responsible Entity will appoint market maker(s) to maintain continuous liquidity.

Given the importance of the role of the market maker(s), we seek to appoint market maker(s) that:

- have experience in making markets in exchange quoted products and other types of listed securities in both Australia and overseas;
- are trading participants of the Securities Exchange or are able to access the Securities Exchange through a trading participant and have agreements with the Securities Exchange to act as a market maker (if applicable); and
- have the necessary skill and expertise to perform a market making function.

For the avoidance of doubt, the market maker(s) act as buyer and seller on the "secondary market" for Units in the Class (i.e. transact on the Securities Exchange trading platform) and are not involved with applications to and withdrawals from the Responsible Entity directly.

Under the market making arrangements, the market maker will generally retain for its own account any trading profit or bear any loss generated by its market making activities.

### 3. How the Class Invests

**Warning:** When choosing to invest in the Fund you should consider the likely investment returns, the risks of investing and your investment time frame.

#### Investment objective

The Class invests in international equities (ex-Australia) and uses put and call options in order to provide investors with international equity returns with lower volatility and reduced downside risk compared to international equities markets.

The strategy seeks to provide investors with three diversified return streams of (1) Capital growth from equity investments (2) interest and dividends, and (3) options premium income.

The return that Talaria aims to deliver to investors is a statement of intent, and Talaria cannot guarantee that the Class will achieve this return.

#### Investment style and approach

The Class employs an integrated investment process which combines fundamental bottom up research and a fully backed put and call option implementation process to construct a high conviction, value biased actively managed portfolio of 20 - 45 international equities holdings (gained through holding direct securities and using put options) in mid to large cap companies listed in developed markets (as defined by the MSCI Market Classification Framework) excluding Australia.

The Class's investment strategy aims to produce investment returns through a combination of capital appreciation and income generation.

Talaria, through its internationally experienced team, provides a unique and structurally lower-risk investment approach that combines capital growth and income generation to deliver a more consistent return profile. Talaria generally aims to invest in securities it believes are trading below their intrinsic value. Based on its bottom-up research into their fundamentals and outlook Talaria expects them to increase in value over time. As such, a percentage of returns are expected to be produced from the Class's holdings appreciating in value.

The Class's implementation process involves selling put and call options to generate option premiums which add to the Class's return. The receipt of option premiums may also allow the Class to achieve a potential positive return even when markets are flat. Put option sales are always fully cash backed and call option sales are always fully equity backed. As a result, the Class does not take on leverage from its use of options.

Using this options implementation process Talaria is able to sell put options to buy securities at a future date at lower than market prices. For selling these options, Talaria is paid a premium.

On the maturity of the options, if the price of the security is at or above the strike price, Talaria does not acquire the security but keeps the premium.

If the price of the security is below the strike price at maturity, Talaria acquires the security at the strike price. This means Talaria's effective acquisition cost is the strike price of the option, less the premium received.

Options can also be used to sell securities. Using call options Talaria is able to sell securities at a future date at higher than market prices.

For selling these options, Talaria is paid a premium.

On the maturity of the options, if the price of a security is at or below the strike price, Talaria does not sell the security but keeps the premium.

If the price of the security is above the strike price at maturity, Talaria disposes of the securities at the strike price. This means Talaria's effective disposal cost is the strike price of the option, plus the premium received.

Talaria does not always use options to sell securities and may also sell securities directly.

The Class's investment universe consists of securities and options traded on regulated developed market stock exchanges as defined by MSCI Market Classification Framework, excluding Australia. The Class restricts exposure to any individual company to a maximum of 10% of the net assets of the Class. There are no individual country exposure limits.

The Class may also hold cash in Australian dollars and foreign currencies. Cash used to back options may be held at the relevant overseas option clearing house in the relevant foreign currency.

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

#### Minimum suggested time frame

At least 5 years.

#### Risk Level

High.

#### Benchmark

The Class does not have a benchmark.

Performance is measured on a total return basis incorporating growth in the unit price and the regular (generally quarterly) distribution of income to unitholders.

#### Investor Suitability

This product is intended for use as a minor component of an investor's portfolio who is seeking capital growth or income distribution and has a high or very high risk and return profile for that portion of their investment portfolio. It is likely to be consistent with the financial situation and needs of a consumer with an investment timeframe of at least 5 years.

#### Asset allocation

The Class's assets are typically invested within the following asset allocation ranges:

Asset class	Range
International equities	80% to 100% <sup>1</sup>
Cash and cash equivalents	0% to 20% <sup>2</sup>

<sup>1</sup>Exposure to international equities is gained through holding direct securities and using put options. These options positions are fully cash backed.

<sup>2</sup>Cash exposure represents cash that is not used to back options positions.

This exposure is measured on a month end basis. Within the month the asset allocation ranges for the Class are target only and may from time to time fall outside these ranges as options are exercised or expired.

#### Changing the investment strategy

The investment strategy and asset allocation parameters may be changed. If a change is to be made, investors in the Class will be notified in accordance with the Corporations Act.

## Labour standards, environmental, social and ethical factors (“ESG considerations”)

EQT has delegated investment decisions including ESG considerations to the Investment Manager and the Investment Manager integrates certain ESG considerations in the selection, retention and realisation of Class assets, to the extent that the Investment Manager considers those factors may have a material impact on the investment performance.

Talaria assesses and takes into account ESG considerations when undertaking qualitative company analysis but has no predetermined view about the extent to which such considerations will be taken into account.

Talaria recognises that ESG considerations not directly captured in financial statements can materially impact shareholder value.

Talaria’s investment process formally excludes companies who have a material source of revenue (greater than 10%) in the direct sale and direct production of:

- Tobacco (including growing tobacco, producing tobacco products, and distribution of tobacco products);
- Armaments (including contentious weapons, and conventional military weapons and weapons systems);
- Gambling; (including operation of gambling facilities, production of gambling equipment, and distribution of gambling products and services); or
- Pornography (including production and distribution of pornographic content).

Talaria is an active investor and engages with companies by considering and voting by proxy on meeting resolutions and formally seeking ESG related disclosure from the companies that it invests in.

Talaria’s ESG Policy is available on its website ([www.talariacapital.com.au/esg](http://www.talariacapital.com.au/esg)) and provides further detail of the Fund’s approach to responsible investment.

## Distributions

An investor’s share of any distributable income is calculated in accordance with the Constitution and is generally based on the number of Units held by the investor at the end of the distribution period.

The Class usually distributes income quarterly at the end of June, September, December and March however, Equity Trustees may change the distribution frequency without notice. Distributions are calculated effective the last day of each distribution period and are normally paid to investors as soon as practicable after the distribution calculation date.

Investors in the Class can indicate a preference to have their distribution:

- reinvested back into the Class; or
- directly credited to their AUD Australian domiciled bank account.

Investors who do not indicate a preference will have their distributions automatically reinvested. Applications for reinvestment will be taken to be received and accepted on the next Business Day after the relevant distribution period. There is no Buy Spread on distributions that are reinvested.

Additional Units issued to investors who hold their Units with a stockbroker (HIN holding on the Securities Exchange sub-register) or who hold their Units directly with the Class (SRN holding on the Issuer-Sponsored sub-register) will be rounded to the nearest whole number. For the avoidance of doubt, only whole Units will be issued under the dividend reinvestment plan regardless of whether an investor holds their Units through a HIN holding or SRN holding.

In some circumstances, the Constitution may allow for an investor’s withdrawal proceeds to be taken to include a component of distributable income.

Indirect Investors should review their IDPS Guide for information on how and when they receive any income distribution.

## 4. Managing Risk

All investments carry risks. Different investment strategies may carry different levels of risk, depending on the assets acquired under the strategy. Assets with the highest long-term returns may also carry the highest level of short-term risk. The significant risks below should be considered in light of your risk profile when deciding whether to invest in the Class. Your risk profile will vary depending on a range of factors, including your age, the investment time frame (how long you wish to invest for), your other investments or assets and your risk tolerance.

The Responsible Entity and Investment Manager do not guarantee the liquidity of the Class's investments, repayment of capital or any rate of return or the Class's investment performance. The value of the Class's investments will vary. Returns are not guaranteed, and you may lose money by investing in the Class. The level of returns will vary and future returns may differ from past returns. Laws affecting managed investment schemes may change in the future. The structure and administration of the Class is also subject to change.

In addition, we do not offer advice that takes into account your personal financial situation, including advice about whether the Class is suitable for your circumstances. If you require personal financial or taxation advice, you should contact a licensed financial adviser and/or taxation adviser.

### Key Risks

Some of the things that may cause the Class's value to move up and down are summarised below. These risks are not exhaustive:

#### Security Specific Risk

The risk associated with an individual asset. For example, the value of securities can be affected by events that affect the business of the issuer of the security.

#### Derivatives risk

A derivative is a financial instrument which derives its value from another source, such as a security. The main types of derivatives are options, futures, and swaps. The Fund seeks to use derivatives (put and call options) to buy and sell securities, obtain market exposure and to manage market risk. Derivatives can expose a fund to risks such as market risk (the risk that the value of the derivative will fluctuate due to movement in the price of the underlying security, index or financial obligation), basis risk (the risk where the value of the derivative moves independently from the value of the underlying security, index or financial obligation) and counterparty risk (the risk of loss arising from the failure of another party to meet contractual obligations). The Fund may use derivatives in the management of the portfolio but do not use derivatives for gearing purposes or speculative activities.

#### Currency Risk

For unhedged investments in international assets, a rise in the Australian dollar relative to other currencies will negatively impact investment values and returns. Currency markets can be extremely volatile and are subject to a range of unpredictable forces.

#### Market Risk

The risk that the market price of an asset will fluctuate as a result of factors such as economic conditions, government regulations, market sentiment, local and international political events and environmental and technological issues. This risk may have different impacts on each type of asset, investment style and investor.

The Fund is also subject to the risk of the failure of any of the financial markets on which the securities are traded or of the clearing house.

#### Investment Selection Risk

The Investment Manager may make investment decisions that result in low returns or loss of capital invested. This risk is mitigated to some extent by the knowledge and experience of the Investment Manager.

#### Concentration risk

The potential benefit of diversification is to reduce volatility of investments. As the Class has a concentrated portfolio of investments it may experience higher volatility than a more diversified portfolio.

#### Key Personnel Risk

Investment management and other functions are conducted by key staff and there is a risk that if they leave the Responsible Entity or the Investment Manager these functions will not be performed as well.

#### Fund Risk

Risks particular to the Class and the Fund include the possibility that the Fund could be terminated, the fees and expenses could increase or Equity Trustees could exercise their right to compulsorily redeem an investor's Units in the Class. Equity Trustees could be replaced as responsible entity of the Fund, and/or Talaria could be replaced as investment manager. There is also a risk that investing in the Class may give a less favourable result than investing directly because of income or capital gains accrued in the Class and the consequences of investment and withdrawal by other investors in the Class. The Class may be more concentrated than other similar funds. These risks are managed by monitoring the Class and the Fund and acting in the best interests of the investor.

#### Interest rate risk

This refers to the risk that the market value of the investments of the Class can change due to changes in interest rates.

#### iNAV risk

The iNAV is indicative only and may not accurately reflect the true value of the underlying assets of the Class.

#### Market Making risk

Under the Securities Exchange Operating Rules we have an obligation to facilitate an orderly and liquid market in the Fund's Units and have appointed a Market Maker on behalf of the Class to do so. The Market Maker may provide liquidity to investors on Cboe by acting as a buyer and seller of Units in the Class. There is a risk that the Market Maker may not always be able to make a market in times of, amongst other things, market disruption, system failure, suspension, unusual market conditions and uncertainty about the value of the portfolio. Investors may not be able to buy or sell Units on the Cboe in such circumstances.

#### Material Portfolio Information risk

The Market Maker will rely upon the Material Portfolio Information which comprises a daily basket of securities selected to track the movements of the Class as closely as possible in order to post bids and offers on market. There is a risk that the market value of this basket of securities may deviate from the market value of the Class. For example, this deviation may arise due to circumstances in which it is difficult for the fair value of assets to be determined such as volatile market conditions or where assets are not regularly or easily traded or where the Class holds securities that have been suspended or are not traded on a recognised exchange.



### **Entity risk**

The Class's investment in an entity may be affected by unexpected changes in that entity's operations or business environment, including the risk that the entity may become insolvent. If this occurs the Class may receive a smaller or no return from, or it may lose, its investment in the entity.

### **Pandemic and other unforeseen event risk**

Health crises, such as pandemic and epidemic diseases, as well as other catastrophes that interrupt the expected course of events, such as natural disasters, war or civil disturbance, acts of terrorism, power outages and other unforeseeable and external events, and the public response to or fear of such diseases or events, have and may in the future have an adverse effect on the economies and financial markets either in specific countries or worldwide and consequently on the value of the Fund's investments. Further, under such circumstances the operations, including functions such as trading and valuation, of the Investment Manager and other service providers could be reduced, delayed, suspended or otherwise disrupted.

### **Multiple unit class risk**

The Fund offers separate classes of units for investment. The classes are not separate legal entities and the assets of each class will not be segregated. All of the assets of the Fund are available to meet all of its liabilities, regardless of the class to which such assets or liabilities are attributable. In practice, cross-class liability will usually only arise where any separate class becomes insolvent and is unable to meet all of its liabilities. In this case, all of the assets of the Fund attributable to other separate classes may be applied to cover the liabilities of the insolvent classes. If losses or liabilities are sustained by a class in excess of the assets attributable to such class, such excess may be apportioned to the other classes.

### **Liquidity risk**

Some investments may not be easily converted into cash with little or no loss of capital and minimum delay, because of insufficient availability of buyers, suspension of trading on request from the market regulator or the entity involved, fund outflows, or disruptions in the market place. Securities of small entities in particular may, and especially in falling markets, become less liquid.

### **Service provider risk**

You could be adversely affected if any of the various parties involved in the operation of the Fund, including us, or service providers fail to perform their obligations. This could impact your returns or the ability to withdraw your funds. We actively monitor and review the performance of all key service providers in performing their agreed contractual arrangements.

### **Operational Risk**

This is the risk of technological or process failure or impacts from the wider financial market in general. This could impact your returns. The Responsible Entity and the Investment Manager have a risk management policy that incorporates its business continuity plan to minimise disruption from failures or unforeseen events.

### **Securities Exchange liquidity risk**

The liquidity of trading in the Units on a Securities Exchange may be limited. This may affect an investor's ability to buy or sell Units. Investors will not be able to purchase or sell Units on a Securities Exchange during any period that the Securities Exchange suspends trading of Units in the Class.

### **Price of Units on the Securities Exchange**

The price at which Units may trade on a Securities Exchange may differ materially from the NAV per Unit and the iNAV.

### **Termination of the Fund or removal from quotation risk**

To allow for continued quotation of the Units under the Securities Exchange Operating Rules, certain requirements are imposed. There is a risk that the Class will not be able to continue to meet these requirements in the future or that Cboe may change the quotation requirements.

The Responsible Entity may also elect to terminate the Units or the Fund in the future for any reason, such as if the Class or Fund's objectives can no longer be achieved.

### **Regulatory and tax risk**

Class performance may be affected by regulatory changes and changes to tax legislation in Australia or other global jurisdictions, which could have an impact on the value of your investment.

### **Dual access risk**

There are important differences between entering and exiting the Class via the Securities Exchange or by applying for and withdrawing Units directly with the Unit Registrar. This includes, but is not limited to, the entry and exit price you will receive. For example, an investor that applies for Units through the Unit Registrar may pay a different price for Units in the Class in comparison to an investor who buys Units on the Securities Exchange at the same time. This may be due to factors such as where Units in the Class are bought and sold on the Cboe, the price at which an investor buys or sells Units will generally include an allowance to cover transaction costs but will also reflect market conditions and supply and demand for Units during the Cboe Trading Day. As such, the cost of the spread on the Cboe may be different to the cost of the 'buy spread' or 'sell spread' for investors who apply or withdraw directly with the Unit Registrar.

## 5. Benefits of Investing

The Class is actively managed in accordance with Talaria's investment style and approach as outlined in Section 3. The Class will invest in international securities (ex-Australia), put and call options and will hold cash and cash equivalents denominated in AUD and foreign currency.

Investing in the Class provides clients with the following significant features and benefits:

Talaria's track record\* - Proven ability to capture the market's strength while seeking to insulate investors from periods of market weakness.

Multiple sources of return - Additional drivers of return to help diversify risk and potential for income and capital returns over time.

Quarterly distributions - The Class aims to provide a regular income stream that can be reinvested or credited directly to a bank account.

Global diversification - International investment opportunities unavailable in the Australian market.

Genuine partnership - An investment team aligned with investors brings benefits which only come from genuine partnership.

\* Past performance is not a reliable indicator of future performance

## 6. Investing & Withdrawing

### Fund Structure

The Class is a class of units in the Fund which is an Australian unit trust registered under the Corporations Act as a managed investment scheme and is governed by the Constitution.

The Investment Manager pools the application monies of all unitholders to buy investments and manage them on behalf of unitholders in accordance with the Class's investment strategy. The Fund comprises assets which are acquired in accordance with the investment strategy. Investors receive Units when they invest, however, it does not give the investor an interest in any particular asset.

Investors can enter the Class through acquiring Units on the Cboe, through an IDPS provider or directly with the Unit Registrar. Investors can exit the Class through selling Units on the Cboe, redeeming Units through an IPDS or directly with the Unit Registrar. All Units are fungible and the method you enter the Class does not determine how you should exit the Class. An investor who acquires Units directly with the Unit Registrar can exit the Class through the Cboe by contacting their broker. Similarly, an investor can redeem Units through their Unit Registrar by submitting a withdrawal request to the Unit Registrar.

### Units & NAV per Unit

Under the Securities Exchange Operating Rules, the Responsible Entity has certain obligations in respect of the Class to facilitate a liquid and orderly market. The Responsible Entity has appointed a market maker to provide continuous liquidity to the market by acting as a buyer and seller to the Securities Exchange. The market maker uses information such as NAV and proxy baskets (see below) to determine the price of Units and places bid-ask spreads around this value before sending these prices to the Securities Exchange as bid and ask orders. The orders are published to the market, and investors can either 'hit' orders to trade with the market maker or send their own orders to the exchange and wait for someone else to 'hit' them. Market maker orders are updated continuously throughout the day to reflect price changes in the underlying securities.

The NAV per Unit will be published daily on the Fund's website (<https://www.talariacapital.com.au/>) prior to the commencement of each Cboe Trading Day on the Securities Exchange which is based on the last available published NAV per Unit at close of the previous Cboe Trading Day. The NAV per Unit may fluctuate each day as the market value of the Class's assets rises or falls. The Responsible Entity's NAV Permitted Discretions Policy provides further information about how the NAV per Unit is calculated.

The Responsible Entity has engaged an agent to calculate and disseminate an iNAV which will be published on the Responsible Entity's website [www.eqt.com.au/insto](http://www.eqt.com.au/insto) as well as the Fund's website (<https://www.talariacapital.com.au/>) throughout the Cboe Trading Day. The iNAV reflects the real time movements in markets and currencies during the Cboe Trading Day. The Responsible Entity or its appointed agents give no guarantees 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

the Responsible Entity nor its 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 with the NAV per Unit or the iNAV.

The Class will not disclose every underlying asset on a daily basis. Disclosing the ongoing investment strategy of the Class would create an unacceptable risk to the Class and the investors. The Class will disclose a proxy basket ("Material Portfolio Information or MPI") that will enable the market maker to determine the price at which it buys and sells Units on the Securities Exchange. The proxy basket is intended to represent the value of the applicable Class during the Cboe Trading Day and is used to determine the iNAV.

The market maker creates and redeems Units with the Responsible Entity at prices that are determined by the published NAV of the Class. The NAV is based on the value of every underlying asset in the Class. This means the market maker has a strong incentive to ensure there is minimal or no difference between the price at which it buys and sells Units based on the NAV or proxy basket and the price of Units created or redeemed based on the net asset value of the Class.

The price at which Units either trade on the Securities Exchange or may be applied for or redeemed with the Responsible Entity, may not reflect with the NAV per Unit or the iNAV. Refer to section 4 'Risks of managed investment schemes' for further details on this risk.

### Securities Exchange liquidity

Units are transacted (bought and sold) on the secondary market, in the same manner as securities listed on a securities exchange.

The Responsible Entity has appointed a market maker ("Market Maker") to execute its market making activities to provide liquidity to investors on the Cboe by acting as a buyer and seller of Units. At the end of each Cboe Trading Day, the Market Maker may create or cancel units by applying for or redeeming its net position in units bought or sold on the Cboe. The liquidity provided by the Market Maker will ultimately be constrained by day-to-day events including but not limited to, the continuing ability of the Market Maker to create and redeem Units.

You can sell units on the Cboe market through your stockbroker. Your exit price will be the price at which you sell Units on the Cboe market, less any brokerage fee that you have agreed or negotiated with your stockbroker.

There is no minimum number of Units that you can sell on the Cboe (subject to any conditions imposed by your stockbroker). You can only sell whole Units. You will receive proceeds from the sale of your units through the Cboe CHESS settlement service in the same way as if you had sold securities on the Cboe market.

### Dual Access

An investor that applies for Units directly via the Unit Registrar may pay a different price for Units in the Class to an investor who buys Units on the Cboe at the exact time. Similarly, a unitholder who redeems Units via the Unit Registrar is likely to receive a different price for Units in the Class to a unitholder who sells Units on the Cboe at the exact same time. These differences in prices received by unitholders may result in a different return from an investment in the Class.

## Summary Comparison – transacting on a Securities Exchange or with the Unit Registrar

	Buying Units on a Securities Exchange	Applying for Units directly with the Unit Registrar
How do I make an investment in the Class?	<p>Investors can invest in the Class by purchasing Units via their trading platform or stockbroker.</p> <p>An application form is not required to be completed by investors as they will settle the purchase of their Units in the same way they would settle purchases of listed securities via the Securities Exchange settlement service.</p>	<p>Units may be acquired by completing the Application Form that accompanies this PDS.</p> <p>Your application for Units will be accepted if we receive a correctly completed Application Form, Identification documents (if applicable) and cleared application money before or at 2pm (Sydney time) on a Business Day.</p> <p>You will generally receive the Application Price calculated for that Business Day.</p>
What is my entry price when I make an investment in the Class?	<p>The price at which an investor purchases Units on a Securities Exchange will be their entry price. Stockbrokers will provide transaction confirmations for Units bought or sold on a Securities Exchange. Brokerage fees and commissions will apply when buying and selling the Units on a Securities Exchange. Investors should consult their stockbroker for more information in relation to these costs.</p>	<p>The price at which Units are acquired is determined in accordance with the Constitution ("Application Price"). The Application Price on a Business Day is generally equal to the NAV of the Class divided by the number of Units on issue and adjusted for transaction costs ("Buy Spread"). At the date of this PDS, the Buy Spread is 0.20%.</p> <p>The Application Price will vary as the market value of assets in the Class rises or falls.</p>
Is there a minimum number of Units I need to purchase?	<p>There is no minimum number of Units investors can buy on a Securities Exchange subject to any conditions that your stockbroker may have in place.</p>	<p>The minimum initial investment amount to invest in the Class directly is \$5,000. The minimum additional investment amount to invest in the Class directly via Electronic Fund Transfer (EFT) is \$1,000.</p>
	Selling Units on a Securities Exchange	Withdrawing Units directly with the Unit Registrar
How do I withdraw my investment?	<p>Investors can withdraw from the Class by selling Units on a Securities Exchange through their stockbroker. A withdrawal form is not required to sell Units on a Securities Exchange and investors 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 Securities Exchange settlement service.</p>	<p>Investors in the Class can generally withdraw their investment by submitting a withdrawal request to the Unit Registrar.</p> <p>You must hold your Units on the Fund's Issuer-Sponsored sub-register and provide your SRN.</p> <p>Your withdrawal request will be accepted if we receive a withdrawal request before or at 2pm (Sydney time) on a Business Day. You will generally receive the Withdrawal Price calculated for that Business Day.</p>
At what price can I sell my units in the Class?	<p>The price at which an investor sells Units on a Securities Exchange will be their exit price. Brokerage fees and commissions will apply when buying and selling the Units on a Securities Exchange. Investors should consult their stockbroker for more information in relation to these costs.</p>	<p>The price at which Units are withdrawn is determined in accordance with the Constitution ("Withdrawal Price").</p> <p>The Withdrawal Price on a Business Day is generally equal to the NAV of the Class, divided by the number of Units on issue and adjusted for transaction costs ("Sell Spread"). At the date of this PDS, the Sell Spread is 0.20%.</p> <p>The Withdrawal Price will vary as the market value of assets in the Class rises or falls.</p>
Is there a minimum number of Units I need to withdraw?	<p>There is no minimum number of Units investors can sell on a Securities Exchange subject to any conditions that your stockbroker may have in place.</p>	<p>The minimum withdrawal amount is \$1,000.</p>

## Applying for Units with the Unit Registrar

You can acquire Units by completing the Application Form that accompanies this PDS or completing the online application form available at [www.talariacapital.com.au](http://www.talariacapital.com.au).

The minimum initial investment amount for the Class is \$5,000 with the Unit Registrar.

Completed Application Forms should be sent along with your identification documents (if applicable) to:

Talaria Asset Management Pty Ltd  
GPO Box 804  
Melbourne Vic 3000  
[Talaria@unitregistry.com.au](mailto:Talaria@unitregistry.com.au)

Please note that cash cannot be accepted and all applications must be made in Australian dollars.

### Application cut-off times

If we receive a correctly completed Application Form and, identification documents (if applicable) and cleared application money:

- before or at 2pm (Melbourne time) on a Business Day and your application for Units is accepted, you will receive the Application Price calculated for that Business Day; or
- after 2pm (Melbourne time) on a Business Day and your application for Units is accepted, you will receive the Application Price calculated for the next Business Day.

### Application terms

We will only accept an application if:

we consider that you have correctly completed the Application Form;

you have provided us with the relevant identification documents; and

we have received the application money (in cleared funds) stated in your Application Form. The time it takes for application money to clear varies depending on how you transfer the money and your bank (it may take up to four Business Days).

### Making additional investments

You can make additional investments into the Class at any time by sending us your additional investment amount together with a completed Application Form. The minimum additional investment into the Class is \$1,000.

### Access to your money with the Unit Registrar

Investors in the Class can generally withdraw their investment by completing a written request to withdraw from the Class and mailing it to:

Talaria Asset Management Pty Ltd  
GPO Box 804  
Melbourne Vic 3000  
[Talaria@unitregistry.com.au](mailto:Talaria@unitregistry.com.au)

The minimum withdrawal amount is \$1,000. Once we receive and accept your withdrawal request, we may act on your instruction without further enquiry if the instruction bears your account number or investor details and your (apparent) signature(s), or your authorised signatory's (apparent) signature(s).

Equity Trustees will generally allow an investor to access their investment within 21 days of receipt of a withdrawal request by transferring the withdrawal proceeds to such investor's nominated Australian domiciled bank account. However, Equity Trustees is allowed to reject withdrawal requests, and may delay payment after receipt of a request (which may be extended in certain circumstances) as outlined in the Constitution.

We reserve the right to accept or reject withdrawal requests in whole or in part at our discretion.

The price at which Units are withdrawn is determined in accordance with the Constitution ("Withdrawal Price"). The Withdrawal Price on a Business Day is, in general terms, equal to the NAV of the Class, divided by the number of Units on issue and adjusted for transaction costs ("Sell Spread"). At the date of this PDS, the Sell Spread is 0.20%.

The Withdrawal Price will vary as the market value of assets in the Class rises or falls.

Equity Trustees reserves the right to fully redeem your investment if your investment balance in the Class falls below \$50,000 as a result of processing your withdrawal request. In certain circumstances, for example, when there is a freeze on withdrawals, where accepting a withdrawal is not in the best interests of investors in the Fund including due to one or more circumstances outside its control or where the Fund is not liquid (as defined in the Corporations Act), Equity Trustees can deny or suspend a withdrawal request and you may not be able to withdraw your funds in the usual processing times or at all. When the Fund is not liquid, an investor can only withdraw when Equity Trustees makes a withdrawal offer to investors in accordance with the Corporations Act. Equity Trustees is not obliged to make such offers.

If you are an Indirect Investor, you need to provide your withdrawal request directly to your IDPS Operator. The time to process a withdrawal request will depend on the particular IDPS Operator and the terms of the IDPS.

### Withdrawal cut-off times

If we receive a withdrawal request:

- before 2pm (Melbourne time) on a Business Day and your withdrawal request is accepted, you will receive the Withdrawal Price calculated for that Business Day; or
- on or after 2pm (Melbourne time) on a Business Day and your withdrawal request is accepted, you will receive the Withdrawal Price calculated for the next Business Day.

We reserve the right to accept or reject withdrawal requests in whole or in part at our discretion. We have the discretion to delay processing withdrawal requests where we believe this to be in the best interest of the Fund's investors.

### Withdrawal terms

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

We may contact you to check your details before processing your withdrawal request but are not obliged to. This may cause a delay in finalising payment of your withdrawal money. No interest is payable for any delay in finalising payment of your withdrawal money.

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

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

- Withdrawals will only be paid to the investor.
- We reserve the right to fully redeem your investment if, as a result of processing your request, your investment balance in the Fund falls below the minimum balance set out in this PDS.
- If we cannot satisfactorily identify you as the withdrawing investor, we may reject your withdrawal request or payment of your withdrawal proceeds will be delayed. We are not responsible for any loss you consequently suffer.

- As an investor who is withdrawing, you agree that any payment made according to instructions received by post, courier, email or fax, shall be a complete satisfaction of our obligations, despite any fact or circumstances such as the payment being made without your knowledge or authority.
- You agree that if the payment is made according to these terms, you, and any person claiming on your behalf, shall have no claim against us with regards to such payment.

### Withdrawal restrictions

Under the Corporations Act, you do not have a right to withdraw from the Fund if the Fund is illiquid. In such circumstances, you will only be able to withdraw your investment if Equity Trustees makes a withdrawal offer in accordance with the Corporations Act. Equity Trustees is not obliged to make such offers.

The Fund will be deemed liquid if at least 80% of its assets are liquid assets (generally cash and marketable securities). In addition, we may at any time suspend consideration of withdrawal requests or defer our obligation to pay withdrawal proceeds if it is not possible, or not in the best interests of investors or former investors for us to do so, due to circumstances outside our control (such as restricted or suspended trading in a Fund asset).

### Indirect Investors (IDPS)

You may be able to invest indirectly in the Class via an IDPS by directing the IDPS Operator to acquire Units on your behalf. If you do so, you will need to complete the relevant forms provided by the IDPS Operator. This will mean that you are an Indirect Investor in the Class and not a unitholder or member of the Class. Indirect Investors do not acquire the rights of a unitholder as such rights are acquired by the IDPS Operator who may exercise, or decline to exercise, these rights on your behalf.

Indirect Investors do not receive reports or statements from us and the IDPS Operator's application and withdrawal conditions determine when you can direct the IDPS Operator to apply or redeem. Your rights as an Indirect Investor should be set out in the disclosure document issued by the IDPS Operator.

If you are an Indirect Investor, you need to provide your withdrawal request directly to your IDPS Operator. The time to process a withdrawal request will depend on the particular IDPS Operator and the terms of the IDPS.

### Cooling off period

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

### Unit pricing discretions policy

Equity Trustees has developed a formal written policy in relation to the guidelines and relevant factors taken into account when exercising any discretion in calculating unit prices (including determining the value of the assets and liabilities). A copy of the policy and, where applicable and to the extent required, any other relevant documents in relation to the policy will be made available free of charge on request.

### Transfer and conversion of Units

Investors will be able to convert or transfer their Units, if:

- Your Units are held directly with the Class on the Issuer-Sponsored sub-register (SRN) and you wish to convert or transfer your Units to the Clearing House Electronic Sub-register System (CHESS) sub-register (HIN).

To do this, you will need to provide your broker with your SRN. You are only able to convert or transfer whole Units and any residual units will be cancelled and become the assets of the Class.

- Your Units are held in an account with your broker on the CHESS sub-register (HIN) and you wish to transfer your Units to another HIN or to transfer or to convert your Units to an account directly with the Fund on the Issuer-Sponsored sub-register (SRN). The Unit Registrar will process transfer of Units for investors on receipt of a completed original standard transfer form.

Switching may be subject to delays and may require (Anti-Money Laundering) (AML), Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS) procedures to be completed.

### Authorised signatories

You can appoint a person, partnership or company as your authorised signatory. To do so, please nominate them on the initial Application Form and have them sign the relevant sections. If a company is appointed, the powers extend to any director and officer of the company. If a partnership is appointed, the powers extend to all partners. Such appointments will only be cancelled or changed once we receive written instructions from you to do so.

Once appointed, your authorised signatory has full access to operate your investment account for and on your behalf. This includes the following:

- making additional investments;
- requesting income distribution instructions to be changed;
- withdrawing all or part of your investment;
- changing bank account details;
- enquiring and obtaining copies of the status of your investment; and
- having online account access to your investment. If you do appoint an authorised signatory:
  - you are bound by their acts;
  - you release, discharge and indemnify us from and against any losses, liabilities, actions, proceedings, account claims and demands arising from instructions received from your authorised representatives; and
  - you agree that any instructions received from your authorised representative shall be complete satisfaction of our obligations, even if the instructions were made without your knowledge or authority.

## 7. Securities Exchange Operating Rules

### Securities Exchange Operating Rules

An application has been made for the Units to be admitted to trading status on the Securities Exchange under the Cboe Operating Rules (Securities Exchange Operating Rules). This PDS is required to set out the key differences between the ASX Listing Rules and the Securities Exchange Operating Rules. These differences are set out below, and generally relate to the level of control and influence that the issuer of a product has over its underlying instruments.

Requirement	ASX Listing Rules	Securities Exchange Operating Rules
Continuous disclosure	Issuers of products under the Listing Rules are subject to the continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act.	<p>Issuers of products quoted under the Securities Exchange Operating Rules are not subject to the continuous disclosure requirements in ASX Listing Rule 3.1 and section 674 of the Corporations Act. As an overarching requirement, Securities Exchange Operating Rule 14.28 requires that the Responsible Entity must disclose to the Securities Exchange Operator information required to be disclosed under the Corporations Act. In this regard, this means that the Responsibility Entity must comply with section 675 of the Corporations Act and disclose to ASIC 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>The Responsible Entity will publish such information on the Cboe announcements platform and its website at the same time as it is disclosed to ASIC. Under Rule 14.29, the Responsible Entity must disclose:</p> <ul style="list-style-type: none"> <li>• information about the NAV of the Class's underlying investments daily;</li> <li>• the Class's NAV whenever the issuer's management activities cause the Class's NAV to move by more than 10% since the last reported NAV;</li> <li>• information about redemptions from the Class;</li> <li>• information about distributions paid in relation to the Class;</li> <li>• any other information which is required to be disclosed to ASIC under section 675, section 1017B and section 323DA of the Corporations Act must be disclosed to Cboe via the Cboe market announcement platform at the same time it is disclosed to ASIC; and</li> <li>• any other information the non-disclosure of which may lead establish a false market in the Units or would otherwise impact the price of the Units.</li> </ul>

<p>Periodic disclosure</p>	<p>Issuers are required to disclose half-yearly and annual financial information and reports to the ASX announcements platform.</p>	<p>Under the Securities Exchange Operating Rules issuers are not required to disclose half-yearly or annual financial information or reports. Responsible entities of products quoted on Cboe that are registered managed investment schemes are still required to lodge financial reports for those managed investment schemes with Cboe at the same time as they are provided to ASIC and investors. As at the date of this PDS, Equity Trustees as an issuer of a product quoted on Cboe is required to disclose:</p> <ul style="list-style-type: none"> <li>• within 5 Cboe Trading Days of the end of each month, the total number of individual Units on issue on the last Cboe Trading Day of that month; and</li> <li>• in the case where the Class's aggregate notional exposure to all OTC derivatives is greater than 5% of the Class's NAV, within 5 Cboe Trading Day of the end of each month, the exposure of the Class to all OTC derivative counterparties as a percentage of the NAV of the Class and the value of the assets (excluding the value of OTC derivatives, but inclusive of collateral) held by the Class as a percentage of the NAV of the Class.</li> </ul>
<p>Corporate control</p>	<p>Listed companies and listed managed investment schemes are subject to notification requirements under the Corporations Act and the ASX Listing Rules relating to takeover bids, buybacks, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings.</p>	<p>Certain requirements in the Corporations Act and the ASX Listing Rules in relation to matters such as takeover bids, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings that apply to companies and listed schemes do not apply to products quoted under the Securities Exchange Operating Rules.</p> <p>Section 601FM of the Corporations Act continues to apply in relation to the removal of a responsible entity by extraordinary resolution by members entitled to vote.</p>
<p>Related Party transactions</p>	<p>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.</p>	<p>Chapter 10 of the Listing Rules does not apply to products quoted under the Securities Exchange Operating Rules. The Responsible Entity will still be required to comply with the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act.</p>
<p>Auditor rotation obligations</p>	<p>Division 5 of Part 2M.4 of the Corporations Act imposes specific rotation obligations on auditors of listed companies and listed managed investment schemes.</p>	<p>Issuers of products quoted under the Securities Exchange Operating 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 the Responsible Entity to audit the financial statements and Compliance Plan of the Fund under section 601HG of the Corporations Act.</p>



## Control

An issuer controls the value of its own securities and the business it runs. The value of those securities is directly influenced by the equity issuer's performance and conduct. e.g. the management and board generally control the fate of the business and, therefore, have direct influence over the share price.

An issuer of a product quoted under the Securities Exchange Operating Rules does not control the value of the assets underlying its product. It offers a product that gives investors exposure to underlying assets – such as shares, bonds, indices, currencies or commodities.

The value (price) of products quoted under the Securities Exchange Operating Rules is dependent on the performance of the underlying assets rather than the financial performance of the issuer itself e.g. a managed fund issuer does not control the value of the shares it invests in.

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## 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. The Unit Registrar has established and will maintain an electronic sub-register with CHES on our behalf. The Responsible Entity 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 from the Unit Registrar which will set out the number of Units they hold. The holding statement will specify the "Holder Identification Number" allocated by CHES or "Shareholder Reference Number" allocated by the Unit Registrar. Subject to the Securities Exchange Operating Rules the Responsible Entity may decline to register a purchaser of a Unit or Units.

## 8. 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 investment 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** ([www.moneysmart.gov.au](http://www.moneysmart.gov.au)) has a managed funds fee calculator to help you check out different fee options.

The information in the following Fees and Costs Summary can be used to compare costs between different simple managed investment schemes. Fees and costs can be paid directly from an investor's account or deducted from investment returns. For information on tax please see Section 9 of this PDS.

Talaria Global Equity Fund Complex ETF		
Type of fee or cost	Amount	How and when paid
<b>Ongoing annual fees and costs<sup>1</sup></b>		
<i>Management fees and costs</i> The fees and costs for managing your investment	1.28% of the NAV of the Class	The management fees component of management fees and costs are accrued daily and paid from the Class monthly in arrears and reflected in the unit price. Otherwise, the fees and costs are variable and deducted and reflected in the Unit price of the Class as they are incurred. The management fees component of management fees and costs can be negotiated. Please see "Differential fees" in the "Additional Explanation of Fees and Costs" for further information.
<i>Performance fees</i> Amounts deducted from your investment in relation to the performance of the product	Not applicable	Not applicable
<i>Transaction costs</i> The costs incurred by the scheme when buying or selling assets	0.12% of the NAV of the Class	Transaction costs are variable and deducted from the Class as they are incurred and reflected in the Unit price. They are disclosed net of amounts recovered by the Buy-Sell Spread.
<b>Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)</b>		
<i>Establishment fee</i> The fee to open your investment	Not applicable	Not applicable
<i>Contribution fee</i> The fee on each amount contributed to your investment	Not applicable	Not applicable
<i>Buy-sell spread</i> An amount deducted from your investment representing costs incurred in transactions by the scheme	0.20% upon entry and 0.20% upon exit	These costs are an additional cost to the investor but are incorporated into the unit price and arise when investing application monies and funding withdrawals from the Class and are not separately charged to the investor. The Buy Spread is paid into the Class as part of an application and the Sell Spread is left in the Class as part of a redemption.
<i>Withdrawal fee</i> The fee on each amount you take out of your investment	Not applicable	Not applicable

## Talaria Global Equity Fund Complex ETF

<i>Exit fee</i> The fee to close your investment	Not applicable	Not applicable
<i>Switching fee</i> The fee for changing investment options	Not applicable	Not applicable

<sup>1</sup> All fees quoted above are inclusive of Goods and Services Tax (GST) and net of any Reduced Input Tax Credits (RITC). See below for more details as to how the relevant fees and costs are calculated.

### Additional Explanation of Fees and Costs

#### Management fees and costs

The management fees and costs include amounts payable for administering and operating the Class, investing the assets of the Class, expenses and reimbursements in relation to the Class and indirect costs if applicable.

Management fees and costs do not include performance fees or transaction costs, which are disclosed separately.

The management fees component of management fees and costs of 1.28% p.a. of the NAV of the Class is payable to the Responsible Entity of the Class for managing the assets and overseeing the operations of the Class. The management fees component is accrued daily and paid from the Class monthly in arrears and reflected in the unit price. As at the date of this PDS, the management fees component covers certain ordinary expenses such as Responsible Entity fees, investment management fees, custodian fees, and administration and audit fees.

The indirect costs and other expenses component of 0.00% p.a. of the NAV of the Class may include other ordinary expenses of operating the Fund, as well as management fees and costs (if any) arising from interposed vehicles in or through which the Class invests and the costs of investing in over-the-counter derivatives to gain investment exposure to assets or implement the Class's investment strategy (if any). The indirect costs and other expenses component are variable and reflected in the unit price of the Class as the relevant fees and costs are incurred. They are borne by investors, but they are not paid to the Responsible Entity or the Investment Manager.

The indirect costs and other expenses component is based on the relevant costs incurred during the financial year ended 30 June 2024. Actual indirect costs for the current and future years may differ. If in future there is an increase to indirect costs disclosed in this PDS, updates will be provided on Equity Trustees' website at [www.eqt.com.au/insto](http://www.eqt.com.au/insto) where they are not otherwise required to be disclosed to investors under law.

#### Transaction costs

In managing the assets of the Class, the Class may incur transaction costs such as brokerage, buy-sell spreads in respect of the underlying investments of the Class, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold. Transaction costs also include costs incurred by interposed vehicles in which the Class invests (if any), that would have been transaction costs if they had been incurred by the Class itself. Transaction costs are an additional cost to the investor where they are not recovered by the Buy/Sell Spread, and are generally incurred when the assets of the Class are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of the Class.

The Buy/Sell Spread that is disclosed in the Fees and Costs Summary is a reasonable estimate of transaction costs that the Class will incur when buying or selling assets of the Class. These

costs are an additional cost to the investor but are incorporated into the unit price and arise when investing application monies and funding withdrawals from the Class and are not separately charged to the investor. The Buy Spread is paid into the Class as part of an application and the Sell Spread is left in the Class as part of a redemption and not paid to Equity Trustees or the Investment Manager. The estimated Buy/Sell Spread is 0.20% upon entry and 0.20% upon exit. The dollar value of these costs based on an application of \$5,000 is \$10 or a withdrawal of \$1,000 is \$2 for each individual transaction. The Buy/Sell Spread can be altered by the Responsible Entity at any time and [www.talariacapital.com.au](http://www.talariacapital.com.au) will be updated as soon as practicable to reflect any change. The Responsible Entity may also waive the Buy/Sell Spread in part or in full at its discretion. The transaction costs figure in the Fees and Costs Summary is shown net of any amount recovered by the Buy/Sell Spread charged by the Responsible Entity.

Transaction costs generally arise through the day-to-day trading of the Class's assets and are reflected in the Class's unit price as an additional cost to the investor, as and when they are incurred.

The gross transaction costs for the Class are 0.25% p.a. of the NAV of the Class, which is based on the relevant costs incurred during the financial year ended 30 June 2024.

However, actual transaction costs for future years may differ.

#### Can the fees change?

Yes, all fees can change without investor consent, subject to the maximum fee amounts specified in the Constitution. The current maximum management fee to which Equity Trustees is entitled is 5.00% of the GAV of the Class. However, Equity Trustees does not intend to charge that amount and will generally provide investors with at least 30 days' notice of any proposed increase to the management fees component of management fees and costs. In most circumstances, the Constitution defines the maximum level that can be charged for fees described in this PDS. Equity Trustees also has the right to recover all reasonable expenses incurred in relation to the proper performance of its duties in managing the Class and as such these expenses may increase or decrease accordingly, without notice.

#### Payments to IDPS Operators

Subject to the law, annual payments may be made to some IDPS Operators because they offer the Class on their investment menus. Product access is paid by the Investment Manager out of its investment management fee and is not an additional cost to the investor.

#### Differential fees

The Investment Manager may from time to time negotiate a different fee arrangement (by way of a rebate or waiver of fees) with certain investors who are Wholesale Clients. Please contact the Investment Manager on [client@talariacapital.com.au](mailto:client@talariacapital.com.au) for further information.

## Example of annual fees and costs for an investment option

This table gives an example of how the ongoing annual fees and costs in the investment option 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 – Talaria Global Equity Fund Complex ETF		
BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR		
Contribution Fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
<b>Plus</b> Management fees and costs	1.28% p.a.	<b>And</b> , for every \$50,000 you have in the Talaria Global Equity Fund Complex ETF you will be charged or have deducted from your investment \$640 each year
<b>Plus</b> Performance fees	0.00% p.a.	<b>And</b> , you will be charged or have deducted from your investment \$0 in performance fees each year
<b>Plus</b> Transaction costs	0.12% p.a.	<b>And</b> , you will be charged or have deducted from your investment \$60 in transaction costs
<b>Equals</b> Cost of Talaria Global Equity Fund Complex ETF		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: \$700* <b>What it costs you will depend on the investment option you choose and the fees you negotiate.</b>

\* Additional fees may apply. Please note that this example does not capture all the fees and costs that may apply to you such as the Buy/Sell Spread.

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

**Warning:** If you have consulted a financial adviser, you may pay additional fees. You should refer to the Statement of Advice or Financial Services Guide provided by your financial adviser in which details of the fees are set out.

ASIC provides a fee calculator on [www.moneysmart.gov.au](http://www.moneysmart.gov.au), which you may use to calculate the effects of fees and costs on account balances.

The indirect costs and other expenses component of management fees and costs and transaction costs may also be based on estimates. As a result, the total fees and costs that you are charged may differ from the figures shown in the table.

## 9. Taxation

### Taxation

The following information summarises some of the Australian taxation issues you may wish to consider before making an investment in the Fund and assumes that you hold your investment in the Fund on capital account and are not considered to be carrying on a business of investing, trading in investments or investing for the purpose of profit making by sale. The information should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ.

A number of tax reform measures are currently under review by the Australian Government. These reforms may impact on the tax position of the Fund and its investors. Accordingly, it is recommended that investors seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

#### General

The Fund is an Australian resident trust for Australian tax purposes. Therefore, the Fund is required to determine its net income (taxable income) for the year of income. On the basis that investors are presently entitled (which is the intention of Equity Trustees) to the net income of the Fund (including net taxable capital gains) or will be attributed their share of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) of the Fund and the Fund is not a public trading trust, the Fund should be treated as a flow-through trust for tax purposes. This means that investors should be taxed on their share of the Fund's net taxable income or the amount attributed to them, and the Fund should not be subject to Australian income tax.

In the case where the Fund makes a loss for Australian tax purposes, the Fund cannot distribute the tax loss to investors. However, the tax loss may be carried forward by the Fund for offset against taxable income of the Fund in subsequent years, subject to the operation of the trust loss rules.

#### Attribution Managed Investment Trust ("AMIT") – core rules

The Fund may qualify as an eligible Attribution Managed Investment Trust (AMIT), and if so, intends to elect into the AMIT regime. The AMIT legislation applies an attribution model whereby Equity Trustees as the Responsible Entity of the Fund attributes amounts of trust components of a particular character to investors on a fair and reasonable basis consistent with the operation of the Fund's Constitution, which includes provisions in relation to AMIT. Under the AMIT rules, the following will apply:

**Fair and reasonable attribution:** Each year, the Fund's determined trust components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) will be allocated to investors on a "fair and reasonable" attribution basis, rather than being allocated proportionally based on each investor's present entitlement to the income of the Fund.

**Unders or overs adjustments:** Where the Fund's determined trust components for a year are revised in a subsequent year (e.g. due to actual amounts differing to the estimates of income, gains / losses or expenses), then unders and overs may arise. Unders and overs will generally be carried forward and adjusted in the year of discovery.

**Cost base adjustments:** Where the distribution made is less than (or more than) certain components attributed to investors, then the cost base of an investor's units may be increased (or decreased). Details of cost base adjustments will be included on an investor's annual tax statement, referred to as an AMIT Member Annual Statement ("AMMA").

**Large withdrawals:** In certain circumstances, gains may be attributed to a specific investor, for example, gains on disposal of assets to fund a large withdrawal being attributed to the redeeming investor.

**Penalties:** In certain circumstances (e.g. failure to comply with certain AMIT rules), specific penalties may be imposed.

The new rules are intended to reduce complexity, increase certainty and reduce compliance costs for managed investment trusts and their investors. Where the Fund does not elect into the AMIT regime, or has made the election but the election is not effective for the income year (e.g. the Fund does not satisfy the requirements to be a managed investment trust for the income year), the Tax Law applicable to non-AMITs should be relevant. In particular, the Fund should not generally pay tax on behalf of its investors and instead, investors should be assessed for tax on any income and capital gains generated by the Fund to which they become presently entitled.

#### Deemed Capital Gains Tax ("CGT") Election

Eligible managed investment trusts ("MITs") may make an election to apply a deemed capital account treatment for gains and losses on disposal of certain eligible investments (including equities and units in other trusts but excluding derivatives, debt securities and foreign exchange contracts). Where the election is made the Fund should hold its eligible investments on capital account and gains/(losses) from the disposal of eligible investments should be treated as capital gains/(losses). Capital gains arising on the disposal of eligible investments held for 12 months or greater may be eligible to be treated as discount capital gains.

Where the CGT election is not made, the Fund should hold its eligible investments on revenue account and gains/(losses) from the disposal of eligible investments should be treated as revenue gains or losses.

#### Controlled Foreign Company ("CFC") Provisions

There are certain tax rules (i.e. the CFC provisions) which may result in assessable income arising in the Fund in relation to investments in foreign equities, where certain control thresholds are met. If such interests were to be held at the end of the income year, the taxable income of the Fund may include a share of net income and gains (i.e. CFC attributable income) from such investments.

#### Taxation of Financial Arrangements ("TOFA")

The TOFA rules may apply to certain "financial arrangements" held by the Fund. In broad terms, the TOFA regime seeks to recognise "sufficiently certain" returns on certain financial arrangements on an accruals basis for tax purposes rather than on a realisation basis. Where returns from derivative instruments are not "sufficiently certain" they will continue to be recognised on a realisation basis, unless specific tax timing elections are made.

## Taxation Reform

The tax information included in this PDS is based on the taxation legislation and administrative practice as at the issue date of this PDS, together with proposed changes to the taxation legislation as announced by the Government. However, the Australian tax system is in a continuing state of reform, and based on the Government's reform agenda, it is likely to escalate rather than diminish. Any reform of a tax system creates uncertainty as to the full extent of announced reforms, or uncertainty as to the meaning of new law that is enacted pending interpretation through the judicial process. These reforms may impact on the tax position of the Fund and its investors. Accordingly, it will be necessary to closely monitor the progress of these reforms, and investors should seek their own professional advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

### Tax File Number ("TFN") and Australian Business Number ("ABN")

It is not compulsory for an investor to quote their TFN or ABN. If an investor is making this investment in the course of a business or enterprise, the investor may quote an ABN instead of a TFN. Failure by an investor to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus the Medicare Levy, on gross payments including distributions or attribution of income to the investor. The investor may be able to claim a credit in their tax return for any TFN or ABN tax withheld. Collection of TFNs is permitted under taxation and privacy legislation.

By quoting their TFN or ABN, the investor authorises Equity Trustees to apply it in respect of all the investor's investments with Equity Trustees. If the investor does not want to quote their TFN or ABN for some investments, Equity Trustees should be advised.

### GST

The Fund is registered for GST. The issue or withdrawal of units in the Fund and receipt of distributions are not subject to GST.

The Fund may be required to pay GST included in management and other fees, charges, costs and expenses incurred by the Fund. However, to the extent permissible, the Responsible Entity will claim on behalf of the Fund a proportion of this GST as a reduced input tax credit. Unless otherwise stated, fees and charges quoted in this PDS are inclusive of GST and take into account any available reduced input tax credits. The Fund may be entitled to as yet undetermined additional input tax credits on the fees, charges or costs incurred. If the Responsible Entity is unable to claim input tax credits on behalf of the Fund, the Responsible Entity retains the ability to recover the entire GST component of all fees and charges.

The impact of GST payments and credits will be reflected in the unit price of the Fund. Investors should seek professional advice with respect to the GST consequences arising from their unit holding.

### Australian Taxation of Australian Resident Investors

#### *Distributions*

For each year of income, each Australian resident investor will be required to include within their own tax calculations and tax return filings the assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) of the Fund attributed to them by Equity Trustees as the Responsible Entity of the Fund.

The tax consequences for investors in the Fund depends on the tax components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (i.e. credits) of the Fund attributed to them.

### Australian Taxation of Non-Resident Investors

#### *Tax on Income*

The Fund expects to derive income which may be subject to Australian withholding tax when attributed by Equity Trustees as the Responsible Entity of the Fund to non-resident investors.

Australian withholding tax may be withheld from distributions of Australian source income and gains attributed to a non-resident investor. The various components of the net income of the Fund which may be regarded as having an Australian source include Australian sourced interest, Australian sourced other gains, Australian sourced dividends and CGT taxable Australian property.

We recommend that non-resident investors seek independent tax advice before investing, taking into account their particular circumstances and the provisions of any relevant Double Taxation Agreement/Exchange of Information Agreement ("EOI") between Australia and their country of residence.

#### *Disposal of Units by Non-Resident Investors*

Based on the Fund's investment profile, generally non-resident investors holding their units on capital account should not be subject to Australian CGT on the disposal of units in the Fund unless the units were capital assets held by the investor in carrying on a business through a permanent establishment in Australia. Australian tax may apply in certain circumstances if the non-resident holds their units on revenue account. CGT may also apply in some cases where the Fund has a direct or indirect interest in Australian real property. We recommend that non-resident investors seek independent tax advice in relation to the tax consequences of the disposal of their units.

## 10. Other Information

### Market making on the Securities Exchange

The Units can be bought and sold on the Securities Exchange in the same way as listed securities.

Under the Cboe Operating Rules we have an obligation to facilitate an orderly and liquid market in the Class and have appointed a Market Maker to assist us in doing so. While we will monitor the Market Maker's ability to maintain continuous liquidity in the market, there is no guarantee of liquidity, particularly if there is a failure by the Market Maker to make a market.

Further, there is a risk to transacting investors that Unit prices determined using the Material Portfolio Information or MPI disclosure model during the Cboe Trading Day will not accurately represent the value of Fund units. This risk could arise due to, for example, market volatility or stale prices in the underlying assets.

Investors must rely on the expertise of the Responsible Entity and the Market Maker to determine a proxy basket and bid/ask prices that will accurately track all material price movements of the portfolio.

Equity Trustees has also engaged an agent to calculate and disseminate the iNAV which will be published on our website at [www.eqt.com.au/insto](http://www.eqt.com.au/insto) throughout the Cboe Trading Day. The iNAV will be updated for price movements of Underlying Class investments through live market prices and for foreign exchange movements for the Class portfolio of international securities. Where there are no stocks held by the Quoted Class that have live market prices during the Cboe Trading Day, movements in the iNAV will only reflect the fair value of these stocks with no live market prices.

### CHES

The Class uses the ASX Clearing House Electronic Sub-Register System ("CHES"). Settlement through CHES ensures investors' transactions are settled in two days (T+2).

### Cboe conditions of quotation

As part of the Quoted Class's conditions of quotation on the Cboe market, the Responsible Entity has agreed to:

- disclose the Quoted Class's portfolio holdings on a quarterly basis within two months of the end of each calendar quarter;
- make available half yearly updates, distribution information and other required disclosures on the Cboe Market Announcements Platform;
- provide the iNAV as described in this PDS;
- provide a daily proxy basket of securities (Material Portfolio Information or MPI) as a proxy for the portfolio holdings at the start of each Cboe Trading Day; and
- provide the tracking performance between the disclosed Material Portfolio Information and the Quoted Class's portfolio holdings on a quarterly basis.

### ASIC relief

The Responsible Entity relies on ASIC Corporations (Relief to Facilitate Admission of Exchange Traded Funds) Instrument 2024/147 which:

Ongoing disclosure relief exempts it from the ongoing disclosure requirements in section 1017B of the Corporations Act on the condition that the Responsible Entity complies with section 675 of the Corporations Act as if the Fund was an unlisted disclosing entity. The Responsible Entity will comply with the continuous disclosure requirements of the Corporations Act as if the Fund was an unlisted disclosing entity.

Periodic Statements - ASIC Corporations (Periodic Statement Relief for Quoted Securities) Instrument 2024/14 grants the Responsible Entity relief under sections 1020F(1)(a) and 1020F(1)(c) of the Corporations Act so that where a unitholder has acquired or disposed of Units during the period and the Responsible Entity does not know the price at which the Units were transferred, periodic statements are not required to disclose amounts paid in relation to a transfer of the Units or the return on investment of the transfer during the reporting period, provided that the Responsible Entity is not able to calculate the return on investment and the periodic statement explains why this information was not included and describes how it can be obtained or calculated.

The periodic statement will itemise transactions by disclosing:

- the date of transfer;
- whether the unitholder acquired or disposed of Units and the number of Units transferred; and
- explanations as to why prices of units for transfers and the total dollar value of transfers have not been included. The periodic statement will also include performance information of the Class relative to its investment objective.

### Termination of the Fund

The Responsible Entity may resolve at any time to terminate and liquidate the Fund or the Quoted Class (if it provides investors with notice) in accordance with the Constitution and the Corporations Act. Upon termination and after conversion of the assets of the Fund or Quoted Class (as applying) into cash and payment of, or provision for, all costs, expenses and liabilities (actual and anticipated), the net proceeds will be distributed pro-rata among all investors of the Fund or Quoted Class as relevant according to the units they hold in the Fund or Quoted Class.

### Consent

Each of the Investment Manager and the Administrator (the "Service Providers") has given and, as at the date of this PDS, has not withdrawn:

- its written consent to be named in this PDS in the relevant capacity
- its written consent to the inclusion of the statements made about it and the Quoted Class and which are specifically attributed to it, in the form and context in which they appear.

The Service Providers have not otherwise been involved in the preparation of this PDS or caused or otherwise authorised the issue of this PDS. None of the Service Providers nor their employees or officers accept any responsibility arising in any way for errors or omissions, other than those statements for which it has provided its written consent to Equity Trustees for inclusion in this PDS.

### Constitution of the Fund

The Fund is governed by a constitution that sets out the Fund's operation (the "Constitution"). The Constitution, together with the Fund's PDS, the Corporations Act and other laws, regulate our legal relationship with investors in the Fund. If you invest in the Fund, you agree to be bound by the terms of the Fund's PDS and the Fund's Constitution. You can request a copy of the Constitution free of charge from Equity Trustees. Please read these documents carefully before investing in the Fund. We may amend the Constitution from time to time in accordance with the provisions in the Constitution and the Corporations Act.

### Our legal relationship with you

Equity Trustees' responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Constitution of the Fund, the Cboe Operating Rules (as apply) as well as the Corporations Act and general trust law. The Constitution of the Fund contains a number of provisions relating to the rights, terms, conditions and obligations imposed on both Equity Trustees, as the Responsible Entity of the Fund, and investors.

Equity Trustees may amend the Constitution if it considers that the amendment will not adversely affect investors rights. Otherwise the Constitution may be amended by way of a special resolution of investors.

To the extent that any contract or obligation arises in connection with the acceptance by Equity Trustees of an application or reliance on this PDS by an investor, any amendment to the Constitution may vary or cancel that contract or obligation.

Further, that contract or obligation may be varied or cancelled by a deed executed by Equity Trustees with the approval of a special resolution of investors, or without that approval if Equity Trustees considers the variation or cancellation will not materially and adversely affect investor's rights.

### Foreign Account Tax Compliance Act ("FATCA")

The Australian Government has signed an intergovernmental agreement ("IGA") with the United States of America ("U.S."), which requires all Australian financial institutions to comply with the FATCA Act enacted by the U.S.

Under FATCA, Australian financial institutions are required to collect and review their information to identify U.S. residents and U.S. controlling persons that invest in assets through non-U.S. entities. This information is reported to the ATO. The ATO may then pass that information onto the U.S. Internal Revenue Service.

To comply with the FATCA obligations, we may request certain information from you. Failure to comply with FATCA obligations may result in the Fund, to the extent relevant, being subject to a 30% withholding tax on payment of U.S. income or gross proceeds from the sale of certain U.S. investments. If the Fund suffers any amount of FATCA withholding and is unable to obtain a refund for the amounts withheld, we will not be required to compensate investors for any withholding and the effect of the amounts withheld will be reflected in the returns of the Fund.

### Common Reporting Standard (“CRS”)

The CRS is developed by the Organisation of Economic Co-operation and Development and requires certain financial institutions resident in a participating jurisdiction to document and identify reportable accounts and implement due diligence procedures. These financial institutions will also be required to report certain information on reportable accounts to their relevant local tax authorities.

Australia signed the CRS Multilateral Competent Authority Agreement and has enacted provisions within the domestic tax legislation to implement CRS in Australia. Australian financial institutions need to document and identify reportable accounts, implement due diligence procedures and report certain information with respect to reportable accounts to the ATO. The ATO may then exchange this information with foreign tax authorities in the relevant signatory countries.

To comply with the CRS obligations, we may request certain information from you. Unlike FATCA, there is no withholding tax that is applicable under CRS.

### Compliance plan

Equity Trustees has prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan describes the procedures used by Equity Trustees to comply with the Corporations Act and the Constitution of the Fund. Each year the compliance plan for the Fund is audited and the audit report is lodged with ASIC.

### Indemnity

Equity Trustees, as the responsible entity of the Fund, is indemnified out of the Fund against all liabilities incurred by it in performing or exercising any of its powers or duties in relation to the Fund. To the extent permitted by the Corporations Act, this indemnity includes any liability incurred as a result of any act or omission of a delegate or agent appointed by the Responsible Entity. Subject to the law, Equity Trustees may retain or pay out from the assets of the Fund any sum necessary to affect such an indemnity.

### Anti-Money Laundering and Counter Terrorism Financing (“AML/CTF”)

Australia’s AML/CTF laws require Equity Trustees to adopt and maintain a written AML/CTF Program. A fundamental part of the AML/CTF Program is that Equity Trustees must hold up-to-date information about investors (including beneficial owner information) in the Fund.

To meet this legal requirement, existing investors may also be asked to provide KYC Documents as part of an ongoing customer due diligence/verification process to comply with AML/CTF laws. If applicants or investors do not provide the applicable KYC Documents when requested, Equity Trustees may be unable to provide products or services to existing investors until the information is provided.

To comply with AML/CTF Laws, Equity Trustees may also disclose information including your personal information that it holds about the applicant, an investor, or any beneficial owner, to its related bodies corporate or service providers, or relevant regulators of AML/CTF Laws (whether inside or outside Australia).

Equity Trustees may be prohibited by law from informing investors that this reporting has occurred. Equity Trustees and the Investment Manager are not liable to investors for any loss you may suffer because of compliance with the AML/CTF laws.

### Your privacy

The Australian Privacy Principles contained in the Privacy Act 1988 (Cth) (“Privacy Act”) regulate the way in which we collect, use, disclose, and otherwise handle your personal information. Equity Trustees is committed to respecting and protecting the privacy of your personal information, and our Privacy Policy details how we do this.

It is important to be aware that, to provide our products and services to you, Equity Trustees may need to collect personal information about you and any other individuals associated with the product or service offering. In addition to practical reasons, this is necessary to ensure compliance with our legal and regulatory obligations (including under the Corporations Act, the AML/CTF Act and taxation legislation). If you do not provide the information requested, we may not be able to administer, manage, invest, pay or transfer your investment(s).

You must therefore ensure that any personal information you provide to Equity Trustees is true and correct in every detail. If any of this personal information (including your contact details) changes, you must promptly advise us of the changes in writing. While we will generally collect your personal information from you, your broker or adviser or the Investment Manager and Administrator or Unit Registrar directly, we may also obtain or confirm information about you from publicly available sources to meet regulatory obligations.

If you are an Indirect Investor, then enquiries and complaints should be directed to the operator of the IDPS.

In terms of how we deal with your personal information, Equity Trustees will use it for the purpose of providing you with our products and services and complying with our regulatory obligations. Equity Trustees may also disclose it to other members of our corporate group, or to third parties who we work with or engage for these same purposes. These third parties may be situated in Australia or offshore, however we take reasonable steps to ensure that they will comply with the Privacy Act when collecting, using or handling your personal information.

The types of third parties that we may disclose your information to include, but are not limited to:

- stockbrokers, financial advisers or adviser dealer groups, their service providers and/or any joint holder of an investment;
- those providing services for administering or managing the Fund, including the Investment Manager, Custodian, the Administrator, the Unit Registrar, auditors, or those that provide mailing or printing services;
- our other service providers;
- regulatory bodies such as ASIC, ATO, APRA and AUSTRAC; and
- other third parties who you have consented to us disclosing your information to, or to whom we are required or permitted by law to disclose information to.

Equity Trustees or the Investment Manager may from time to time provide you with direct marketing and/or educational material about products and services they believe may be of interest to you. You have the right to “opt out” of such communications by contacting us using the contact details below.

In addition to the above information, Equity Trustees’ Privacy Policy contains further information about how we handle your personal information, and how you can access information held about you, seek a correction to that information, or make a privacy-related complaint.

Full details of Equity Trustees’ Privacy Policy is available at [www.eqt.com.au](http://www.eqt.com.au). You can also request a copy by contacting Equity Trustees’ Privacy Officer on +61 3 8623 5000 or by email to [privacy@eqt.com.au](mailto:privacy@eqt.com.au)

### Information on underlying investments

Information regarding the underlying investments of the Class will be provided to an investor of the Class on request, to the extent Equity Trustees is satisfied that the information is required to enable the investor to comply with its statutory reporting obligations. This information will be supplied within a reasonable timeframe having regard to these obligations.



## Complaints resolution

Equity Trustees has an established complaints handling process and is committed to properly considering and resolving all complaints. If you have a complaint about your investment, please contact us on:

Phone: 1300 133 472

Post: Equity Trustees Limited

GPO Box 2307, Melbourne VIC 3001

Email: [compliance@eqt.com.au](mailto:compliance@eqt.com.au)

We will acknowledge receipt of the complaint within 1 Business Day or as soon as possible after receiving the complaint. We will seek to resolve your complaint as soon as practicable but not more than 30 calendar days after receiving the complaint. Other types of complaints and complex complaints may have a different maximum response timeframe. We will let you know if a different maximum timeframe will apply to your complaint.

If you are not satisfied with our response to your complaint, you may be able to lodge a complaint with the Australian Financial Complaints Authority ("AFCA").

Contact details are:

Online: [www.afca.org.au](http://www.afca.org.au)

Phone: 1800 931 678

Email: [info@afca.org.au](mailto:info@afca.org.au)

Post: GPO Box 3, Melbourne VIC 3001.

The external dispute resolution body is established to assist you in resolving your complaint where you have been unable to do so with us. However, it's important that you contact us first.

## Indirect Investors

Please note that Indirect Investors who access the Quoted Class through an IDPS will receive reports directly from the IDPS Operator and not from the Responsible Entity. However, Equity Trustees will make available the reports described above to relevant IDPS Operators as required, excluding Fund administration reports which the Administrator will provide to the IDPS Operators. Indirect Investors should refer to their IDPS Guide for information on the reports they will receive regarding their investment.

## Continuous Disclosure

If and when the fund has 100 or more direct investors, it is classified by the Corporations Act as a 'disclosing entity'. As a disclosing entity the Fund is subject to additional regular reporting and disclosure obligations. Investors would have a right to obtain a copy, free of charge, of any of the following documents for the Fund:

- the most recent annual financial report lodged with ASIC ("Annual Report");

- any subsequent half yearly financial report lodged with ASIC after the lodgment of the Annual Report;
- any continuous disclosure notices lodged with ASIC after the Annual Report but before the date of this PDS.

Equity Trustees will comply with any continuous disclosure obligation by lodging documents with ASIC as and when required.

Copies of these documents lodged with ASIC for the Fund may be obtained through ASIC's website at [www.asic.gov.au](http://www.asic.gov.au).

## Fund performance

Up to date information on the performance of the Fund will be available online at [www.talariacapital.com.au](http://www.talariacapital.com.au) or by calling 03 8676 0667. Past performance is not necessarily a guide to future performance.

## Reports

Investors will be provided with the following reports:

- application and withdrawal confirmation statements;
- transaction statements; and
- (where applicable), distribution and tax statements. Annual audited financial accounts are available on Equity Trustees' website.

The latest Fund's annual audited accounts will be available online from [www.eqt.com.au/insto](http://www.eqt.com.au/insto).

The following information is available on Talaria's website and/or is disclosed monthly:

- the current total NAV of the Fund and the withdrawal value of a Unit in each class of Units as at the date the NAV was calculated;
- the monthly or annual investment returns over at least a five-year period (or, if the Fund has not been operating for five years, the returns since its inception);
- any change to key service providers if they have changed since last report given to investors;
- for each of the following matters since the last report on those matters:
  - the net return on the Fund's assets after fees, costs and taxes;
  - any material change in the Fund's risk profile;
  - any material change in the Fund's strategy; and
  - any change in the individuals playing a key role in the investment decisions for the Fund.

By investing, you agree that, to the extent permitted by law, any periodic information which is required to be given to you under the Corporations Act or Cboe or ASIC policy can be given to you by making that information available on Equity Trustees' website.

## 11. Glossary

### **AFSL**

Australian Financial Services Licence.

### **Administrator**

Apex Fund Services Pty Ltd.

### **ASIC**

Australian Securities and Investments Commission.

### **ATO**

Australian Taxation Office.

### **AUSTRAC**

Australian Transaction Reports and Analysis Centre.

### **Business Day**

A day other than a Saturday, Sunday or public holiday in Melbourne, Victoria.

### **Buy/Sell Spread**

The difference between the Application Price and Withdrawal Price of Units, which reflects the estimated transaction costs associated with buying or selling the assets of the Class, when investors invest in or withdraw from the Class.

### **Cboe**

Cboe Australia Pty Ltd ABN 47 129 584 667.

### **Cboe Trading Day**

Means a 'Business Day' as defined in the Operating Rules of Cboe.

### **Class or Quoted Class**

The class of units in the Fund quoted on the Cboe which are known as the Talaria Global Equity Fund - Complex ETF Cboe Code: TLRA

### **Constitution**

The document which describes the rights, responsibilities and beneficial interest of both investors and the Responsible Entity for the Fund, as amended from time to time.

### **Corporations Act**

The Corporations Act 2001 and Corporations Regulations 2001 (Cth), as amended from time to time.

### **Derivative**

A financial contract whose value is based on, or derived from, an asset class such as securities, interest rates, currencies or currency exchange rates and commodities. Common derivatives include options, futures and forward exchange contracts.

### **Equity Trustees**

Equity Trustees Limited (ABN 46 004 031 298) who possess an AFSL No. 240975.

### **Fund**

Talaria Global Equity Fund ARSN 132 393 705.

### **Gross Asset Value (GAV)**

Value of the investments of the Class before deducting certain liabilities of the Class including income entitlements and contingent liabilities.

### **GST**

Goods and Services Tax.

### **HIN**

Holder Identification Number.

### **IDPS**

Investor Directed Portfolio Service.

### **Indicative Net Asset Value or iNAV**

The estimated NAV per Unit that will be published on [www.Talariacapital.com.au](http://www.Talariacapital.com.au) & EQT's website through the Cboe Trading Day to take into account movements in stocks that have live market prices during the trading day in the Class portfolio.

### **Indirect Investors**

Individuals who invest in the Class through an IDPS.

### **Material Portfolio Information (MPI)**

A daily basket of securities selected to track the movements of the Fund as closely as possible.

### **Net Asset Value (NAV)**

The value of the assets of the Class less the value of the liabilities of that Class.

### **PDS**

This Product Disclosure Statement, issued by Equity Trustees.

### **Responsible Entity**

Equity Trustees Limited.

### **RITC**

Reduced Input Tax Credit. Equity Trustees will apply for reduced input tax credits where applicable to reduce the cost of GST to the Class.

### **Securities Exchange**

The Cboe Australia Pty Ltd ABN 47 129 584 667.

### **Securities Exchange Operating Rules**

The Operating Rules of Cboe.

### **Securities Exchange Operator**

The market operated by Cboe Australia Pty Ltd ABN 47 129 584 667.

### **Unit or Units**

The securities in the Class on offer under this PDS.

### **Unit Registrar**

SS&C Solutions Pty Ltd ABN 75 007 325 779.

### **US Person**

A person so classified under securities or tax law in the United States of America ("US") including, in broad terms, the following persons:

any citizen of, or natural person resident in, the US, its territories or possessions; or

any corporation or partnership organised or incorporated under any laws of or in the US or of any other jurisdiction if formed by a US Person (other than by accredited investors who are not natural persons, estates or trusts) principally for the purpose of investing in securities not registered under the US Securities Act of 1933; or

any agency or branch of a foreign entity located in the US; or

a pension plan primarily for US employees of a US Person; or

a US collective investment vehicle unless not offered to US Persons; or

any estate of which an executor or administrator is a US Person (unless an executor or administrator of the estate who is not a US Person has sole or substantial investment discretion over the assets of the estate and such estate is governed by non-US law) and all the estate income is non-US income not liable to US income tax; or

any fund of which any trustee is a US Person (unless a trustee who is a professional fiduciary is a US Person and a trustee who is not a US Person has sole or substantial investment discretion over the assets of the trust and no beneficiary (or settlor, if the trust is revocable) of the trust is a US Person); or

any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person; or

any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the US for the benefit or account of a US Person.