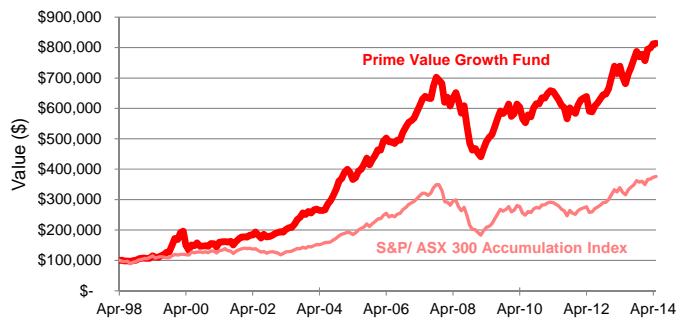


Fund Performance

Annual Return (Class A Units)*	1 mth	3 mths	Financial YTD	1 Yr	3 Yrs (pa)	5 Yrs (pa)	7 Yrs (pa)	10 Yrs (pa)	Since Apr 98 (pa)
Prime Value Growth Fund	0.2%	2.4%	19.5%	15.7%	8.2%	10.0%	3.7%	11.9%	13.8%
S&P/ASX300 Accumulation Index	0.6%	2.6%	19.0%	16.1%	9.7%	12.1%	2.3%	9.3%	8.5%
Relative Performance To Benchmark	-0.4%	-0.2%	0.5%	-0.4%	-1.5%	-2.1%	1.4%	2.6%	5.3%
Approximate Annual Return (after Performance Fees)**				15.7%	8.2%	10.0%	3.4%	11.4%	12.8%

Value of \$100,000 invested since inception (10 Apr 1998 – 31 May 2014)



This graph shows how \$100,000 invested at the Fund's Inception has increased to \$813,900 (net of fees excluding performance fees). This compares very favourably with the return of the market, where a \$100,000 investment would have increased to \$375,900 over the same period. The returns exclude the benefits of imputation credits.

Manager's Commentary

The S&P500 index reached new record highs during the month and closed up 2.1% in line with other major global equity markets.

The US economy showed continuing signs of improvement with better than expected economic data from manufacturing, housing and employment.

Three observations were notable behind the Australian market's rise of 0.7% in May. First, the fears of a market correction on the back of the often quoted line 'sell in May and go away' were not realised. Perhaps sentiment was buoyed by the plethora of M&A activity with takeover bids emerging for Treasury Wine, Aquila Resources and an improved offer for Australand. Second, Australian banks continued to post very robust results with the major banks reporting very low provisions for soured loans. Strength in banks offset the sharp declines in iron ore prices to US\$92/t at the end of the month. Third, the Liberal government handed down their first budget since taking office. Although the actual impact of the budget is reasonably minimal, consumer confidence fell sharply in response to the government's 'austere' budget. Against this backdrop, it's likely that interest rates should remain low for some time.

The fund returned 0.2% in May. Allocation to the energy sector was a positive contributor to fund performance, both on sectoral and stock selection basis. Oil Search (up 6.1%) was a major contributor on positive news flow as the PNG LNG project commenced its first LNG shipment.

Positive standout from the banks reporting season was Commonwealth Bank (up 3.4%)

which showed good credit growth, cost control and low bad debts in its 3Q report.

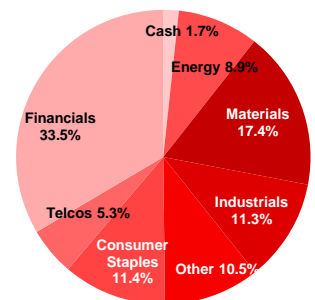
Qube (up 5.0%) was granted an exclusivity period to negotiate terms for the development of the Intermodal Terminal on the strategic Moorebank site. We believe the growth prospects of this development is robust with potential low teen returns, adding to shareholder value over the long term.

Stocks which detracted from the performance include BHP (down 2.0%), largely on softer iron ore prices. We make the observation that concerns over China are widespread and commodity prices are in a soft part of the cycle. One potential outcome of the current soft cycle will be to curb capacity expansion. Such an outcome should benefit the lowest cost producers.

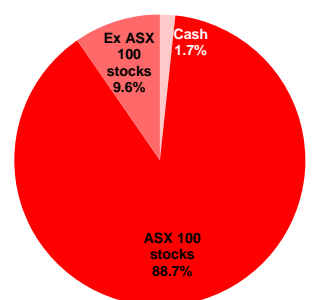
Ingenia (down 9.1%) updated the market on the progress of its manufactured homes building programme and related sales. Poor supplier management meant that delivery of units has had to be deferred into the new financial year. We are monitoring developments but maintain our view that the ageing population's demand for affordable housing remains unabated.

IPO activity continues to be high, both in Australia and New Zealand. Although the pricing of IPOs have generally been towards the higher end of offered prices ranges, we are actively considering investment opportunities. Companies that have differentiated business models and add diversity to our portfolio will be well considered.

Holdings by Sectors



Holdings by Market Cap



Top Five Holdings

ANZ	Financials
BHP	Materials
CBA	Financials
Telstra	Telcos
Wesfarmers	Consumer Staples

The portfolio is generally comprised of 25 - 45 stocks.

* Performance figures have been calculated in accordance with the Financial Services Council (FSC). The returns are calculated after management fees but before performance fees which are charged against individual accounts. The returns exclude the benefits of imputation credits. No allowance has been made for taxation. Performance assumes the reinvestment of income distributions. Past performance is not necessarily an indicator of future performance.

** Post-performance fee returns are an APPROXIMATION only. Performance fees are only payable where the return of the Fund exceeds the performance of the benchmark and the net return is positive.

Investment Objectives

The Growth Fund aims to provide superior medium to long-term capital growth, with some income, by managing a portfolio of predominantly Australian equities listed on any recognised Australian Stock Exchange.

The Fund has achieved a positive return in 12 of the last 15 financial years and has outperformed its benchmark in 11 of the last 15 years. Most importantly, the Prime Value Growth Fund has preserved capital and outperformed strongly in negative years.

Investor Profile

The Prime Value Growth Fund is appropriate for an investor seeking medium to long-term capital growth, who is prepared to accept some fluctuations in short-term returns. This type of investment is appropriate as a significant part of a properly diversified investment portfolio for individuals, companies, trusts and superannuation funds.

Launch Date: 10 April 1998	Direct Investment (Class A)		Indirect Investment via IDPS or IDPS-Like Schemes (Class B)	
APIR Code	PVA0001AU (PVGF)		PVA0011AU (PVGF)	
Income Distributions	Half-yearly		Half-yearly	
Benchmark	S&P / ASX 300 Accumulation Index		S&P / ASX 300 Accumulation Index	
Minimum Initial Investment	\$20,000		N/A	
Minimum Additional Investment	\$2,000		N/A	
Indirect Cost Ratio (ICR)	1.435% p.a. ¹		1.23% p.a. ^{1,2}	
Performance Fee	20.5% p.a. ¹ of performance (net of management fees and administration costs) above the agreed benchmark, subject to positive performance		20.5% p.a. ¹ of performance (net of management fees and administration costs) above the agreed benchmark, subject to positive performance	
Contribution Fee	Nil ³		N/A	
Withdrawal Fee	Nil		N/A	
Research Rating	Lonsec Zenith	Investment Grade Approved	Lonsec Zenith	Investment Grade Approved
Unit Prices @ 31 May 2014	Issue Price:	\$3.3005	Issue Price:	\$3.2807
	Withdrawal Price:	\$3.2755	Withdrawal Price:	\$3.2559

¹ Unless otherwise stated, all fees quoted are inclusive of GST and the relevant RITC.

² Fees for indirect investments do not include the fees charged by the IDPS operator. The fund is available in the following platforms: Asgard, Ausmaq, Beacon, BT Wrap, First Wrap, IOOF Global One, Macquarie Wrap, netwealth, Portfolio Advantage, Premium Choice, Symetry, Wealthtrac.

³ Up to 3% may be charged where a Direct Investor is introduced by an adviser to the Fund, as mutually agreed between the investor & adviser.

The information contained in this Fact Sheet is general in nature and has no regard to the specific investment objectives, financial or particular needs of any specific recipient. It is not intended to constitute investment advice or a personal securities recommendation. This document is not a Product Disclosure Statement (PDS) or an offer of units, and contains a brief overview of the investment only. Any prospective investor wishing to make an investment in the Prime Value Growth Fund must obtain and read the PDS dated 28 March 2013 (particularly the risk factors discussed) and complete an application form. Neither Prime Value Asset Management Limited nor its associates or directors, nor any other person, guarantees the success of the Prime Value Growth Fund, the repayment of capital or any particular rate of capital or income return, or makes any representation in relation to the personal taxation consequences of any investor's investment.

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