



PrimeValue

Building Wealth Together

PRIME VALUE SIV EMERGING COMPANIES FUND CLASS B UNITS

Information Memorandum

Contents

1. About Prime Value Asset Management Limited
2. How the Prime Value SIV Emerging Companies Fund works
3. Benefits of investing in the Prime Value SIV Emerging Companies Fund
4. Risks of managed investment schemes
5. How we invest your money
6. Fees and costs
7. How managed investment schemes are taxed
8. How to apply
9. Our legal relationship with you
10. Glossary of Terms

Contact details

Level 9
Prime Value House
34 Queen Street
Melbourne VIC 3000
Phone: 03 9098 8088
Fax: 03 9098 8099
Email: info@primevalue.com.au
Website: www.primevalue.com.au

Important Information

This Information Memorandum (IM) is a summary of significant information about the Prime Value SIV Emerging Companies Fund (Fund) for the information of prospective investors in Class B Units. The IM is available at www.primevalue.com.au or you can request a copy by calling us on 03 9098 8088. The information provided in the IM is general information only and does not take into account your personal investment objectives, financial situation or needs.

You should obtain professional financial advice tailored to your personal circumstances. This IM has been prepared on the basis that each prospective investor is a "wholesale client" (as that term is defined in the *Corporations Act 2001* (Cth)) and that any offer or issue of units under this IM does not require disclosure under the *Corporations Act*.

This IM is not a product disclosure statement and does not have the same level of disclosure as a product disclosure statement.

Prime Value Asset Management Ltd (ABN 23 080 376 110) (AFSL 222 055) (Prime Value) has prepared and issued this IM as at 4 December 2023. Information in this IM is subject to change of a type that is not materially adverse from time to time. You can obtain any updated information by contacting Prime Value on 03 9098 8088. A paper copy of the updated information will be provided free of charge on request.

All amounts in this IM are in Australian dollars unless stated otherwise. All fees are exclusive of goods and services tax (GST).



Standard & Poor's Fund Manager Awards - Winners

1. About Prime Value Asset Management Limited

Prime Value is a multi-award winning boutique Australian Funds Manager with an impressive history of building wealth with investors since 1998. Prime Value is a two-time winner of the Standard & Poor's Boutique Fund Manager of the Year Award and was recently awarded Zenith Small Cap Fund of the Year for 2022. As Trustee of the Prime Value SIV Emerging Companies Fund, it holds an Australian Financial Services License that authorises it to operate managed investment schemes. Prime Value is responsible for the management and administration of the Fund and sets the investment policies and objectives.

A Manager for All Seasons

Prime Value has a long and successful history in funds management. It has gained a reputation for being a manager for all seasons. Prime Value began in 1998 with the launch of the Prime Value Growth Fund.

Prime Value's stable, talented investment team has navigated many market cycles and a wide variety of investment situations. The team has considerable experience in the corporate sector; an advantage which means Prime Value speaks the language and asks the

right questions of companies when considering investment. This experience has also taught us that investment is more than just science, mathematics and statistics. Art and intuition, which come from experience and skill, also play an important role.

Prime Value's unique style is not easy to pigeon-hole and not easily replicated. We believe that this willingness to follow our own path, combined with a strong culture and sense of stewardship, has driven our consistent record.

Alignment of interest

Prime Value and its investment team are cornerstone investors in Prime Value Funds and have a true alignment of interest with other investors. As fellow investors, we demand superior returns for accepting the investment risk – not just the average return of the market. In this way, "Building Wealth Together" is more than just a slogan; it is the heart and soul of Prime Value.

A strong belief in "stewardship" – that managing money for others is an important responsibility – underpins our culture. This means a focus on absolute, after-tax performance and a clear priority of minimising mistakes.

2. How the Prime Value SIV Emerging Companies Fund work

The Prime Value SIV Emerging Companies Fund is an Australian unregistered managed investment scheme and unit trust. In a unit trust structure, when you invest your money it is pooled with other investor funds. The total value of the assets in the Fund is divided into "units" and a "unit price" is calculated each Business Day. Investors receive units when they invest in the Fund. The unit price will generally change daily as the market value of assets in the Fund rises or falls. The Fund invests primarily in listed equities with a market capitalisation of less than \$500m, and may invest up to 10% in global equities.

Significant Investor Visa (SIV) compliant investment

Under the Australian Government's Significant Investor Visa (SIV) regime, from 1 July 2015, one of the conditions of the visa is that the visa holder invests in, and maintains their investment in 'emerging companies investments' accessed through one or more 'managed investment funds'. These terms are defined in the SIV regime rules.

The Prime Value SIV Emerging Companies Fund is a 'managed investment scheme' that invests in 'emerging companies investments'. A declaration of the complying status of the Fund has been made by Prime Value (Form 1413D) and is available to investors applying for the visa.

Classes of units

Units may be offered in the Fund in one or more classes, and Prime Value has the discretion from time to time in the future to issue more classes. Classes do not constitute separate trust funds. Units of the same class confer equal interest and rights and units of different classes are treated fairly.

Investing in the Fund

To invest in the Fund you will need to complete an application form. You can also add to your investment at any time.

For further information, please see Section 8 'How to apply'.

The following minimum investment amounts apply:

- Minimum initial investment: \$500,000
- Minimum additional investment: \$100,000

We may accept lower amounts at our discretion and reserve the right not to accept an application to invest for any reason.

Withdrawing from the Fund

Withdrawals will generally be accepted and processed daily. Withdrawal requests received before 3.00pm (Melbourne time) on a Business Day will be processed at the withdrawal price at the close of business on that day (subject to the below). Withdrawal requests received after 3.00pm will be processed using the withdrawal price for the following Business Day (subject to the below).

The Constitution of the Fund allows for up to 30 days to process the withdrawal request.

However in certain circumstances, such as when there is a suspension on redemptions or where the Fund becomes illiquid (as defined in the Corporations Act), you may not be able to withdraw your investment within the usual period and alternative withdrawal procedures may apply.

In addition, if we estimate at a time of calculation of the net asset value of the Fund (referred to as a valuation time) that we have received total withdrawal requests exceeding 5% of the total number of units on issue, we may reduce each of those requests on a pro rata basis so that they equal an aggregate of 5% (or such higher percentage as we may determine) of total units on issue (referred to as a redemption limit). The balance of an investor's withdrawal request that is remaining following the pro rata reduction will be carried forward and deemed as a separate withdrawal request to the following valuation time. If the carried forward withdrawal requests, together with any new withdrawal requests received after the preceding cut-off time, exceed the applicable redemption limit at that following valuation time, we may repeat the pro rata reduction procedure until the full balance of the investor's original withdrawal request is satisfied, with the result that each separate withdrawal request receives a separate price determined based on the net asset value of the Fund at successive valuation times.

How to withdraw

Investors can withdraw some or all of their investment by completing a withdrawal form, which is available at www.primevalue.com.au or on request. Withdrawal requests can also be made by simply writing to us. Withdrawal requests must be signed by the authorised signatory(ies).

An investor can withdraw all or part of his/her investment from the Fund, however the minimum amount that can be withdrawn is \$100,000 unless a lesser amount remains invested.

Withdrawal price

Units will be redeemed at the relevant withdrawal price. A withdrawal price is the net asset value attributable to Class B, less an allowance for transaction costs (see 'Buy-Sell Spread' in Section 6), divided by the number of units on issue.

Income distributions

The net income of the Fund received during a year is distributed to investors throughout the year. The Fund generally pays distributions half-yearly as at 30 June and 31 December.

You can choose to have your distributions automatically reinvested into additional units in the Fund or paid directly into your nominated bank account. There is no buy-sell spread on distributions that are reinvested.

Transfers

An investor can generally transfer part of his/her investment to a different entity by completing a transfer form available on request. Both the seller and buyer must provide their executed instruction on the same transfer form. If the buyer is a new investor, they are also required to complete an application form.

2. How the Prime Value SIV Emerging Companies Fund work (continued)

Switches

An investor may switch all or part of his/her investment between funds. No switching fees apply, however the transaction is subject to the normal buy-sell spread, in respect of the redemption from one fund and application in the other fund. Switching may give rise to a capital gains

tax liability. An investor should seek independent advice concerning their taxation position. Please note that Prime Value may, in certain circumstances, refuse to allow an investor to switch between funds.

Switching forms are available at www.primevalue.com.au or on request.

3. Benefits of investing in the Prime Value SIV Emerging Companies Fund

1

STEWARDSHIP – Prime Value has been co-investing with its investors since 1998. Managing our investors' money is our primary purpose, a role we treat with utmost responsibility and prudence.

2

INDEPENDENCE – Prime Value's ownership is open and transparent. Freedom from institutional constraints lets us act in our investors' best interests with an eye to the long term, rather than short term performance measures.

3

RISK MANAGEMENT – Prime Value has a strong history of protecting investors' capital in difficult markets. We believe the Investment professional who makes the least mistakes generally produces superior results over time – the goal is superior returns whilst minimising the risk of permanent capital loss.

4

CULTURE – Prime Value has developed a culture which is inclusive and collaborative. Ideas are shared across the team and this approach is reflected in the longevity and stability of the investment team.

Investment philosophy

The following are the four pillars of our investment philosophy:

Stewardship: We take our role as stewards earnestly and value our responsibility to investors – putting our clients first. Co-investing alongside our investors ensures a true alignment of interest.

Quality investing requires a balance between Art and Science: Prime Value enjoys the flexibility of being a style-neutral manager because it allows us to select stocks from across the ASX within SIV compliance criteria. This independent approach has delivered for over 20 years and means our process is not easily replicated.

When evaluating investment opportunities, we meet with hundreds of companies yearly and focus on higher quality companies selling below intrinsic value. We judge stocks based on investment fundamentals while also taking into account macro economic data, corporate financial reports, industry data and comments from corporate officers to determine whether a stock is under or over-valued.

Prime Value believes all economic and financial tests require flexibility, depending on the phase in the economic cycle or the type of stock. There is no standard way of identifying winners or losers in the stock market. Experience and common sense dictate how the formula must be adapted to determine the appropriate investment decision for each security.

Analysis is the first step in investing; however interpretation and judgment are equally important.

Minimising mistakes: Minimising mistakes is our number one imperative. We must remember investment decisions are based on market views and intelligence that is often faulty, and on research that is never complete and error-free.

Managers therefore live and die on their own judgments. This may seem to be lacking the heroics of picking big winners, but in practice the Investment Manager who makes the fewest mistakes usually produces superior results. Our research efforts are focused as much on avoiding losers as identifying winners.

Equity indices are inefficient: Equity indices are a good way to get a feel for how well the market in general has performed, but they are not necessarily a good model for how to build a portfolio of stocks. At Prime Value, our main focus is on good companies selling below their intrinsic value.

Investing in emerging companies allows us opportunities often overlooked by major fund managers and stockbrokers. There are good reasons to look beyond the obvious. Stocks outside the ASX 100 are less researched and less influenced by trading and market factors and are more suited to detailed fundamental analysis as the basis for investment selections. Our portfolios are constructed based on the expected return characteristics of the individual companies without reference to their size. We invest in a "market of stocks", free of equity indices or other benchmark constraints.

4. Risks of managed investment schemes

Before investing, each potential investor should consider whether the Fund is a suitable investment given their personal investment objectives.

When considering any investment in a managed investment scheme, it is important that you understand:

- all investments carry risk;
- the value of investments will go up and down;
- the level of returns will vary, and future returns may differ from past returns;
- returns are not guaranteed, and investors may lose some of their money;
- laws affecting managed investment schemes may change in the future;
- assets with the highest long-term returns may also carry the highest level of short-term risk;
- the level of risk for each investor will vary depending on a range of factors, including age, investment time frames, where other parts of the person's wealth are invested, and the investor's risk tolerance.

Every investment involves varying degrees of risk and different investment strategies may carry different levels of risk, depending on the assets that make up the strategy. While there are many factors which may impact on the performance of any investment, the summary below details the key risks that investors should be aware of when investing in the Fund:

Risks associated with any investment in listed equities

- An investment in the Fund is an indirect investment in equities listed on a recognised Australian stock exchange, predominantly the ASX, and the risk profile of an investment in the Fund is expected to be similar to the risk profile of an investment in emerging Australian equities. Over time, the performance of stock markets can rise and fall and, at times, substantial negative returns have been produced by investments in stock markets. Prime Value cannot assure investors of positive or superior returns in any financial year because the markets can take unexpected turns and the value of an investment may fluctuate accordingly.

Small company risk - Shares in small companies may trade less frequently and in smaller volume and may experience greater price volatility than larger companies.

Illiquidity risk - The risk that an investment may not be easily converted into cash with no loss of capital and minimum delay, because of either inadequate market depth or disruptions in the market place.

Market risk - The market price of listed equities in which the Fund will invest will be affected by numerous factors including changes in interest rates, exchange rates, inflation, market sentiment and the rate of growth of domestic and foreign economies. War between significant countries and acts of terrorism on a large scale can have a significant adverse direct and indirect effect on both the Australian and global stock markets.

It is not possible to eliminate market risk, and many of the components of market risk cannot be controlled by Prime Value. The value of such listed equities in which the Fund invests will also be affected by the risks that may adversely affect the units in the Fund.

Investing in a managed fund - There are some risks inherent in the operation of a managed fund. These include that the Fund could terminate, or fees and expenses could change. The ability of the Fund to pay distributions is dependent upon the Fund having sufficient cash resources and distributable income.

Changes in Government Policy and Taxation - An investment in the Fund may be affected by changes in government policy and legislation in relation to taxation. Changes to the tax system may impact both the performance of companies in which the Fund invests and the manner in which income and capital profits (or losses) are treated.

Portfolio risk - Investing in a portfolio with a smaller number of investments (typically 25 to 50 stocks) may lead to more volatile returns than investing in an equity fund with a more diversified portfolio.

Stock selection risk - Performance may be lower than the return on the market due to poor investment decisions. This risk is reduced by the employment of a highly qualified, experienced and stable investment team, with a proven performance track record.

Currency risk - This is the risk that currency movements can adversely affect the Australian dollar earnings of companies the Fund invests in.

Derivative risk - Prime Value may make limited use of derivative investments such as options and futures for risk management purposes only.

The derivative may not move in exactly the same way as the underlying physical security (basis risk) and so may not provide exactly the same exposure.

Force majeure events - Force majeure generally refers to an event beyond a party's control, including acts of God, fire, flood, earthquakes, war, acts of terrorism, and labour strikes. A force majeure event may adversely affect the normal operations of financial markets, or the ability of Prime Value, the companies into which the Fund invests or counter-parties utilised by Prime Value.

You should consider the likely investment return, risk and your investment time frame when choosing to invest into the Fund.

5. How we invest your money

Investment return objectives	The Fund seeks to achieve superior total returns by providing medium to long term capital growth by investing in smaller capitalisation companies. A long only concentrated fund that leverages Prime Value's fundamental research capabilities while minimizing the risk of permanent capital loss.
Minimum suggested time frame	3 years
Authorised Investments and asset allocation ranges	The Fund: <ul style="list-style-type: none"> • is comprised of a concentrated portfolio of securities that have a market capitalisation (market cap) of less than \$500m at the time of first purchase by the Fund as follows: <ul style="list-style-type: none"> - ASX listed and other exchange listed Australian securities 0% - 100% - Unlisted Australian securities 0% - 20% - Global listed securities 0% - 10% - Cash 0% - 20% • may hold up to 30% in previously held companies which have grown their market cap above \$500m; • will not purchase or further purchase an individual security that exceeds 10% of the Fund's net assets; • can use derivatives for risk management purposes.
Benchmark	8.0% pa
Description of the Fund	The Fund will be comprised of securities, primarily companies listed on an Australian stock exchange with a market cap of less than \$500m at the time of first purchase by the Fund, with an emphasis on capital preservation. The Fund is designed for investors seeking medium - long term capital growth who are prepared to accept fluctuations in short-term returns.
Minimum number of stocks	25
Risk level	High The likelihood of the value of your investment going down over the short term is relatively high compared to investments in funds investing in other types of assets such as fixed interest or cash.
Fund Performance	For up-to-date information on the performance of the Fund, please call us on 03 9098 8088. Past performance is not necessarily an indicator of future performance.

Note the above limits are based on the Fund's net assets. Your Prime Value SIV Emerging Companies Fund investment is monitored daily to ensure ongoing compliance with the mandatory investment framework. Where an investment limit is exceeded, we will rebalance the portfolio within 10 business days

Ethical Considerations

The subject of ethical investing is highly complex and there are often contradictions and difficulties in its application. While the Fund is not classified as an ethical fund, Prime Value is a socially conscious investor and examines each investment on a case by case basis. Prime Value is committed to the concept of "responsible investing" and applies a "negative screen" to avoid companies whose behaviour or activities are considered, in its opinion, to be highly unethical or not responsible. For instance, the Fund will not invest in companies which directly derive a significant proportion of their income from tobacco, armaments or pornographic activities.

6. Fees and costs - Class B Units

This section shows fees and other costs (unless otherwise stated, excludes GST) that you may be charged in respect of your investment in the Fund. These fees and charges may be deducted from your investment monies, your account, from the returns of your investment or from the Fund's assets as a whole.

You should read all the information about fees and costs because it is important to understand their impact on your investment. The information in the table below can be used to compare costs between different simple managed investment schemes.

Type of Fee or Cost	Amount
Transaction Costs - Fees when your money moves in or out of the Fund	
Establishment Fee	Up to 2.5% (inclusive of GST less any RITC)
Contribution Fee	Nil
Withdrawal Fee	Nil
Termination Fee	Nil
Management Costs - The fees and costs of managing your investment	
Management Fee	1.5% pa The fee is calculated and accrued daily on the net asset value of the Fund at the end of each day, and payable from the Fund's assets within five (5) Business Days of the end of each calendar month.
Performance Fee	30% of net performance above 8% pa, subject to the below. A daily performance fee is calculated on the increase in the value of the Fund relative to an 8% performance hurdle. The daily amounts are added, and where the cumulative balance is positive, performance fees are accrued in the unit price. At the end of each half year (as at 30 June and 31 December), where the cumulative daily performance fee balance is positive, it will be paid from the Fund.
Compliance Administration Fee	0.50% pa of applications The compliance administration fee is calculated half-yearly at 30 June and 31 December, on each individual investor's application to invest in the Fund. It is calculated from the investor's investment date and generally deducted from the income distribution for the relevant period. Where an investor withdraws from the Fund, the compliance administration fee will be calculated at that time and deducted from investor's withdrawal proceeds

Additional explanation of fees and costs

Buy-Sell Spread

An application or withdrawal may require the purchase or sale of Fund assets, incurring transaction costs such as brokerage, government duties and taxes. Issue and withdrawal prices of units are different, reflecting an allowance for such transaction costs. The buy-sell spread is intended to equitably balance the interests of existing, incoming and outgoing investors. The current buy-sell spread is +/-0.40% and is included in the unit price. This is an additional cost to the investor that is paid into a Fund. It is not a fee paid to Prime Value.

Reinvested distributions do not attract the buy-sell spread.

Performance fees

Performance fees are calculated and incorporated into the unit price.

A daily performance fee is calculated on the difference between the daily performance of the Fund and the rate of 8% pa (performance hurdle). Daily performance fees can be positive or negative, depending on whether the Fund's performance is higher or lower than the performance hurdle. The daily performance fees are added together and where the cumulative amount is positive, the amount will be accrued in the unit price.

Where the cumulative daily performance fee balance is negative, no performance fee is accrued in the unit price. Where the cumulative daily performance fee balance is positive at the end of each half year, it is payable to Prime Value.

High water mark

Should there be negative performance after a payment of a performance fee, the next performance fee will not accrue again until the unit price is above the unit price at the end of the half year in which the last performance fee was collected, adjusted for any distributions paid since that date (Unit Price High Water Mark).

In addition, during a period where the unit price reaches a Unit Price High Water Mark, performance fees accrued and payable will be based on the excess return above the Unit Price High Water Mark or the performance hurdle, whichever gives the lower performance fee.

Expenses

The constitution of the Fund allows all properly incurred expenses to be recovered directly from the Fund and does not place any limit on the amount of such expenses that we can recover from the Fund. Normal expenses include custody fees, registry costs, audit, accounting

6. Fees and costs (*continued*)

fees, tax consulting fees and compliance costs. However, we currently choose to pay normal expenses out of the management fee and do not seek a reimbursement from the Fund.

We are also entitled to be reimbursed from the Fund for abnormal expenses, such as the cost of unitholder meetings, defending legal proceedings, special valuation of assets and the costs of terminating the Fund. These abnormal expenses are not generally incurred during the day-to-day operation of the Fund and are not necessarily incurred in any year. However, we do not pay these abnormal expenses out of the management fee, and if they arise, we reserve our right to deduct these expenses from the Fund.

Variation of Fees

All fees and expenses in this IM can change. Prime Value will provide investors with notice in writing 90 days prior to any fee increases (with the exception of the buy-sell spread) taking effect and provide the reasons for such a change. There is currently no intention to change the fees.

The Fund's Constitution defines the maximum that can be charged for fees described in this IM.

Incidental Fees

Where Prime Value is charged fees by an investor's financial institution (e.g. cheque dishonour fee), or where costs are incurred in the transfer or disposal of units (e.g. electronic transfer fees, bank tracing fees, etc.), these costs will be deducted from an investor's application amount or disposal proceeds. Such fees are likely to be minimal.

Adviser Remuneration

Up-front adviser commissions (establishment fees):

Prime Value may deduct up to 2.5% of the amount invested and pay it to your adviser or other intermediaries.

This is mutually agreed between you and your adviser.

Please indicate on the application form if an establishment fee applies.

On-going adviser commissions: Prime Value may pay ongoing adviser commissions to financial advisers and other intermediaries, up to 0.5% pa of the net asset value of your investment. Prime Value will pay all such commissions and other non-monetary benefits from its own resources and not from the Fund.

7. How managed investment schemes are taxed

Investing in managed funds is likely to have tax consequences. Managed funds generally distribute all of their income each year so that they are not subject to tax.

The Fund is required to withhold Australian tax from distributions to non-resident investors for certain types of income. The rate of tax deducted will depend on the type of income distributed and the country of residence of the investor. Fully franked dividends distributed to non-resident investors are not subject to dividend withholding tax or Australian income tax.

Australian tax law requires Prime Value to deduct Australian tax from unfranked dividends derived and distributed to non-resident unitholders. The rate of tax deducted is generally 30%. However, where the non-resident resides in a country that has a tax treaty with Australia, unfranked dividends are generally subject to 15% withholding tax. Interest income is generally subject to 10% Australian withholding tax.

Withholding tax is a final tax which means investors are not required to lodge Australian tax returns unless they have derived Australian income other than interest or dividends.

As the Fund will not invest in Australian real property, non-resident investors will not generally be subject to Australian tax on capital gains realised by the Fund and distributed to investors, or capital gains realised on the disposal of units of the Fund.

Because the Australian taxation system is complex and different investors have different circumstances, you are strongly advised to seek professional tax advice before investing in the Fund.

Common Reporting Standard (CRS)

The Common Reporting Standard ("CRS") is the single global standard for the collection, reporting and exchange of financial account information of non-residents, which applies to calendar years ending after 1 July 2017. The Trustee is required to collect and report personal and financial account information of all non-residents to the ATO. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

8. How to apply

Who can apply to invest?

This offer is only available to Wholesale Clients, as defined in section 761G of the Corporations Act, that receive this IM in Australia. This includes investors that invest at least \$500,000 at one time in the Fund or investors who have provided to us an accountant's certificate which is less than six months old indicating that they have either:

- net assets of at least AUD2.5 million; or
- a gross income for each of the last 2 financial years of at least AUD250,000 a year.

Initial Application

1. Complete and return an application form accompanying this Information Memorandum.

As part of the application process we are required by law to verify your identity before accepting your application.

2. Arrange payment. Refer to the application form for payment options. The minimum initial application is \$500,000.

We may accept lower amounts at our discretion and reserve the right not to accept an application to invest for any reason.

Issue price and cut offs

Units will be allocated at the relevant issue price. An issue price of Class B units is the net asset value attributable to Class B, plus an allowance for transaction costs divided by the number of units on issue.

Unit prices will be calculated daily on the basis of the most recent valuation of the assets of the Fund.

You should read the important information about the buy-sell spread in section 6 before making a decision. The material relating to this matter may change between the time when you read this IM and the day when you acquire the product.

This price is available by contacting us on 03 9098 8088.

When we receive your forms and payment by 3.00pm (Melbourne time) on a Business Day, the issue price applied is the price at the close of business on that day. If they are received after 3.00pm, the issue price for the following Business Day is used.

Verifying your identity - Anti-Money Laundering and Customer Identification Requirements

Anti-Money Laundering and Counter Terrorism Financing legislation requires us to collect identification information and documentation from our investors. If you are investing with us for the first time you must provide us with certain information included in the application form and suitable identification documents to enable us to establish your identity. If you have a financial adviser, he or she may be able to assist you with this process.

We will be unable to process your application without this information and adequate identification documentation.

Appointment of Authorised Nominee

Investors may elect to appoint an authorised nominee to act on their behalf in respect of their investment in the Fund by completing the relevant section of the application form. An authorised nominee has the same power as the investor who appointed them, except they cannot appoint another authorised nominee.

Joint Accounts

Joint accounts are normally accessible to any of the named individuals. For joint accounts, all signatories must sign the declaration on the application form.

Additional Applications

You can add to your investment at any time by simply notifying us in writing and sending payment. An additional application form may be used. This form is available upon request. The minimum additional investment is \$100,000.

Cooling Off Rights

As investment in the Fund is only available to wholesale clients, no cooling off rights exist in relation to investments in the Fund.

Complaints Resolution

We have procedures in place to consider enquiries and complaints in a timely manner. If you have any enquiries or complaints you may contact us on 03 9098 8088 between 8.30am and 5.30pm Melbourne time, Monday to Friday or write to us at:

Level 9
Prime Value House
34 Queen Street
Melbourne VIC 3000

Further Enquiries

If you require further information about the Fund or have any questions about this Information Memorandum, please contact our Client Services Team on 03 9098 8088 or email (info@primevalue.com.au).

9. Our legal relationship with you

Prime Value as the Trustee

As the Trustee of the Fund, we are solely responsible for the Fund's management and administration. We hold an Australian Financial Services Licence (AFSL), authorising us to act as the Trustee of the Fund. Details of our AFSL can be found on ASIC's website at www.asic.gov.au.

Our powers and duties are set out in the constitution relating to the Fund, the Corporations Act and general trust law.

Constitution

The Fund is established by a constitution, as amended from time to time. The provisions of the constitution are binding on investors in the Fund.

In addition to the issue and redemption of units and fees already disclosed in this IM, the constitution covers a number of additional matters, including:

- the nature of units (subject to any special terms of issue, identical rights attach to all units);
- how and when redemptions are paid;
- unitholder meetings (a resolution may bind you, regardless of how or whether you voted);
- the circumstances in which we are and are not liable to you;
- our indemnification out of assets of the Fund for all costs incurred by us in relation to the administration or management of the Fund (subject to the proper performance of our duties);
- your rights to share any Fund income, and how we calculate it; and
- when we can retire as Trustee of the Fund.

We can amend the constitution from time to time, subject to the provisions of the constitution and the Corporations Act, including if we reasonably consider that the amendments will not adversely affect investors' rights. Otherwise, we must obtain investors' approval at a meeting of unitholders. Copies of the Fund constitution are available free of charge upon request by contacting Client Service on 03 9098 8088.

Corporations Act

Our duties under the Corporations Act include:

- acting in the best interest of investors and, if there is a conflict between investors' interests and our own interests, giving priority to investors' interests; and
- reporting to ASIC any breach of the Corporations Act in relation to the Fund, which has had, or is likely to have, a materially adverse effect on the interests of investors.

The board of directors

The board of directors will always be comprised of at least 50% independent directors. Duties include monitoring compliance to ensure investments are within the investment mandate.

Rights and liabilities of an investor

A unit confers a beneficial interest on an investor in the assets of the Fund but not an entitlement or interest in any particular part of the Fund or any asset.

The constitution also provides that the liability of unitholders is limited to their investment in the Fund. Therefore, a unitholder is not required to indemnify us or our creditors against our liabilities in respect of the Fund. However, no complete assurance can be given in this regard as the ultimate liability of unitholders has not been finally determined by the courts.

Privacy

When you provide instructions to Prime Value or its related bodies corporate, Prime Value will be collecting personal information about you. You must ensure that all personal information which you provide to Prime Value is true and correct in every detail, and should your personal details change it is your responsibility to ensure that you promptly advise Prime Value of the changes in writing. This information is needed to facilitate, administer and manage your investment, and to comply with Australian taxation laws and other laws and regulations. Otherwise, your application may not be processed or Prime Value and its delegates will not be able to administer or manage your investment.

The information that you provide may be disclosed to certain organisations, including but not limited to:

- the ATO, AUSTRAC and other government or regulatory bodies;
- your broker, financial adviser or adviser dealer group, their service providers and/or any joint holder of an investment;
- organisations involved in providing, administering and managing the Fund, the administrator, custodian, auditors, or those that provide mailing or printing services; and
- those where you have consented to the disclosure and as required by law.

Currently Prime Value does not disclose any privacy information to parties outside Australia but this is subject to change.

Subject to some exceptions allowed by law, you can ask for access to your personal information to ensure that the information held by Prime Value is accurate and up-to-date. Prime Value's Privacy Policy is available at www.primevalue.com.au.

10. Glossary of Terms

AFSL	means Australian Financial Services Licence;
Business Day	means a day which is not a Saturday, Sunday or public or bank holiday in Melbourne;
Fund	means the Prime Value SIV Emerging Companies Fund;
GST	means goods and services tax payable under A New Tax System (Goods and Services Tax) Act 1999;
Prime Value	means Prime Value Asset Management Limited (ABN 23 080 376 110);
RITC	means Reduced Input Tax Credits as it applies to a reduction in GST; and
SIV	means Australian Significant Investor Visa Class 188 as amended or replaced from time to time.
Trustee	means Prime Value;
US Person	<p>means a person so classified under securities or tax law in the United States of America ("US") including, in broad terms, the following persons:</p> <ul style="list-style-type: none"> a) any citizen of, or natural person resident in, the US, its territories or possessions; or b) 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 c) any agency or branch of a foreign entity located in the US; or d) a pension plan primarily for US employees of a US Person; or e) US collective investment vehicle unless not offered to US Persons; or f) 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 g) any trust 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 h) 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 i) 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.



Australian Financial Services Licence No: 222 055