



Product Disclosure Statement

Ten Cap Alpha Plus Fund

Class C Units

Dated: 1 February 2025

ARSN: 120 567 544 | APIR: ETL0200AU

The Fund is classified as a hedge fund in accordance with the Australian Securities and Investments Commission, Regulatory Guide 240 'Hedge funds: Improving disclosure'. It is likely to be appropriate only for consumers who have received personal advice.

Responsible Entity

Ironbark Asset Management (Fund Services) Limited
ABN 63 116 232 154 | AFSL No. 298626
Level 14, 1 Margaret Street, Sydney NSW 2000

Investment Manager:

Ten Cap Investment Management Pty Ltd
ACN 682 019 987
Australian Financial Services Authorised Representative
(AFSAR No. 001313169) of Tribeca Investment Partners
Pty Ltd ABN 64 080 430 100 AFSL 239070

Contact details

Ten Cap is responsible for providing client services to the Fund.
If you have an enquiry or would like more information, contact a
Ten Cap representative:



Phone: + 61 411 161 121



Email: info@tencap.com.au



Website: www.tencap.com.au

Contents

1. Key features of the Ten Cap Alpha Plus Fund	page 3
2. Summary of disclosure benchmarks	page 4
3. Summary of disclosure principles	page 6
4. Management of the Fund	page 8
5. Details about the Ten Cap Alpha Plus Fund	page 9
6. Risks of investing in the Fund	page 14
7. Fees and other costs	page 17
8. Taxation	page 21
9. How to apply	page 23
10. Withdrawals	page 24
11. Other important information	page 25
12. Glossary	page 28

Important Information

This Product Disclosure Statement ('PDS') in respect of the Ten Cap Alpha Plus Fund ARSN 120 567 544 ('Fund') has been prepared and issued by Ironbark Asset Management (Fund Services) Limited ('Responsible Entity', 'we', 'us' or 'our'), a wholly owned subsidiary of Ironbark Asset Management Pty Ltd ABN 53 136 679 420 AFSL No. 341020 (collectively 'Ironbark'). The investment manager of the Fund is Ten Cap Investment Management Pty Ltd ACN 682 019 987, Australian Financial Services Authorised Representative (AFSAR No. 001313169) of Tribeca Investment Partners Pty Ltd ABN 64 080 430 100 AFSL 239070 (referred to throughout this PDS as 'Ten Cap' or the 'Investment Manager'). Ten Cap is also responsible for providing client services to this Class. The administrator of the Fund is J.P. Morgan Chase Bank, N.A. (Sydney Branch) ABN 43 074 112 011 AFSL No. 238367 (referred to throughout this PDS as 'J.P. Morgan' or the 'Administrator'). MUFG Corporate Markets (AU) Limited ABN 54 083 214 537 is the provider of unit registry services for the Fund ('MUFG' or 'Unit Registry').

This PDS relates to the class of units known as Class C units ('Class C Units'). The Responsible Entity has issued different classes of units in the Fund and may in the future issue other classes of units in the Fund.

UBS AG, Australia Branch ABN 47 088 129 613 AFSL 231087 has been appointed to act as prime broker and UBS Nominees Pty Ltd ABN 32 001 450 522 AFSL 231088 has been appointed as custodian of the assets for the Fund (together, 'UBS'). Barrenjoey Markets Pty Limited and J.P. Morgan Securities PLC have been appointed to act as prime brokers and custodians for the Fund.

The information provided in this PDS is general information only and does not take account of your personal financial situation or needs. It is not intended to be a recommendation by the Responsible Entity, Investment Manager, Administrator, Unit Registry or any of their officers, employees, agents or affiliates to invest in the Fund. You should not base your decision to invest in the Fund solely on the information in this PDS. You should consider the suitability of the Fund in view of your financial position and investment objectives and needs and you may want to seek advice before making an investment decision.

None of the Responsible Entity, Investment Manager, Administrator, Unit Registry or any of their officers, employees, agents or affiliates guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund. You should consider all of this information before making a decision to invest in the Fund. In addition, you should consider the Target Market Determination ('TMD') for the Fund to ensure that you form part of the target market of the Fund. We recommend that you seek financial advice tailored to your personal circumstances before making an investment decision to help you consider the appropriateness of the information in this PDS having regard to your objectives, financial situation and needs as well as to assist with determining whether you form part of the target market of the Fund.

Indirect Investors

The Responsible Entity has authorised the use of this PDS as disclosure to investors and prospective investors who invest directly in the Fund, as well as investors and prospective investors of an investor directed portfolio service, master trust, wrap account, investor directed portfolio service-like scheme or a similar arrangement ('IDPS'). This PDS is available for use by persons applying for units through an IDPS ('Indirect Investors'). The operator or trustee 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. Indirect Investors should carefully read these terms and conditions before investing in the Fund. Indirect Investors should note that they are directing the IDPS Operator to arrange for their money to be invested in the Fund on their behalf. Indirect Investors do not become investors in the Fund and do not have rights of

investors. The IDPS Operator becomes the investor in the Fund and acquires these rights. Indirect Investors should refer to their IDPS Guide for information relating to their rights and responsibilities as an Indirect Investor, including information on any fees and charges applicable to their investment. Information regarding how Indirect Investors can apply for units in the Fund (including an application form where applicable) will also be contained in the IDPS Guide. The Responsible Entity accepts no responsibility for IDPS Operators or any failure by an IDPS Operator to:

- provide Indirect Investors with a current version of this PDS as provided by the Responsible Entity; or
- withdraw this PDS from circulation if required by the Responsible Entity.

Please ask your adviser if you have any questions about investing in the Fund (either directly or indirectly through an IDPS).

The offer to which this PDS relates is only available to persons receiving this PDS in Australia and New Zealand respectively.

This PDS is available free of charge by calling Ten Cap on + 61 411 161 121 or by email: info@tencap.com.au.

Certain information in this PDS is subject to change. We will notify you of any changes that have a materially adverse impact on you or other significant events that affect the information contained in this PDS. Any updated information which is not materially adverse may be obtained or by calling Ten Cap on + 61 411 161 121 or by email: info@tencap.com.au. A paper copy of the updated information will be provided free of charge on request.

New Zealand warning statement

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

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

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets' regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint. The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. The offer may involve a currency exchange risk. The currency for this financial product is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

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

1 Key features of the Ten Cap Alpha Plus Fund

Feature		Section
Name of the Fund	Ten Cap Alpha Plus Fund	
Class of units	Class C or Ten Cap Alpha Plus Class C Units	
ARSN	120 567 544	
APIR	ETL0200AU	
Investment objective	The Fund aims to achieve positive returns in excess of the Benchmark, before fees and expenses, over the long term by taking both Long Positions and Short Positions in selected Australian shares.	5
Benchmark	S&P/ASX 200 Accumulation Index	5
Investment strategy and investments held	The Fund uniquely blends fundamental and quantitative strategies to develop opportunities to generate alpha. This strategy generates concentrated and uncorrelated alpha from fundamental investing; improving on alpha derived from the breadth of the quantitative process. This is an Australian equity Long/Short strategy with the typical asset classes held by the Fund being cash and cash equivalent instruments, Australian listed shares and other equity like securities and exchange traded Derivatives.	5
Investor suitability	The Fund is classified as a hedge fund under ASIC Regulatory Guide 240 and should be considered as a very high risk strategy investment. It is not intended as a complete investment program. It would likely be suitable for investors who have a very high risk appetite and can accept very high volatility and potential losses in order to achieve the target returns and typically prefers growth assets.	
Recommended investment timeframe	At least 5 years.	5
Minimum initial investment	\$500,000 The Responsible Entity may increase this figure or waive it from time to time in its absolute discretion, in accordance with the Corporations Act.	9
Minimum additional investment	\$10,000 The Responsible Entity may increase this figure or waive it from time to time in its absolute discretion, in accordance with the Corporations Act.	9
Minimum withdrawal amount	\$10,000	10
Minimum balance	\$500,000 Where an investor holds units in the Fund whose aggregate value is below this amount, the Responsible Entity may (but is not obliged to) compulsorily redeem all or a portion of such investor's units.	10
Cut-off time for applications and withdrawals	Applications and withdrawals are generally processed daily if received by 12:00pm (Sydney time) on a Business Day.	9, 10
Distribution	Distributions (if any) are paid half yearly as at 31 December and 30 June. Reinvestment of distributions is available.	5, 8
Total ongoing annual fees and costs	Estimated to be 1.5086% p.a. of the net asset value ('NAV') p.a, comprising: <ul style="list-style-type: none"> • Management fees and costs: 0.6000% p.a. • Performance fees: Estimated to be 0.0000% p.a. of the NAV of the Class C Units p.a. • Transaction costs: Estimated to be 0.9086% p.a. 	7
Buy/Sell spread	0.30%/0.30%	7
Entry fee/Exit fee	Nil	7
Performance fee rate	20% of the Class C Units' return above the Benchmark.	7

2 Summary of disclosure benchmarks

In ASIC Regulatory Guide RG 240 *Hedge funds: Improving disclosure* ('RG 240'), ASIC has developed two benchmarks for funds that meet ASIC's definition of a 'hedge fund', and expects issuers of products of such funds to disclose in a Product Disclosure Statement whether the responsible entity meets the benchmarks on an 'if not, why not' basis.

The following table provides a summary of the benchmarks set out in RG 240 and a summary of information about how we meet the benchmarks. You should consider this information together with detailed explanation of the cross-referenced information set out in this PDS and the key risks of investing in the Fund highlighted in section 6 of this PDS.

The information in this section about the RG 240 benchmarks will be updated periodically. This updated information is available on our website and a paper copy will be given to you, without charge, upon request by contacting Ironbark.

Benchmark	Summary	Is the Benchmark satisfied?	Further information
Benchmark 1: Valuation of Assets			
<i>The responsible entity has and implements a policy that requires valuations of the hedge fund's assets that are not exchange traded to be provided by an independent third party administrator or an independent valuation service provider.</i>	<p>The Responsible Entity has a policy to ensure that valuations will be provided by an independent external provider. The Administrator has a pricing policy in place with specific provisions for fund accounting, which incorporates valuation reporting, investment accounting, taxation, unit pricing, financial reporting, performance measurement and post trade compliance.</p> <p>The majority of assets currently traded and held in the Fund are exchange traded and are valued on a mark to market basis at the close of trading on each day. Assets not traded on exchanges are liquid and valued independently by the Administrator in accordance with the market value of the assets.</p> <p>The Responsible Entity maintains sufficient expertise to monitor the performance of any asset valuation services provided by third parties.</p> <p>Further information on the valuation of the Fund's assets is set out in section 5 of this PDS.</p>	Yes	Section 5

Benchmark	Summary	Is the Benchmark satisfied?	Further information
Benchmark 2: Periodic Reporting			
<i>The responsible entity has and implements a policy to provide periodic reports on certain key information.</i>	<p>The Responsible Entity has and implements a policy to provide periodic reports on certain key information as soon as practicable after the year end (but no later than six months after the year end) in respect of the Fund, and will (as applicable) include information about the Fund. The periodic reports may be obtained or by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au. The periodic reports include:</p> <ul style="list-style-type: none"> • the actual allocation of each asset type; • the monthly or annual investment returns over at least a five-year period; • the key service providers if they have changed since the latest report given to investors, including any change in their related party status; • annual report to investors including financial statements and auditor's report; and • annual reporting of the liquidity profile of the portfolio assets, the maturity profile of the liabilities, the leverage ratio and the derivative counterparties engaged by the Fund. <p>Monthly reports may be obtained or by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au, providing information on the Fund including:</p> <ul style="list-style-type: none"> • the current total net asset value of the Fund and the redemption value of a unit in each class of units as at the date the net asset value was calculated; • net return on the Fund's assets, after fees, costs and taxes; • whether returns paid to investors are funded other than from investment returns from the Fund's assets (at this time, returns are funded from investment returns from the fund's assets); • any material change in the Fund's risk profile, strategy or individuals who play a key role in investment decisions; and • the key service providers if they have changed since the latest report given to investors, including any change in their related party status. <p>The latest monthly report may be obtained or by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au. The Unit Pricing Policy and Methodology and latest monthly report can be provided to you directly at no cost upon request.</p> <p>A review of market conditions is available quarterly.</p>	Yes	Section 11

3 Summary of disclosure principles

In RG 240, ASIC has developed nine principles for funds that meet ASIC's definition of a 'hedge fund', and expects issuers of products of such funds to disclose in a Product Disclosure Statement information about the disclosure principles.

The following table sets out the principles in RG 240 and a summary of information in relation to the principles. You should consider this information together with detailed explanation of the cross-referenced information set out in this PDS and the key risks of investing in the Fund highlighted in section 6 of this PDS.

The information in this section about the RG 240 principles will be updated periodically. This updated information is available on our website and a paper copy will be given to you, without charge, upon request by contacting Ironbark.

Principle	Summary	Further Information
Principle 1: Investment strategy	<p>The goal of the Fund's investment strategy is to generate investment returns in excess of the Fund Benchmark over the long term by taking both Long Positions and Short Positions in selected Australian shares that are listed, or expected to be listed within 90 days, on the Australian Securities Exchange ("ASX").</p> <p>This is an Australian equity Long/Short strategy with the typical asset classes held by the Fund being cash and cash equivalent instruments, Australian listed shares and other equity-like securities and exchange traded Derivatives. The Fund may have between 90% and 150% of its NAV invested in Long Positions and 0% to 50% of its NAV invested in Short Positions.</p> <p>Further details regarding the investment strategy of the Fund, including among other things, the diversification guidelines for the Fund, are set out in section 5.2. The specific risks of investing in the Fund and key dependencies and assumptions of the investment strategy of the Fund are described in section 6.</p> <p>The investment strategy of the Fund may change over time and any material change will be notified to investors as soon as possible and/or be notified online at www.ironbark.com.</p>	Section 5,6
Principle 2: Investment manager	<p>Ten Cap Investment Management Pty Ltd is the investment manager. The Fund is managed by Jun Bei Liu, who is supported by an experienced team of quantitative and fundamental analysts.</p> <p>Further details in relation to the expertise of the Investment Manager and the Investment Management Agreement ("IMA") are set out in section 4.</p>	Section 4
Principle 3: Fund structure	<p>The investment is in Class C Units of the Ten Cap Alpha Plus Fund.</p> <p>Ironbark Asset Management (Fund Services) Limited, a wholly owned subsidiary of Ironbark Asset Management Pty Ltd, is the Responsible Entity of the Fund who has appointed Ten Cap Investment Management Pty Ltd as investment manager.</p> <p>PWC has been appointed as the auditor for the Fund.</p> <p>Further information on other key service providers is detailed in section 4.</p> <p>Risks associated with the Fund structure are discussed in section 6.</p> <p>The Responsible Entity maintains sufficient expertise to monitor the performance of any services provided. Procedures are implemented to ensure service agreements are adhered to and that all business units are aware of the expectations and deliverables. At a minimum, outsourced services are reviewed on an annual basis and at the time of renewal of any agreement.</p>	Section 4,5,6
Principle 4: Valuation, location and custody of assets	<p>The assets of the Fund are independently valued by the Administrator, in accordance with the Constitution.</p> <p>Generally, investments will be valued daily, at the latest available market value but other valuation methods and policies may be applied by the Responsible Entity if appropriate or if otherwise required by law or applicable accounting standards.</p> <p>Barrenjoey Markets Pty Limited, J.P. Morgan Securities PLC and UBS have been appointed as prime brokers and custodians for the Fund.</p> <p>J.P. Morgan Chase Bank, NA (Sydney Branch) is the administrator of the Fund ("Administrator") and provides administrative, accounting, registrar and transfer agency services. The Administrator is responsible for determining the Fund's NAV. Additionally, excess cash is held in custody at the Administrator.</p> <p>For more information regarding valuation and custodial arrangements for Fund and location of the Fund's assets, refer to section 5.</p>	Section 4,5

Principle	Summary	Further Information
Principle 5: Liquidity	The Fund invests predominately in liquid assets and is expected to be liquid for the purposes of the Corporations Act. Further explanation of liquidity is discussed in section 5 and associated risks are detailed in section 6 of this PDS.	Section 5,6
Principle 6: Leverage	The Fund's strategy does employ leverage. Further explanation of leverage and prime brokerage arrangements is discussed in section 5 of this PDS and associated risks are detailed in section 6 of this PDS.	Section 5,6
Principle 7: Derivatives	The Fund is permitted to hold exchange traded Derivatives for hedging purposes only, rather than to leverage the Fund. Further explanation of derivatives is discussed in section 5 of this PDS and associated risks are detailed in section 6 of this PDS.	Section 5,6
Principle 8: Short selling	The Fund is permitted to short sell. Further explanation of short selling is discussed in Section 5 and associated risks with short selling are detailed in section 6 of this PDS.	Section 5,6
Principle 9: Withdrawals	Withdrawal requests can be made daily and must be received by 12:00pm (noon) on a Business Day in order for you to receive that Business Day's unit price. Please refer to section 10 of this PDS for further details of the withdrawal mechanisms of the Fund. Risks associated with withdrawals are detailed in section 6 of this PDS.	Section 6,10

4 Management of the Fund

Responsible Entity

Ironbark Asset Management (Fund Services) Limited ABN 63 116 232 154 AFSL No. 298626 is the responsible entity of the Fund and issuer of this PDS ('**Responsible Entity**', '**we**', '**us**', '**our**'), a wholly owned subsidiary of Ironbark Asset Management Pty Ltd ABN 53 136 679 420 AFSL No. 341020, collectively referred to as '**Ironbark**', as the context requires.

The Responsible Entity is an Australian incorporated company licensed to be a responsible entity, and holds an Australian financial services licence to operate registered managed investment schemes.

The Responsible Entity is bound by the Constitution and the Corporations Act. The Responsible Entity has lodged a compliance plan with ASIC which sets out the key measures which the Responsible Entity will apply to comply with the Constitution and the Corporations Act.

Ironbark and its related entities are a diversified financial services business providing solutions across asset management and wealth, as well as acting as responsible entity and trustee.

Through our strategic partnerships with international and Australian investment managers, Ironbark provides investment solutions across a diverse range of asset classes including Australian and international securities, alternative investments, domestic and global property securities, fixed interest securities and private markets.

As at 30 September 2024, Ironbark and its related entities have over \$76.3 billion funds under management, trusteeship and advice.

Ironbark contact details:

Phone: 1800 034 402

Email: client.services@ironbarkam.com

Website: www.ironbarkam.com

Investment Manager

Ten Cap Investment Management Pty Ltd

Ten Cap Investment Management Pty Ltd ACN 682 019 987, Australian Financial Services Authorised Representative (AFSAR No. 001313169) of Tribeca Investment Partners Pty Ltd ABN 64 080 430 100 AFSL 239070 ('**Ten Cap**' or '**Investment Manager**') is a Sydney based boutique asset manager owned by its employees and founders. At the date of this PDS, Ten Cap manages approximately \$1.5 billion on behalf of a diversified investor base. Ten Cap was founded in 2024 by Jun Bei Liu and Jason Todd to provide attractive investment returns and build wealth for its clients.

No significant adverse regulatory findings have been attributed to the Investment Manager.

The Fund is currently managed by Jun Bei Liu, who has over two decades of investment experience. Initially joining Tribeca Investment Partners Pty Ltd in 2005 as an analyst, she was promoted to Deputy Portfolio Manager of the Alpha Plus Fund in 2016, and subsequently assumed portfolio management responsibilities in early 2019. Jun Bei remains lead portfolio

manager for the Alpha Plus fund under Ten Cap. Over her career, Jun Bei has covered most sectors across the Australian market. Jun Bei holds a Bachelor of Commerce (Finance & Economics) from the University of New South Wales. She is also a CFA charter holder and member of the Australian Institute of Company Directors. Further details in relation to the expertise of the Investment Manager and the Investment Management Agreement ('**IMA**') are set out in section 5.

The Responsible Entity has ultimate responsibility for the management of all assets of the Fund.

The Responsible Entity has the right to terminate the services of Ten Cap where it retires as Responsible Entity following the provision of 6 months' written notice or on other specified grounds as identified in the IMA between Ten Cap and the Responsible Entity. For example, the Responsible Entity may terminate the IMA if resolutions are passed by members directing the Responsible Entity to terminate the appointment of the Investment Manager, the Responsible Entity is required or considers it necessary to terminate the IMA to comply with law, the Investment Manager goes into administration, receivership or liquidation, ceases to carry on business, breaches the agreement and fails to correct such breach within the time specified in the IMA, or the Investment Manager is unable to carry out its duties because it has ceased to hold the necessary authorisations.

Prime Brokers and Custodians

The Responsible Entity has appointed Barrenjoey Markets Pty Limited, J.P. Morgan Securities PLC and UBS AG Australia Branch to be the prime brokers ('**Prime Brokers**') and custodians for the Fund. The appointments were made pursuant to the custodian and prime brokerage customer documents (the '**Customer Documents**') entered into between the Responsible Entity for the Fund and the Prime Brokers. The services may include the provision to the Fund of margin financing, clearing, settlement, stock borrowing and foreign exchange facilities. The Fund may also utilise the Prime Brokers, other members of the Prime Broker's group of companies and other brokers and dealers for the purposes of executing transactions for the Fund.

Administrator

J.P.Morgan Chase Bank, N.A. (Sydney Branch)

The Administrator provides certain administrative, accounting, registrar and transfer agency services for the Fund. The Administrator has been appointed to provide these services under an administration agreement between the Responsible Entity and the Administrator. The Administrator has no direct relationship with investors.

Unit Registry

MUFG Corporate Markets (AU) Limited

The Responsible Entity has appointed MUFG Corporate Markets (AU) Limited as the unit registry of the Fund ('**Unit Registry**') to provide unit registration services pursuant to the unit registry services agreement between the Responsible Entity and the Unit Registry.

5 Details about the Ten Cap Alpha Plus Fund

Investment objective

The Fund's investment objective is to achieve positive returns in excess of the Benchmark, before fees and expenses, over the long term by taking both Long Positions and Short Positions in selected Australian shares.

Investment strategy

This is an Australian equity Long/Short strategy with the typical asset classes held by the Fund being cash and cash equivalent instruments, Australian listed shares and other equity-like securities and exchange traded Derivatives. The Fund may have between 90% and 150% of its NAV invested in Long Positions and 0% to 50% of its NAV invested in Short Positions.

Ten Cap employs a sophisticated set of financial tools to analyse the vast array of information available in investment markets. Investment decisions are then determined in consultation with a dedicated team of investment professionals who use a combination of markets experience and connections built up over time with companies, boards, regulators, industry experts and peers in order to seek out information not reflected in market pricing and identify superior investment opportunities. In addition, Ten Cap gains access to all sell side services including stock-specific research & macro insights, equity capital markets and deal flow through its strong partnerships across Australia.

Ten Cap has a clearly defined and systematically implemented investment process that can be broken down into 4 stages: 1) Research and analysis; 2) Portfolio construction; 3) Risk management; and 4) Dynamic management.

- **Stage 1: Research & analysis:** A deeply experienced research team uses both quantitative & fundamental analysis in a systematic approach across a universe of Australian listed stocks. Ten Cap has, over time, developed a unique process for the Alpha Plus fund that uses quantitative inputs to assist fundamental investment decisions. This allows them to take advantage of a Long-Short investment style while harnessing the benefits of high conviction research. Ten Cap does not fix the allocation towards inputs provided by its quantitative versus fundamental process. Both are important and the dynamic nature of the equity market means that different inputs that are derived from both areas of analysis can take on more or less importance during different stages of the business and investment cycles.

The quantitative process is designed to exploit behavioural biases that are exhibited by investors and can be explicitly measured through precisely defined factors. These factors generally fall into the categories of either value, growth and/or momentum and are applied uniformly and systematically across the investment universe to enable both absolute and relative comparisons. The benefit of a quantitative process is that it enables a large number of stocks to be compared quickly and efficiently in an unbiased fashion. It provides an enormous amount of breadth to the investment process and also enables analysis to be refined and enhanced as factors driving returns change. This component of the investment process enables a company's performance outlook to be assessed in an objective manner.

Alongside quantitative insights, Ten Cap employs a fundamental process that has been built up and refined over time. This is where the experience and broad industry knowledge of Ten Cap's investment team provides the greatest point of investment selection differentiation. Fundamental analysis provides a significant amount of detail

on a company and is used to generate insights into its future prospects and potential risk-adjusted returns. Ten Cap has a team of highly qualified and experienced investment analysts who conduct specialized research in various sectors of the equity market. They use their detailed knowledge of these sectors to construct detailed financial models that can be used to identify companies with superior investment prospects when used in combination with other stock selection inputs.

- **Stage 2: Portfolio construction:** Portfolio construction is central to our investment philosophy, with a focus on diversification to generate returns across multiple sectors. We believe in building a portfolio where returns come from a wide range of investments, ensuring that our core convictions are effectively reflected. Each investment is selected through a bottom-up approach, driven by both quantitative and fundamental analysis. Our investment process is closely integrated with rigorous risk management tools and oversight. We use proprietary risk models to monitor exposures and ensure that we only take on risk when it is sufficiently rewarded. Unwanted risks are hedged systematically to protect the portfolio via a proprietary hedging technique which breaks up our sectors into five broad sectors. We apply long-short pair trades where we balance macro exposures, mitigate market impacts, and enhance risk-adjusted returns.
- **Stage 3: Risk management:** Our risk models are part of our investment DNA and are used to evaluate and control our exposure in real time. This approach ensures we only accept risk when it is compensated, while actively hedging away any unwanted exposures. We control risk via a proprietary hedging and sector classification model. We segment our portfolio into five mega sectors: 1) Growth; 2) Yield; 3) Resources; 4) Global cyclical; and 5) Domestic cyclical. By aligning companies within this grouping, we can more effectively manage our stock / industry and macro exposures. Additionally, our long-short mandate allows us to implement pair trades within these sectors, which helps reduce risk while enhancing potential returns.
- **Stage 4: Dynamic management:** Our portfolio is managed dynamically, with continuous performance monitoring to ensure alignment with our investment objectives. We conduct daily checks via our risk model to confirm that our exposures remain within desired levels. Each trade is reviewed meticulously, with all exposures carefully checked and monitored to maintain balance and responsiveness in the portfolio. We analyse daily attribution not only by individual stocks and sectors but also across our mega sectors, long-short positions, and factor performance. This detailed breakdown enables us to adapt swiftly to changes in market conditions, recalibrating our portfolio to maintain optimal risk exposure.

Benefits of a Long/Short investment style

The Australian share market is small by global standards and is dominated by a number of very large companies. When using a benchmark for constructing an investment portfolio, such as the S&P/ASX 200 Accumulation Index, the performance of a traditional fund which only takes long positions will be determined by the size of the fund's shareholding of these very large companies relative to that company's weighting within the benchmark.

In contrast, funds that are also able to take short positions in securities by borrowing securities from other shareholders, selling on market, and reinvesting the proceeds in other long positions have a number of additional benefits. This includes: 1) Expanding the investment universe via adding short positions; 2) Allowing greater portfolio flexibility by being less constrained by index stock weights; 3) Allowing a style agnostic process; 4) Reducing portfolio tracking error via the addition of short positions; 5) Improving portfolio diversification via a larger investment universe; and 6) Adding to risk control. However, short selling of securities does carry additional risk. For more information refer to the 'Managing risk' section.

Investment Guidelines

The assets of the Fund will generally be invested in accordance with the following guidelines:

- The Fund aims to invest in a portfolio of securities that are listed, or expected to be listed within 90 days, on the ASX
- At least 90% of the net value of the shares and like securities held in the Portfolio must be represented by the value of shares and like securities which are constituents of the S&P/ASX 200 Accumulation Index or which are expected to be constituents of that Index within 90 days from purchase
- The Fund may have between 90% and 150% of its NAV invested in Long Positions
- The Fund may have between 0% and 50% of its NAV invested in Short Positions
- The Fund's net exposure to securities will range between 90% and 100% of its NAV
- The Fund aims to hold no more than 10% of its NAV in cash
- At the time of entering a transaction, the exposure of the Fund to any security will not differ from the Benchmark weight by more than 5%. The maximum allowable difference, including price changes, is 6%
- The Fund will not borrow, except by using overdraft facilities as and when required for the efficient settlement of transactions
- The Fund is permitted to use Derivatives. Derivatives are used for hedging purposes only rather than to Leverage the Fund. All Derivatives used will be exchange traded and covered by cash, physical securities or a combination of both. Futures may be used to maintain market exposure when cash is held in the Fund.

Due to movements in the market or similar events, the guidelines set out above may not be adhered to from time to time. In these

circumstances, the Investment Manager will seek to bring the Fund's investments back within the guidelines within a reasonable period of time.

Managing risks

The portfolio is constructed to have an absolute risk profile that is broadly similar to that of the market. This means that most of the risk comes from stock specific sources and the portfolio is exposed to broader market moving events only as much as the Fund Benchmark.

Many risks are driven by external factors that are not controllable. The broad approach to counter such risks is to maintain a high level of diversification across the portfolio. This controls the impact of stock specific events by limiting them to a finite amount.

In addition to the broad impact of diversification, portfolio risk is controlled by placing explicit position limits on individual stocks. These limits also extend to broader sector exposures and size positions within the portfolio. This keeps the exposure to individual stocks risks, as well broader style shifts across the market, under control.

Change in investment strategy

The Investment Manager reserves the right to change its investment strategy from time to time. Any changes to the investment strategy will be notified to investors in accordance with the law.

Fund structure

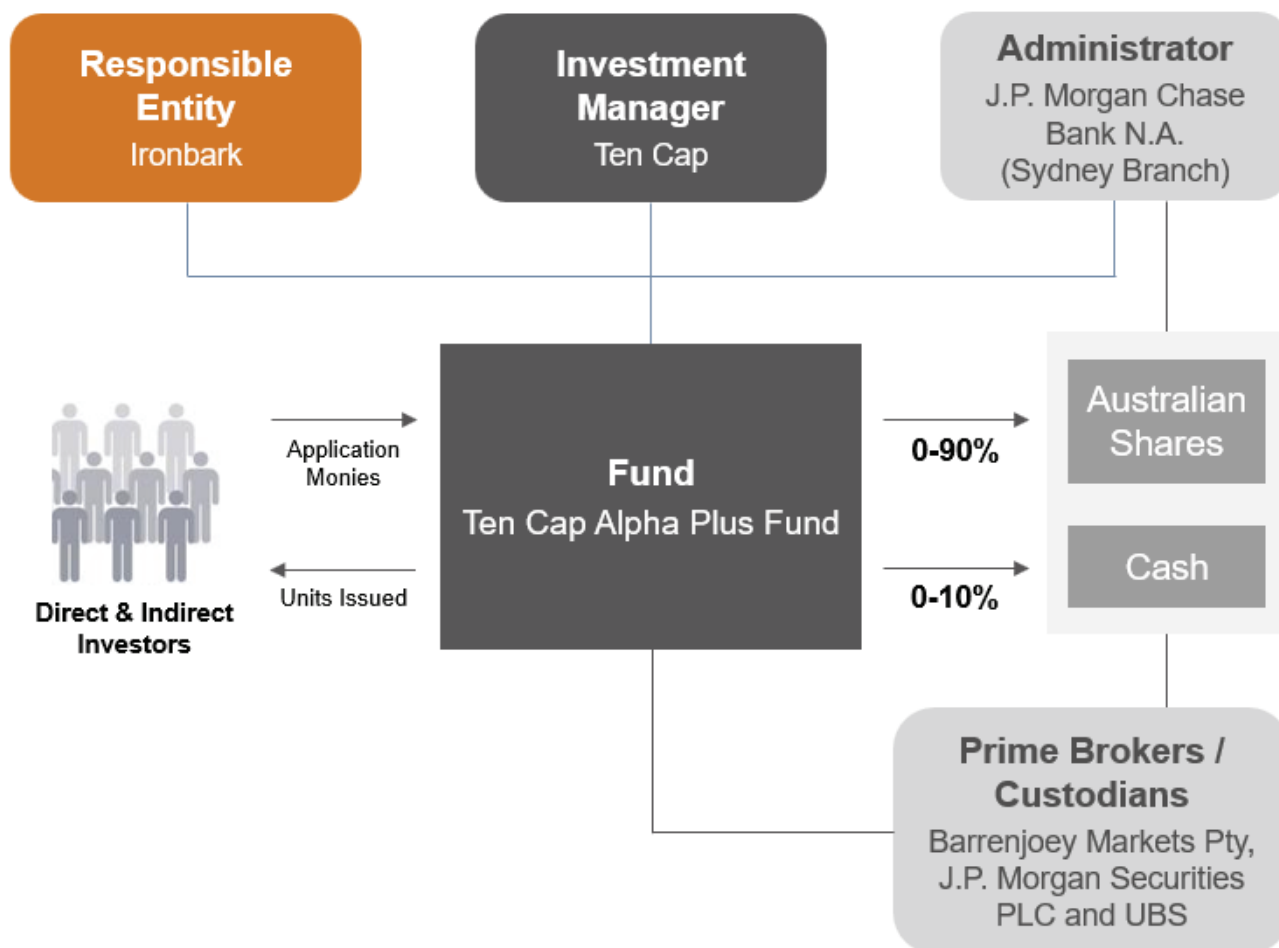
The Fund is a registered managed investment scheme, governed by the Constitution. The Fund comprises assets that are acquired in accordance with its investment strategy with investors receiving units when they invest. Investors receive Class C units otherwise referred to as Ten Cap Alpha Plus Class C Units when they invest.

Each unit represents an investor's undivided beneficial interest in the Fund's assets as a whole, subject to the Fund's liabilities. However, it does not give the investor an interest in any particular asset. The value of units in the Fund is determined by reference to the assets and liabilities of the Fund.

The Responsible Entity has engaged a number of professional service providers to provide a range of investment, administration and back office services to the Fund including custody, administration services, and transaction execution.

For details of the key risks associated with the Fund structure, refer to section 6.

Below is a diagrammatic representation of the structure of the Fund.



Key service providers to the Fund

Set out below is a list of key service providers in respect of the Fund and a description of their key functions in respect of the Fund.

Role	Provider	Key functions
Responsible Entity	Ironbark Asset Management (Fund Services) Limited	The Responsible Entity is responsible for operating and administering the Fund in accordance with the law, the Constitution and the Fund's compliance plan.
Investment Manager	Ten Cap Investment Management Pty Ltd	Responsible for managing the assets of the Fund.
Prime Brokers / Custodians	Barrenjoey Markets Pty Limited, J.P. Morgan Securities PLC and UBS.	Responsible for stock lending and custody of assets. The Prime Brokers are located in Australia.
Administrator	J.P. Morgan Chase Bank, N.A. (Sydney Branch)	Responsible for performing certain administrative, accounting and cash custody services for the Fund.
Unit Registry	MUFG Corporate Markets (AU) Limited	Responsible for providing unit registry services for the Fund.
Auditor	PWC	Responsible for auditing the Fund's financial accounts.

Each key service provider has entered into a service agreement with the Responsible Entity, which sets out the service provider's obligations in relation to the Fund. The Responsible Entity

monitors the performance of the key service providers on an ongoing basis to determine their compliance with service agreement obligations.

All arrangements are on an arm's length basis. Ironbark, Ten Cap, Barrenjoey Markets Pty Limited, UBS and PWC are Australian entities. J.P. Morgan Securities PLC is located in Australia. J.P. Morgan is a global custodian that provides the safekeeping of assets across its global custody platform and network of sub-custodian entities in the respective markets of investment.

Service providers to the Fund may change without prior notice to investors. Investors will be notified of any change to service providers in the regular reports available as described in section 11 of this PDS. See section 6 of this PDS for risks relating to the Fund's service provider arrangements, in particular counterparty risks.

The custodial arrangements in respect of various asset classes are described in the table below.

Asset class	Responsible Custodian	Location of Custodian	Assets as a proportion of NAV
Australian shares	Prime Broker	Australia	0-90%
Unencumbered cash	Administrator	Australia	0-10%

Liquidity

The majority of assets expected to be traded and held by the Fund are liquid. Ironbark and the Investment Manager currently expect that the Fund will be able to realise at least 80% of the Fund's assets at the value ascribed to those assets, in the most recent calculation of NAV, within 10 days.

Strict liquidity limits are adopted by the Fund. The Fund generally invests in highly liquid securities. Ten Cap aims to invest the majority of the Fund's assets in listed securities which are traded in an active market and can be readily disposed of. The maximum exposure to any particular stock will depend upon its specific liquidity and the time taken to trade into and out of the position.

It is unlikely that liquidity issues will result from withdrawal requests. Generally, it is the Investment Manager's policy to ensure that the Fund remains liquid.

Leverage

The maximum gross exposure of the Fund (i.e. Long Positions plus Short Positions) is 200% of the Fund's NAV. This means that for every \$1 of the Fund's NAV, the Fund may Leverage up to \$2.00. For example, this means that compared with an unleveraged fund, assuming that the Fund reaches its maximum gross exposure of 200% of NAV, then:

- a 1% increase in the return on assets of the Fund will result in a 2% increase in return to investors; and
- a 1% decrease in the return on assets of the Fund will result in a 2% decrease in returns to investors.

This example has been provided for reference purposes only. Any assumptions underlying these examples are hypothetical only.

The maximum net exposure of the Fund (i.e. Long Positions minus Short Positions) is 100% of the Fund's NAV.

However, whilst a Short Position can often reduce risk, it is also possible for the Fund's Long Positions and Short Positions to both lose money at the same time.

Derivatives

Derivatives are used infrequently by the Fund for hedging purposes only rather than to leverage the Fund. The Fund will only invest in exchange traded Derivatives such as futures and

Valuation, location and custody of assets

The Administrator values all the Fund's assets independently using pricing data including independent market data vendors, broker dealer pricing and counterparty valuation statements.

The majority of assets currently traded and held in the Fund are exchange traded and are valued on a mark to market basis at the close of trading on each day. Assets not traded on exchanges may include cash and cash equivalent instruments and securities expected to be listed within 90 days. These assets are liquid and valued independently by the Administrator in accordance with the market value of the assets. Excess cash is held in custody by the Administrator.

options on Australian shares. The Fund's exposure to counterparty risk is minimised as contractual obligations are standardised in a regulated exchange traded environment. The Fund will not invest in OTC derivatives. Risks associated with Derivatives may include adverse movement in the physical asset or benchmark underlying the Derivative, potential illiquidity of the Derivative, the Fund being unable to meet payment obligations as they arise and the counterparty to any Derivative contract not being able to meet its obligations under the contract. All Derivatives used will be covered by cash, physical securities or a combination of both. Futures may be used to maintain market exposure when cash is held in the Fund.

Refer to section 6 of this PDS for the risks associated with Derivatives.

Short selling

Short selling plays an important role in ensuring that securities are priced correctly relative to fundamentals. The Fund regularly engages in short selling in order to participate in this process, although in aggregate it is always net long assets. The Fund may have between 0% and 50% of its NAV invested in Short Positions.

In creating a short position the Fund will borrow a security from the Prime Broker and sell it with the intention of repurchasing the security when the price of the security falls. If the price of the security rises, a loss is incurred which can be greater than the purchased value of the security if the price of the security continues to rise. There is also the risk that the Prime Broker may recall a security that the Fund has borrowed at any time which means that the Fund may have to buy the security at an unfavourable price to meet its obligations.

These risks can be managed by ensuring short positions are primarily in liquid securities rather than the small, low liquidity assets which are more regularly subject to price spikes and supply issues.

Refer to section 6 of this PDS for the risks associated with derivatives.

Withdrawals

The Fund trades predominately in liquid instruments and therefore it is likely that withdrawal requests can be satisfied in virtually all market conditions. However, note that in exceptional

circumstances the Responsible Entity has a right to suspend withdrawals. Such circumstances may include, but are not necessarily limited to:

- a severe breakdown in markets in which the Fund trades; and
- a credit event which impairs the short dated cash instruments held in custody.

In certain circumstances, such as when there is a suspension of withdrawal or where the proportion of liquid assets of the Fund falls below the specified thresholds under the Corporations Act, investors may not be able to withdraw their investments within the usual period upon request.

In the unlikely event that material changes to withdrawal rights are made, investors will be notified by publishing the update on the website.

Please see sections 9 and 10 of this PDS for details of applications and withdrawals under normal circumstances.

Suggested investment timeframe

The suggested investment timeframe is at least 5 years.

Distributions

Generally, the income entitlements of investors are determined half yearly (at the end of June and December) and distributions (if any) are normally paid within 30 days of the period end although the distribution at the end of the financial year may take place later. The Responsible Entity may amend the distribution frequency without notice.

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 and the distributable income.

Investors can have their distribution reinvested or paid to a nominated bank account. Investors who do not indicate a preference will have their distributions automatically reinvested. Investors will still be subject to tax on the distribution even if they elect to reinvest.

In some circumstances, such as where a large withdrawal request or application request is made, the Responsible Entity may determine that a special distribution be calculated and distributed earlier than usual in order to: (1) in the event of an application, prevent dilution of distributable income to the existing investors; and (2) in the event of a withdrawal, ensure the redeeming investor receives their share of distributable income so the remaining investors are not left to bear the redeeming investor's portion of taxable income.

There may also be a special attribution of taxable components to redeeming investors under the AMIT regime. In these circumstances, the redeeming investor will receive their redemption proceeds at the time of redemption and will receive an AMIT Member Annual Statement ('AMMA Statement') for the income year which will disclose the components of income attributed to the investor as part of their redemption proceeds. Where some of the redemption proceeds are recategorised as income, this may affect the calculation of any gain or loss on disposal.

In certain cases, there may be assessable income attributed to the investor in the absence of any cash distribution or reinvestment. Such attribution will be offset with a corresponding cost base adjustment in the AMMA statement.

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

New Zealand investors

New Zealand investors can only have their distribution reinvested. When the distribution is reinvested, New Zealand investors will be allotted units in accordance with the terms and conditions set out in this PDS.

The distribution reinvestment plan described in this PDS is offered to New Zealand investors on the following basis:

- At the time the price of the units allotted pursuant to the distribution reinvestment plan is set, the Responsible Entity will not have any information that is not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the units if the information were publicly available.
- The right to acquire, or require the Responsible Entity to issue, units will be offered to all investors of the same class, other than those resident outside New Zealand who are excluded so as to avoid breaching overseas laws.
- Units will be issued on the terms disclosed to you, and will be subject to the same rights as units issued to all investors of the same class as you.

There is available from the Responsible Entity, on request and free of charge, a copy of the most recent annual report of the Fund, the most recent financial statements of the Fund, the auditor's report on those financial statements, the PDS and the Constitution for the Fund (including any amendments). Other than the Constitution, these documents may be obtained electronically from ironbarkam.com/trustee/managed-funds/.

Labour, environmental, social and ethical considerations

Ironbark has delegated the investment function (including ESG responsibilities) to the Investment Manager and the Investment Manager has contemplated that 'Labour, Environmental, Social and Ethical considerations' will not be taken into account in relation to the investment of the fund. However, where those factors negatively impact the investment performance or company stability, the Investment Manager's investment team will generally discuss these matters with company management and/or review the decision to hold the specific investment. No specific methodology is used for such reviews nor are there pre-determined views about the extent to which such factors will be taken into account in a review.

Fund performance

Fund performance will be available by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au. Please note that due to the historical nature of information and the volatility of returns, future returns may differ from past returns. If you are an Indirect Investor, contact your IDPS Operator.

6 Risks of investing in the Fund

All investments are subject to risk. 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.

Selecting the investments that best match your investment needs and timeframe is crucial in managing this risk.

When considering your investment decision, it is important to understand that:

- the value of investments will go up and down;
- returns are not guaranteed;
- you may lose all or part of your investment;
- past performance is not an indicator of future performance;
- laws and regulations affecting investments may change; and
- the appropriate level of risk will vary, depending on age, investment timeframe, other assets held and your risk tolerance levels.

Your financial adviser can help you determine whether the Fund is an appropriate investment based on the above factors.

The Responsible Entity has set out below a list of significant risks that may affect your investment in the Fund. These risks are not exhaustive and there could be other risks that may adversely affect the Fund.

We do not guarantee the liquidity of the Fund's investments, repayment of capital, any rate of return or the Fund's investment performance. The value of the Fund's investments will vary. You may lose money by investing in the Fund and your investment in the Fund may not meet your objectives. The level of returns will vary and future returns may differ from past returns.

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

Specific risks relevant to your investment in Ten Cap Alpha Plus Fund

Company risk	An investment into equities is exposed to risks due to changes in that company or its business environment. Changes to operations and/or management, distribution, legal involvement of the company, profit and loss announcements may affect the value of the Fund's security and subsequently the value of the Fund. This risk is somewhat mitigated by the knowledge and experience of the Investment Manager.
Concentration risk	Concentration risk refers to the potential for significant financial loss due to overexposure to a single asset class, sector, or geographic region. This lack of diversification increases vulnerability to adverse events that disproportionately impact the concentrated area, potentially leading to heightened volatility or severe losses. Managing concentration risk involves spreading exposures across various categories to mitigate the impact of localised downturns or specific risks. Concentration risk is controlled by placing explicit positions limits on individual stocks. These limits also extend to broader sector exposures and size positions within the portfolio. This keeps the exposure to individual stock risks, as well as broader style shifts across the market, under control.
Counterparty risk	There is a risk that the Fund may incur a loss arising from the failure of another party to a contract (the counterparty) to meet its obligations. Substantial losses can be incurred if a counterparty fails to deliver on its contractual obligations which may result in the investment activities of the Fund being adversely affected, causing its value to fall. The Fund will only invest in exchange traded derivatives such as futures and options on Australian shares. The Fund's exposure to counterparty risk is minimised as contractual obligations are standardised in a regulated exchange traded environment. The Fund will not invest in OTC derivatives.
Credit risk	Credit risk refers to the risk that a party to a credit transaction fails to meet its obligations, such as a counterparty defaulting under a Derivative contract or the Prime Broker failing to deliver a borrowed security. The Prime Brokers will have general custody of the Fund's assets. The failure of the Prime Brokers to secure custody of the Fund's assets may result in adverse consequences for the assets held by the Fund and may in turn have an adverse effect on the NAV per unit. It is the risk that for cash and interest rate investments, income and/or capital investment will not be repaid due to the financial position of the financial institution or issuer of that investment. This creates an exposure to underlying borrowers and the financial condition of issuers of these securities.
Cyber risk	There is a risk of fraud, data loss, business disruption or damage to the Fund or to investors' personal information as a result of a threat of failure to protect the information or personal data stored within the IT systems and networks of the Responsible Entity and those of our service providers.

Derivatives risk	Derivatives are used infrequently by the Fund for hedging purposes only rather than to Leverage the Fund. The Fund will only invest in exchange traded Derivatives such as futures and options on Australian shares. The Fund's exposure to counterparty risk is minimised as contractual obligations are standardised in a regulated exchange traded environment. The Fund will not invest in OTC derivatives. Risks associated with Derivatives may include adverse movement in the physical asset or benchmark underlying the Derivative, potential illiquidity of the Derivative, the Fund being unable to meet payment obligations as they arise and the counterparty to any Derivative contract not being able to meet its obligations under the contract. All Derivatives used will be covered by cash, physical securities or a combination of both. Futures may be used to maintain market exposure when cash is held in the Fund.
Fund risk	Fund risks include the potential termination of the Fund, change of the fees and expenses (in accordance with the Constitution), change in the Investment Manager or investment professionals of the Investment Manager, or the risk of error in the administration of the Fund. There is also a risk that investing in the Fund may give different results than investing individually because of income or capital gains accrued in the Fund and the consequences of applications and withdrawals by other investors. The Responsible Entity aims to manage fund risk by regularly monitoring the Investment Manager and the investment management process to ensure that the Fund is managed in a way that is in your best interests.
Interest rate risk	Interest rate movements may adversely affect the general business, financial and economic climate worldwide, and hence the value of the assets of a Fund. In addition, to the extent that investors use debt to fund their investment in a Fund, interest rate movements may adversely affect them.
Key personnel risk	Ten Cap is dependent to some extent upon the expertise of its existing investment team. Consequently, the Fund's performance could be adversely affected if key members of the investment team do not continue to provide their services to Ten Cap.
Investment manager risk	There is a risk that the Investment Manager will not achieve its performance objectives or not produce returns that compare favourably against its peers. There is no guarantee that Ten Cap will be able to achieve its investment objective. Ten Cap may lose key personnel, which could impact on its ability to continue to implement the Fund's investment strategy.
Leverage risk	Leverage is a tool which may be utilised by the Fund to magnify exposures beyond the assets available to the Fund by increasing the level of investible assets. The Fund may borrow securities to invest and may invest in derivatives that have the same effect as borrowing. This could enhance returns, although it may also increase losses. Borrowing or leverage may produce more volatile returns compared to investing without making use of borrowing or leverage. Borrowing of securities is typically sourced from the Prime Broker.
Liquidity risk	There may be times when investments may not be readily sold (for example, in a falling market where some traded securities may become less liquid). Moreover, some securities may be thinly traded and there may not be sufficient market depth to facilitate the efficient realisation of those assets at all times. However, in the Investment Manager's opinion, trading volumes of investments are generally sufficient to satisfy liquidity requirements when necessary. The Fund generally invests in highly liquid investments which are traded in an active market, and can be readily disposed of. The Investment Manager attempts to mitigate the liquidity risk factor by ensuring that the Fund has sufficient cash exposure to meet liquidity requirements. Note that neither the Responsible Entity nor the Investment Manager guarantees the liquidity of the Fund's investments.
Market risk	There is a risk that the market value of the Fund's assets will fluctuate. This may occur as a result of factors such as economic conditions, government regulations, market sentiment, local and international political events, environmental and technological issues.
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, Fund Manager and other service providers could be reduced, delayed, suspended or otherwise disrupted.
Regulatory and tax risk	Regulatory risk means that any changes in laws or their interpretations including, but not limited to, taxation and corporate regulatory laws, practice and policy, could adversely affect the value or tax treatment of a Fund or its investments. In certain circumstances, statutory or other restrictions may preclude the acquisition or disposal of investments. There is also a risk that regulatory changes to law may make certain assets less effective in achieving the desired return in a Fund. This also applies to assets outside Australia, which may have exposure to broader economic, social or political factors in addition to regulatory change.

Security selection risk	The Investment Manager may make investment decisions that result in low returns (for example, where the Investment Manager invests in a company that significantly underperforms the Fund Benchmark). This risk is mitigated to some extent by the knowledge and experience of the Investment Manager.
Short selling risk	Selling securities short involves borrowing stock and selling these borrowed securities. Short selling involves a higher level of risk than buying a security. This is because when a security is bought, the maximum loss is limited to the amount invested. With short selling, there is no limit on the maximum loss because there is no upper limit on a security's price. Unless action is taken, losses will continue to increase as the security's price rises. Borrowed securities may also be unexpectedly recalled at a time when they cannot be bought back without substantial losses being incurred. These risks can be managed by ensuring short positions are primarily in liquid securities rather than the small, low liquidity assets which are more regularly subject to price spikes and supply issues.

Managing risks

While all risks cannot completely be eliminated, we aim to manage the impact of these risks through the use of consistent and carefully considered investment guidelines and compliance procedures. However, you should note that not all risks can be foreseen and managed.

The Fund's overall risk management programme focuses on ensuring compliance with the Fund's Constitution, PDS, and the investment guidelines of the Fund and seeks to maximise the returns derived for the level of risk to which the Fund is exposed.

7 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) has a managed funds fee calculator to help you check out different fee options.

This section shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole. Taxes are set out in another part of this document.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

Fees and costs summary Ten Cap Alpha Plus Fund Class C Units

Type of fee or cost ^{1,2}	Amount ³	How and when paid
Ongoing annual fees and costs		
<i>Management fees and costs</i> The fees and costs for managing your investment	Management fees and costs of 0.6000% p.a. comprised of: 1. Management fee of 0.6000% p.a. of the NAV ⁴ . 2. Estimated indirect management fees and costs* of 0.0000% p.a. of the NAV. 3. Estimated expense recovery of 0.0000% p.a. of the NAV.	1. Calculated and accrued daily and reflected in the unit price. The fee is paid monthly in arrears from the assets of the Class C Units. 2. Indirect costs are variable and generally deducted from the assets of the Fund as and when incurred. They are reflected in the unit price. 3. Expense recoveries are generally deducted from the assets of the Fund as and when incurred and reflected in the unit price of the Fund.
<i>Performance fees^{5*}</i> Amounts deducted from your investment in relation to the performance of the product	0.0000% p.a. of the NAV of the Class C Units	Performance fees at the class level are calculated daily and paid semi-annually in arrears from the Class C Units and reflected in the unit price.
<i>Transaction costs*</i> The costs incurred by the scheme when buying or selling assets	Estimated to be 0.9086% p.a. of the NAV.	These costs are expressed net of any amount recovered by the buy-sell spread and are generally deducted from the assets of the Fund as and when incurred.
Member activity related fees and costs (fees for services² or when your money moves in or out of the Ten Cap Alpha Plus Fund Class C Units)		
<i>Establishment fee</i> The fee to open your investment	Nil	Not applicable.
<i>Contribution fee</i> The fee on each amount contributed to your investment	Nil	Not applicable.

Fees and costs summary Ten Cap Alpha Plus Fund Class C Units

<i>Buy-sell spread</i> An amount deducted from your investment representing costs incurred in transactions by the scheme	0.30%/0.30%	The buy-sell spread is deducted from the application amount received from, or the withdrawal amount to be paid to, applicants and withdrawing unit holders respectively at the time of the relevant application or withdrawal. Retained by the Fund.
<i>Withdrawal fee</i> The fee on each amount you take out of your investment	Nil	Not applicable.
<i>Exit fee</i> The fee to close your investment	Nil	Not applicable.
<i>Switching fee</i> The fee for changing investment options	Nil	Not applicable.

¹ Unless otherwise stated, all fees quoted in this PDS are quoted on a GST inclusive basis, net of any reduced input tax credits.

² Additional fees may apply. Refer to 'Additional explanation of fees and costs' in this section for more information.

³ These amounts reflect the Responsible Entity's reasonable estimate at the date of this PDS based on the costs incurred in the previous financial year.

⁴ The management fee can be negotiated with Wholesale Clients. Refer to 'Differential fees' section below under the heading 'Additional explanation of fees and costs'.

⁵ This represents the performance fee of the Class which is payable as an expense of the Fund to the Investment Manager. See "Performance fees" below for more information. The performance fees shown are not a representation of likely future performance. Returns are not guaranteed.

Any item marked with an asterisk () is an estimate.

Example of annual fees and costs for the Fund

This table gives an example of how the ongoing annual fees and costs for the Ten Cap Alpha Plus Fund - Class C Units 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 - Ten Cap Alpha Plus Fund - Class C Units		BALANCE OF \$500,000 WITH A CONTRIBUTION OF \$5,000 DURING YEAR
Contribution fees	Nil	For every additional \$5,000 you put in you will be charged \$0
PLUS Management fees and costs ^{1*}	0.6000% p.a.	And , for every \$500,000 you have in the Ten Cap Alpha Plus Fund - Class C Units you will be charged or have deducted from your investment \$3,000 each year
PLUS Performance fees ^{1 *}	0.0000% p.a.	And , you will be charged or have deducted from your investment \$0 in performance fees each year
PLUS Transaction costs*	0.9086% p.a.	And , you will be charged or have deducted from your investment \$4,543 in transaction costs
EQUALS Cost of Ten Cap Alpha Plus Fund - Class C Units*		If you had an investment of \$500,000 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: \$7,543² What it costs you will depend on the investment option you choose and the fees you negotiate

¹ The management fees and costs and performance fees reflect the Responsible Entity's reasonable estimate at the date of this PDS for the current financial year. The fact that a performance fee was paid or not paid in the example is not a representation of likely future performance. The actual performance fee and therefore the total cost of the Fund in the future will depend on the performance of the underlying investments of the Ten Cap Alpha Plus Fund - Class C Units. Returns are not guaranteed.

² Additional fees may apply. This example does not take into account other fees and costs that may apply to some or all of the available investments. Please refer to the 'Additional explanation of fees and costs' in this section for an explanation of all additional fees and costs that may apply to you.

Any item marked with an asterisk () is an estimate.

When calculating ongoing annual fees and costs in this table, the law says we must assume that the value of your investment remains at \$500,000 and the Ten Cap Alpha Plus Fund - Class C Units value does not fluctuate. The example above assumes that the \$500,000 is invested for the entire year, the value of the investment is constant over the year and that the additional \$5,000 is invested at the end of the year. Therefore,

management fees and costs are calculated using the \$500,000 balance only. Ongoing fees and costs actually incurred will depend on the market value of your investment and the timing of your contributions (including any reinvestment of distributions). The example assumes no abnormal expenses are incurred, no service fees are charged and that fees are not individually negotiated. Any adviser fees payable are in addition to the fees

described in this table. Contact your financial adviser for information about any adviser fees that may apply. Totals may appear incorrect due to rounding.

Warning: Additional fees may be paid to a financial adviser if a financial adviser is consulted, refer to the Statement of Advice provided by the financial adviser in which details of the fees are set out.

Additional explanation of fees and costs

Management fees and costs

The management fees and costs include amounts payable for administering and operating the Fund, investing the assets of the Fund, expenses and reimbursements in relation to the Fund 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 0.6000% p.a. of the NAV of the Class is payable to the Responsible Entity of the Fund for managing the assets and overseeing the operations of the Fund. 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.

Indirect management fees and costs

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 Fund invests. The indirect costs and other expenses component is 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 Investment Manager.

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 at www.ironbark.com where they are not otherwise required to be disclosed to investors under law.

Performance fees

Performance fees include amounts that are calculated by reference to the performance of the Class. The performance fees for the Class are estimated at 0.0000% of the NAV of the Class.

The performance fee figure that is disclosed in the Fees and Costs Summary is generally based on an average of the performance fees over the previous five financial years, where each performance fee relevant to the Class is averaged and totalled to give the performance fees for the Class.

The performance fee is payable to the Investment Manager as an expense of the Class C units. For each six-month period ending 30 June and 31 December (Performance Fee Period), the Investment Manager is entitled to a performance fee for Class C units equal to the aggregate of the performance fee calculated daily as explained below.

The performance fee rate is 20% of the difference between the NAV referable to Class C units (before the performance fee and adjusted for applications and withdrawals) ("Class C Adjusted NAV") as at the current valuation day and the Class C Adjusted NAV as at the previous valuation day adjusted for the

percentage change in the performance hurdle return for that valuation day. Each Business Day is considered to be a valuation day. The performance hurdle return for Class C units is the S&P/ASX 200 Accumulation Index return and management costs (gross of the performance fee).

The performance fee for Class C units is notionally accrued daily in the unit price for Class C units. The minimum daily performance fee included in the Class C unit price is zero and if it is a negative figure, the fee will not be accrued in the unit price for Class C units until it reaches a positive figure.

If the aggregate performance fee calculated daily for Class C units is zero or negative at the end of a Performance Fee Period, no performance fee is payable for that period and no performance fee accrual will be included in the daily unit price for Class C units for the next Performance Fee Period until the fee is positive again. Any underperformance during the Performance Fee Period must be recouped before the Investment Manager becomes entitled to a performance fee for a Performance Fee Period (this is known as a high water mark).

If payable, the performance fee for Class C units is paid from the Fund's assets to the Investment Manager at the end of each Performance Fee Period.

Please note that the performance fees disclosed in the Fees and Costs Summary is not a forecast as the actual performance fee for the current and future financial years may differ. The Responsible Entity cannot guarantee that performance fees will remain at their previous level or that the performance of the Fund will outperform the Benchmark.

It is not possible to estimate the actual performance fee payable in any given period, as we cannot forecast what the performance of the Class will be. Information on current performance fees will be updated from time to time and available at au.investorcentre.mpms.mufg.com.

Transaction costs

In managing the assets of the Fund, the Fund may incur transaction costs such as brokerage, buy-sell spreads in respect of the underlying investments of the Fund, 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 Fund invests (if any), that would have been transaction costs if they had been incurred by the Fund 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 Fund are changed in connection with day-to-day trading or when there are applications or withdrawals which cause net cash flows into or out of the Fund.

Buy/sell spread

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 the Responsible Entity or the Investment Manager. The estimated Buy/Sell Spread is 0.30% upon entry and 0.30% upon exit. The dollar value of these costs based on an application or a withdrawal of \$20,000 is \$60 for each individual transaction. The Buy/Sell Spread can be altered by the Responsible Entity at any time and www.ironbarkam.com 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.

Gross transaction costs (p.a.)	Recovery through buy/sell spread	Net transaction costs (p.a.)
1.0480%	0.1394%	0.9086%

Our estimate of the total transaction costs for the Fund during the current financial year was calculated using the actual costs incurred by the Fund. We expect the total (gross) transaction costs to vary from year to year as they will be impacted by the volume of applications and withdrawals and any changes in the buy/sell spread for the Fund. The net transaction costs amount is the difference between these two amounts. All these amounts are expressed as a percentage of the Fund's average net asset value for the year. Based on an average account balance of \$20,000 over a one-year period, the net transaction costs represent approximately \$182.

Borrowing costs

Borrowing costs are the costs associated with borrowing money or securities such as interest, government charges and stock borrowing fees. Borrowing costs are not included in the management costs but are deducted from the assets of the Fund and reduce the unit price at the time they are incurred.

Borrowing costs are estimates and as at the date of this PDS the estimated cost is 0.0892% p.a. of the NAV (for every \$20,000 you have in the Fund, you will pay an estimate of \$18 in borrowing costs each year).

Bank and government charges

In addition to the fees set out in this section, standard government fees, duties and bank charges may also apply to investments and withdrawals (including dishonour fees and bank charges) and may be payable by the investor.

Goods and services tax ('GST')

Unless otherwise stated, all fees quoted in the PDS are inclusive of GST, after allowing for an estimate for Reduced Input Tax Credits ('RITC').

Further information on GST is available in section 8 of this PDS.

Changes to fees

The Responsible Entity may increase or decrease the fees for a number of reasons without investor consent, subject to the maximum fee amounts specified in the Constitution. We will provide investors at least 30 days' prior notice of any proposed fee increase in accordance with the law. The Responsible Entity also has the right to recover all reasonable expenses incurred in relation to the proper performance of its duties in managing the Fund and as such these expenses may increase or decrease accordingly, without notice. In most circumstances the Constitution defines the maximum fees that can be charged for fees described in this PDS.

Management fee: The current maximum management fee to which the Responsible Entity is entitled is 2.2% (inclusive of GST) of the GAV of the Class.

Contribution fee: The Constitution allows a maximum contribution fee of up to 6.6% (inclusive of GST) of each amount invested (also known as an entry fee). No contribution fee is currently charged.

Exit fee: The Constitution allows a maximum exit fee of up to 6.6% (inclusive of GST) of the redemption price. No exit fee is currently charged.

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 or New Zealand Wholesale Investors. Such arrangements would be subject to individual negotiation and compliance with the legal and regulatory requirements.

8 Taxation

This section provides general information only on selected Australian income tax matters and is only applicable to Australian resident investors in the Fund that hold their units on capital account. The tax comments in this section do not take into account the specific circumstances of the investor. In particular, they may not be relevant to investors that are subject to special tax rules such as banks, insurance companies, managed investment trusts, tax exempt organisations and dealers in securities.

Warning: Ironbark cannot give tax advice in respect of investments in the Fund. Investing in a registered managed investment scheme (such as this Fund) is likely to have tax consequences. Australian tax laws are complex and subject to change. The tax comments below are only in respect of Australian income tax and are based on the current law in Australia as at the date of this PDS. The comments do not take into account any changes in the tax law or future judicial precedents of the law after this time. Investors are strongly advised to seek their own professional tax advice about the applicable Australian tax (including income tax, GST and duty) consequences and, if appropriate, foreign tax consequences that may apply to investors based on their particular circumstances before investing in the Fund.

The Fund is an Australian resident for tax purposes and does not pay tax on behalf of its investors. Australian resident investors are assessed for tax on any income and capital gains generated by the Fund to which they become presently entitled or, where the Fund has made a choice to be an Attribution Managed Investment Trust ('AMIT'), are attributed to them.

In the case where the Fund makes a loss for tax purposes for a particular income year ended 30 June, the Fund cannot distribute the tax loss to investors. However, subject to the Fund satisfying the relevant loss utilisation rules, the loss may be carried forward and applied by the Fund against its income in future income years.

Australian withholding tax may be deducted from Australian sourced income components distributed to non-resident investors.

Taxation of the Fund

The Fund should be characterised as a resident trust estate for Australian income tax purposes. The Responsible Entity of the Fund should not generally be subject to tax on the net (tax) income of the Fund for the relevant year.

Taxation of Australian resident investors

Distributions

The whole of the Fund's distributable income (if any) for a particular income year ended 30 June will generally be distributed to investors in respect of the relevant income year. Investors should include their share of the net (tax) income of the Fund in their assessable income in the relevant income year. This share is determined based on the distribution of the different income characters by the Fund to the investors. This is the case even if the Fund does not pay a cash distribution, the distribution is reinvested in additional units in the Fund, the distribution is paid in the next income year, or where the income distributions differ to the net (tax) income of the Fund.

At the Investment Manager's discretion, any income received by the Fund or Underlying Trust will generally be re-invested into the underlying investments or used to manage liquidity.

Tax losses incurred by the Fund remain within the Fund and cannot be distributed to investors. Provided the Fund satisfies the relevant loss testing requirements, it may be able to offset its carry forward tax losses against the assessable income it derives in a future income year.

MIT eligibility

Where the Fund satisfies the requirements of a Managed Investment Trust ('MIT'), the Fund can make an irrevocable election ('MIT Capital Election') to apply a deemed 'capital' treatment for gains and losses on 'covered assets' such as shares. The Fund has made the election for deemed capital account treatment. As such, subject to the Fund continuing to meet the eligibility requirements to be a MIT, gains and losses on eligible investments will be treated on capital account. Hence, where the Fund realised a capital gain on the disposal of an asset, the Fund may be entitled to take into account the discount capital gain concession in determining the amount of the capital gain that is included in the Fund's net income.

AMIT election

The Responsible Entity has elected for the Fund to be an AMIT. Under the AMIT regime. Investors will be taxed on an attribution basis (having regard to the amount and character of the net taxable income attributed to an investor), rather than such tax being based strictly on the share of the net income distributed to which an investor is 'presently entitled'. The attribution will be made on a fair and reasonable basis in accordance with the Constitution.

Where taxable income attributed by the Fund for an income year is either less than or greater than the cash distributed, this leads to decreases or increases (respectively) in the cost base of an investor's units in the Fund. These cost base adjustments will be notified in the AMMA statement provided to the investor for an income year.

Ironbark will send an AMMA Statement or a tax statement to investors each income year that will indicate the component of income that have been attributed to each investor from the Fund which may include discount capital gains, non-discount capital gains, Australian source interest, dividend and other income, franking credits, assessable foreign source income, foreign income tax offsets, CGT concession, and other non-assessable amounts.

The capital gains attributed to an investor can be offset by the investor's capital losses arising from other sources. If the capital gains relate to assets held by the Fund for at least 12 months before the disposal and the investor is an individual, trustee or complying superannuation fund, the investor may be entitled to reduce their net capital gain by applying the discount capital gains tax concession, after the application of any capital losses. The concession is 50% for an Australian resident individual or trust, and 33.33% for a complying superannuation fund. In the AMMA Statement or annual tax statement, we will advise of discountable capital gains attributed to the investor to assist in calculating their net capital gain for the relevant year.

To the extent that part of a capital gain to which an investor becomes entitled is not assessable as a result of the discount capital gains tax concession, no adjustment to the cost base of their units will be required.

You may receive other non-assessable distributions from the Fund. Such distributions should reduce the tax cost base of the units of the investor in the Fund on which the distribution is made. Further, where the tax cost base is reduced to nil, the

amount by which the non-assessable component exceeds the tax cost base of the unit will be regarded as a capital gain made by the investor that holds the unit. This capital gain will be a discountable capital gain where the investor has held the unit for more than 12 months.

In the case where the Fund makes a loss for tax purposes for a particular income year ended 30 June, the Fund cannot distribute the tax loss to investors. However, subject to the Fund satisfying the relevant loss utilisation rules, the loss may be carried forward and applied by the Fund against its income in future income years.

Disposal or withdrawal of units

The disposal or withdrawal by an investor of any unit in the Fund may give rise to a capital gain or capital loss that is included in the net capital gain calculation of that investor for the relevant income year. Australian income tax may be payable on any net capital gain that is made for the relevant income year. A capital gain would be made where the capital proceeds from the disposal or withdrawal exceeds the cost base of the relevant unit. A capital loss would be made from the disposal or withdrawal where the capital proceeds from the disposal or withdrawal of the unit are less than the reduced cost base of the unit.

In order to determine their capital gain or capital loss position from the disposal or withdrawal of any unit, investors will need to adjust the tax cost base of their units in the Fund for any AMIT cost base adjustments that have been advised in the investor's AMMA statements received over the duration of their holding plus any non-assessable components distributed from the Fund before the Fund became an AMIT (where relevant). Note, a discount may be available for certain investors in calculating their net capital gain. Such a discount is available on capital gains made on units in the Fund (after the application of capital losses) where the units have been held for at least 12 months.

The discount is 50% for Australian resident individuals and trusts, and 33.33% for complying superannuation funds.

As noted in the Distributions section of this PDS, in certain circumstances there may be a special attribution of income to investors who make a large redemption from the Fund. This attribution may lead to some of the redemption proceeds being reclassified as income. This income will be taxable to the investor, however, the capital proceeds to be included in the capital gain or loss calculation will be correspondingly reduced and in certain circumstances this could convert an apparent capital gain into a capital loss.

GST

GST will apply to most expenses of the Fund. Unless otherwise stated, all fees and expenses are quoted on a GST inclusive basis less any reduced input tax credits available to the Fund. Generally, the Fund cannot claim full input tax credits for GST incurred on expenses, but the Fund may be entitled to reduced input tax credits of any GST paid in respect of some of these expenses.

Tax File Number declaration

On your application form you may provide us with your Tax File Number ('TFN') or advise us in writing of your TFN exemption. Alternatively, if you are investing in the funds in the course or furtherance of an enterprise, you may quote an Australian Business Number ('ABN').

It is not compulsory for you to quote a TFN, exemption or ABN, but if you do not we are required by law to deduct tax from any taxable income distribution payable to you at the highest marginal tax rate plus Medicare Levy and any other applicable Government charges. We are authorised to collect TFNs under tax law. For more information about TFNs, please contact the Australian Taxation Office.

9 How to apply

Applying for units

Investors can acquire units by completing an application form ('Application Form'). The minimum investment amount for the Class is \$500,000.

The price at which units are acquired is determined in accordance with the Constitution ('Application Price'). The Application Price on a Business Day is equal to the NAV divided by the number of units on issue and adjusted for the Buy Spread (if applicable).

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

How to apply

A paper Application Form may be obtained by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au. To invest in the Fund:

- complete the Application Form;
- make payment by direct deposit (see details on the Application Form); and
- send your Application Form to:

Ten Cap Alpha Plus Fund
C/- MUFG Corporate Markets (AU) Limited
Locked Bag 5038, Parramatta NSW 2124

Please note that cash or cheques cannot be accepted.

Who can invest?

Investors can be individuals, joint investors, trusts, clubs and associations, partnerships and companies or the trustee(s) of a self-managed superannuation fund. Applicants who are individuals must be 18 years of age or over.

Investors investing through an IDPS should use the Application Form provided by the operator of the IDPS.

Application cut-off times

If your application is received by 12:00pm (noon) on a Business Day, your units will generally be issued based on the unit price for that Business Day.

If your application is received after 12:00pm on a Business Day, it will be considered as being received on the next Business Day.

We will only start processing an application if:

- we consider that you have correctly completed the Application Form;
- it has been correctly sent by you or your representative and received by Unit Registry;

- you have provided the relevant identification documents; and
- application money (in cleared funds) stated in your Application Form has been received.

We may accept or decline an initial investment for less than the minimum amount at our discretion. We reserve the right to accept or reject applications in whole or in part at our discretion and delay the processing of applications where we believe it to be in the best interest of all the Fund's investors, without giving any reason.

Any interest earned on the application money will not be credited in favour of the applicant and will be retained in the application account to meet ongoing fees.

Making additional investments

You can make additional investments into the Fund at any time by completing an additional investment form, which is available by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au, or submit a written instruction by you or your authorised signatories. Refer to section 11 for further detail on authorised signatories. The minimum additional investment into the Fund is \$10,000. Standard application cut-off times will apply.

Cooling-off period

If you are a Retail Client, you are entitled to a 14-day cooling-off period for the initial investment in the Fund during which you may change your mind about your investment in the Fund and request the return of your money in writing. Generally, the cooling-off period is for 14 days from the earlier of the time your investment is confirmed, or the end of the fifth Business Day after your units are issued.

We will refund your investment, reduced or increased for market movements. We will also deduct any tax or duty incurred and an amount for reasonable transaction and administration costs we incur in relation to your investment in the Fund. As a result, the amount returned to you may be less than your original investment. This right terminates immediately if you exercise a right or power under the terms of the product, such as transferring your units or voting on any units held by you. For any subsequent investments made under a distribution reinvestment plan, cooling off rights do not apply.

No cooling-off rights apply to Wholesale Clients for any investment in the Fund acquired by your IDPS operator on your behalf. If you are an Indirect Investor you should contact your IDPS operator directly or refer to their disclosure document for information about any cooling-off rights that may apply to you.

10 Withdrawals

Access to your money

You can withdraw some or all of your investment by completing a withdrawal form available by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au or submit a written request in the format advised by Unit Registry.

You can fax your withdrawal request to +61 2 9287 0397 or mail to:

Ten Cap Alpha Plus Fund
C/- MUFG Corporate Markets (AU) Limited
Locked Bag 5038, Parramatta NSW 2124

The minimum withdrawal amount is \$10,000.

Your proceeds will typically be made available within 7 Business Days from the receipt of your valid withdrawal request.

Access to funds

Various market conditions can cause difficulties or delays in selling the Fund's assets, or result in a freeze of Fund withdrawals. Such circumstances can mean that it may take longer for you to receive your withdrawal proceeds. The Constitution allows the Responsible Entity up to 30 Business Days after we accept your withdrawal request to make payment. This period may be extended by a further 30 days if the Responsible Entity considers that it is in the best interests of members to do so, or by the number of days during which an Exceptional Circumstance, described in the next paragraph, apply. An Exceptional Circumstance is where if it is not possible or not in the best interests of unit holders for the Responsible Entity to process redemption requests or pay the Withdrawal Price in respect of a redemption request the Responsible Entity has accepted. Such circumstances may include, but are not necessarily limited to:

- restricted or suspended trading;
- extreme price fluctuation; and
- uncertainty in the market for an asset of the Fund.

The Responsible Entity also has a right to suspend the consideration of withdrawal requests where an Exceptional Circumstance is present.

The Responsible Entity reserves the right to fully redeem your investment upon 30 days' notice if your investment balance in the Fund falls below \$500,000 as a result of processing your withdrawal request.

The price at which units are withdrawn is determined in accordance with the Constitution ('Withdrawal Price'). The Withdrawal Price on a Business Day is equal to the NAV divided by the number of units on issue and adjusted for the sell spread (if applicable).

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

The Responsible Entity can deny a withdrawal request where accepting the request would cause the Fund to cease to be liquid or where the Fund is not liquid (as defined in the Corporations Act). When the Fund is not liquid, an investor can only withdraw when the Responsible Entity makes a withdrawal offer to investors in accordance with the Corporations Act. We are not obliged to make such offers. Withdrawals are not to be funded from an external liquid facility.

If you have invested indirectly in the Fund through an IDPS, you will need to complete the relevant forms provided by the IDPS operator. The IDPS operator's withdrawal conditions determine when you can withdraw.

The Responsible Entity will inform investors of any material change to the Fund's withdrawal procedures and rights via the website ironbarkam.com/trustee/managed-funds/ or as otherwise required by law.

Withdrawal cut-off times

All valid withdrawal requests received by 12:00pm (noon) on a Business Day, will generally be withdrawn based on the unit price for that Business Day.

If your withdrawal request is received after 12:00pm on a Business Day, it will be considered as being received on the next Business Day.

Withdrawal terms

You may withdraw some or all of your units in the Fund by completing a withdrawal form, which is available by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au or give a duly authorised written instruction.

We will consider your withdrawal to have been accepted if:

- you have correctly completed the withdrawal instruction by providing the required information;
- we have verified your signature or authorised signatories if applicable; and
- a valid bank account is provided. Third-party payments cannot be made.

If the bank account listed on the withdrawal request is not the same as the one we have on file, we may contact you to provide additional information to validate the instruction

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

- we are not responsible for processing delays as a result of an investor failing to provide nominated account information (please note we are unable to pay to third-party accounts);
- we may need to contact you to verify your account details before processing your withdrawal request, which may cause a delay in finalising your withdrawal;
- if we cannot satisfactorily identify you as the withdrawing investor, we may reject your withdrawal request;
- we are not liable for any loss incurred, should you provide incorrect payment information;
- the withdrawal price will vary as the market value of assets in a Fund rises or falls. An investor's withdrawal can only be processed upon the acceptance of a correctly completed withdrawal instruction;
- we reserve the right to fully withdraw your investment if, as a result of processing your withdrawal request, your investment balance falls below the minimum balance of the relevant Fund;
- as an investor who is withdrawing, you agree that any payment made according to instructions received by post, courier or fax shall be at the complete satisfaction of our

obligations, despite any fact or circumstances such as the payment being made without your knowledge or authority; and

- you agree that if the payment is made according to these terms, you and any person claiming through or under you, shall have no claim against us about the payment.

Ironbark is not liable for any loss an investor may incur due to delays or rejection of a withdrawal request where we have not been able to accept your withdrawal instruction.

Withdrawal restrictions

Under the Corporations Act if the Fund is illiquid you can only withdraw where the Responsible Entity makes a withdrawal offer in accordance with the Corporations Act. The Responsible Entity is not obliged to make such offers.

A Fund will be liquid if it has liquid assets (generally cash and marketable securities) that account for at least 80% of its value. In addition, if the Responsible Entity is unable to repatriate funds to meet withdrawal payments, it may suspend the calculation of the NAV and withhold withdrawal proceeds.

11 Other important information

Authorised signatory

You can appoint a person, joint applicant, 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 no amendments have been made, the authorised signatory to your investment are the individuals who signed the initial investment application form or in the case of a company, Ironbark have been able to validate the officeholder signatures.

For joint investors, unless you specify otherwise, we will assume that one of the investors has the authority of the other investor(s) for all transaction requests (including withdrawals) and any instructions (including any changes to address or bank account details).

If a company is appointed, the powers extend to any 2 directors or 1 director and 1 company secretary. 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.

If you request to apply any investments to an existing account number, any financial adviser or authorised signatory with access to transact on and/or view that account can transact on and/or view any additional investments under that account.

Once appointed, your authorised signatory can 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; and
- enquiring and obtaining copies of the status of your investment.

If you do appoint an authorised signatory:

- you are bound by their acts;

Transferring units

You may transfer units in a Fund to another person. To do this contact Ten Cap for instructions on how to complete the transfer, additionally you will need to send:

- a signed and completed, and where relevant, stamped Australian standard transfer form that you can request by contacting Ten Cap; and
- a completed Application Form from this PDS for the Fund current at the time, completed by the person to whom the units are being transferred as a new applicant to the Fund.

We reserve the right to decline certain transfer requests at our discretion.

A transfer involves a disposal of units and may have tax implications. We recommend that you obtain tax and legal advice (as necessary) before requesting a transfer.

For Indirect Investors, you should contact your IDPS operator if you wish to transfer your units.

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

The Constitution

The Fund is governed by the Constitution that sets out how the Fund must operate, and together with the PDS, the Corporations Act and other laws, regulates the Responsible Entity's legal relationship with investors. If you invest in the Fund, you agree to be bound by the terms of the PDS and the Constitution. A copy of the Constitution will be made available on request by contacting the Responsible Entity. Please consider these documents 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.

Classes

Units may be offered in the Fund in one or more classes as determined by the Responsible Entity from time to time. Class C units will be issued to investors via this PDS. The Responsible Entity has the discretion to issue further classes of units. The Responsible Entity must treat members who hold interests of the same class equally, and members who hold interests of different classes fairly.

Certain investors, who are Wholesale Clients, may negotiate a separate fee arrangement in respect of the performance fee that may be payable to the Investment Manager. Refer to the 'Additional explanation of fees and costs' in section 7 for further information on the performance fee.

Reports

We will make the following statements available to all investors;

- A transaction confirmation statement, showing a change in your unit holding (provided when a transaction occurs or on request).
- The Fund's annual audited accounts for each period ended 30 June.
- Annual distribution, tax and confirmation of holdings statements for each period ended 30 June.
- Annual report detailing a number of matters in relation to the Fund, including the following:
 - the actual allocation to each asset type;
 - the liquidity profile of the portfolio assets as at the end of the period;
 - the maturity profile of the liabilities as at the end of the period;
 - the derivative counterparties engaged (including capital protection providers);
 - 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);
 - the leverage ratio (including leverage embedded in the assets of the Fund, other than listed equities and bonds) as at the end of the period; and
 - the key service providers if they have changed since the latest report given to investors, including any change in their related party status.

The latest annual report will be available by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au.

The following information is available by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au and/or is disclosed monthly:

- the current total NAV of the Fund and the redemption value of a unit in each class of units as at the date the **NAV** was calculated;
- key service providers if they have changed since last report given to investors, including any change to their related party status;
- 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 investment decisions for the Fund.

By applying to invest in the Fund, 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 ASIC policy can be given to you by making that information available on the Responsible Entity's or Ten Cap's website.

Please note that Indirect Investors who access the Fund through an IDPS will receive reports directly from the IDPS Operator and not from the Responsible Entity. However, the Responsible Entity will be providing the reports described above to relevant IDPS Operators. Indirect Investors should refer to their IDPS Guide for information on the reports they will receive regarding their investment.

Unit pricing policy

Our policy in relation to the exercise of discretions in relation to unit pricing is set out in our Unit Pricing Policy and Methodology. The Unit Pricing Policy and Methodology and the latest monthly report can be provided to you directly at no cost upon request.

Disclosure

If a Fund is a disclosing entity, that Fund is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC may be obtained from or inspected at an ASIC office. Investors can obtain a copy of the following documents by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au:

- the most recent annual financial report for the Fund lodged with ASIC;
- any half yearly report for the Fund lodged with ASIC after the lodgement of the last annual report and before the date of this PDS; and
- any continuous disclosure notices given by Ironbark as responsible entity for the Fund after lodgement of the last annual report and before the date of this PDS.

Conflicts of interest

We, and our various service providers, may from time to time act as issuer, investment manager, custodian, registrar, broker, administrator, investment adviser, distributor or dealer, or be otherwise involved in other ways, in relation to other funds established by us, which have similar objectives to those of the Fund. It is possible that any of them may have potential conflicts of interest with the Fund in the course of business. We will, at all times, have regard in such event to our obligations to investors and will endeavour to resolve such conflicts fairly.

In addition, subject to applicable law, any of the foregoing may deal (as principal or agent) with the Fund, provided that such dealings are carried out as if effected on normal commercial terms negotiated on an arm's length basis.

We, our affiliates or any person connected with us may invest, manage or advise other funds that invest in assets which may also be purchased or sold by the Fund. Subject to law, neither we nor any of our affiliates nor any person connected with us, is under any obligation to offer investment opportunities of which any of us becomes aware to the Fund, or to account to the Fund or any investor in respect of (or share with, or inform, the Fund or any investor of) any such transaction or any benefit received by any of us from any such transaction.

Your privacy – privacy collection notice

When you provide instructions to us or our service providers or delegates, we and our service providers or delegates will be collecting personal information about you. 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 we and our service providers or delegates will not be able to administer or manage your investment.

The information that you provide may be disclosed to certain organisations or bodies situated in Australia or overseas, including service providers or business associates who provide services and financing in connection with our products and services and business functions and activities that may include:

- The ATO, Australian Transaction Reports and Analysis Centre ('AUSTRAC') and other government or regulatory bodies;

- your broker, financial adviser or adviser dealer group, their service providers and 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.

Ironbark may from time to time provide you with direct marketing and/or educational material about products and services Ironbark believes may be of interest to you.

Should you not wish to receive this information from Ironbark (including by email or electronic communication), you have the right to “opt out” by contacting Ironbark, or alternatively by emailing the Ironbark Privacy Officer at privacy@ironbarkam.com.

Subject to some exceptions allowed by law, you can ask for access to your personal information. We will give you reasons if we deny you access to this information. The Ironbark Privacy Policy outlines how you can request to access and seek the correction of your personal information. The Ironbark Privacy Policy is available at www.ironbarkam.com and can be obtained by contacting Ironbark, or alternatively by emailing the Ironbark Privacy Officer at privacy@ironbarkam.com.

You should refer to the Ironbark Privacy Policy for more detail about the personal information that Ironbark collects and how Ironbark collects, uses and discloses your personal information.

If you invest indirectly through an IDPS operator, the Responsible Entity does not collect or hold your personal information in connection with your investment in a Fund. Please contact your IDPS operator for more information about their privacy policy.

Anti-money laundering and counter terrorism financing (‘AML/CTF’)

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (‘**AML CTF laws**’) and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to the Responsible Entity regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The AML/CTF laws are enforced by AUSTRAC.

In order to comply with the AML/CTF laws, the Responsible Entity is required to, amongst other things, verify your identity and source of your application monies before providing services to you, and to re-identify you if it considers it necessary to do so.

To meet this requirement, we need to collect certain identification information and documentation (‘**Know Your Clients (‘KYC’) Documents**’) from new investors. Existing investors may also be asked to provide KYC Documents as part of a re-identification process to comply with the AML/CTF laws. Processing of applications or withdrawals will be delayed or refused if investors do not provide the KYC Documents when requested.

Under the AML/CTF laws, the Responsible Entity may be required to submit reports to AUSTRAC. This may include the disclosure of your personal information. We may not be able to tell you when this occurs and, as a result, AUSTRAC may require us to deny you (on a temporary or permanent basis) access to your investment. This could result in loss of the capital invested, or you may experience significant delays when you wish to transact on your investment.

Where required by law, the Responsible Entity may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC.

The Responsible Entity and its agents are not liable for any loss you may suffer because of the Responsible Entity’s compliance with the AML/CTF laws or AML/CTF program.

Fund performance

The latest available information on the performance of the Fund may be obtained by calling Ten Cap on +61 411 161 121 or by email: info@tencap.com.au. Past performance is not an indicator of future performance.

Conditions for use of the fax transaction facility

By submitting an additional investment form or a withdrawal request, you agree to be bound by the following conditions if you give the Unit Registry a notice by fax:

- you acknowledge that there is a risk that fraudulent fax requests may be made by a third party;
- you agree that none of Ironbark, its officers, employees or agents, are responsible for any fraudulently completed communications and that none of Ironbark, its officers, employees or agents will compensate you for any losses arising from such communications; and
- you release and indemnify Ironbark, its officers, employees and agents against any liabilities whatsoever arising from Ironbark, its officers, employees or agents acting on faxed communications from, or purporting to be from you.

Enquiries and complaints

If you have any enquiries regarding the Fund, please contact Ten Cap at info@tencap.com.au for more information.

Ironbark has an established procedure for dealing with complaints. If an investor has a complaint, they can contact the Responsible Entity during business hours, using contact details provided in this PDS. If you make a complaint to us, the complaint will be acknowledged, and we will use reasonable endeavours to resolve your complaint within 30 days.

If an issue has not been resolved to your satisfaction, you can lodge a complaint with the Australian Financial Complaints Authority (‘**AFCA**’):

Online: www.afca.org.au
 Email: info@afca.org.au
 Phone: 1800 931 678
 Mail: Australian Financial Complaints Authority
 GPO Box 3, Melbourne VIC 3001

AFCA provides fair and independent financial services complaint resolution that is free to consumers.

Related party transactions

The Responsible Entity may appoint any of its related entities to provide services and to perform functions in relation to the Fund, including acting as their delegate. Ironbark may also provide services to the Fund in its personal capacity and charge the Fund additional fees for providing such services.

The Responsible Entity may enter into financial or other transactions with related entities in relation to the assets of the Fund and may sell assets or purchase assets from a related entity. A related entity is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction and to retain them for its own account. Such arrangements will be based on arm’s length commercial terms.

In the course of managing the Fund, the Responsible Entity may face conflicts in respect of its duties in relation to the Fund, related funds and its own respective interests. The Responsible Entity has policies and procedures in place to manage these appropriately.

Consent

Ten Cap has given and, at the date of this PDS, has not withdrawn, its written consent to be named in this PDS and to the inclusion of the statements made about it in this PDS.

Ten Cap has not otherwise been involved in the preparation of this PDS and has not caused or otherwise authorised the issue

of this PDS. Ten Cap and its employees and officers do not accept any responsibility arising in any way for errors or omissions from this PDS, other than in relation to the statements that it has provided its consent.

JP Morgan has not been involved in the preparation of this document or caused or otherwise authorised the issue of this document. JP Morgan has not independently verified the information contained in this document and, accordingly, accepts no responsibility for the accuracy or completeness of the information. JP Morgan does not guarantee the success or the performance of the Fund nor the repayment of capital or any particular rate of capital or income return.

12 Glossary

AFSL	Australian financial services licence.
Administrator, JP Morgan	J.P. Morgan Chase Bank, N.A. (Sydney Branch) ABN 43 074 112 011 AFSL No. 238367.
Application Form	the application form accompanying this PDS pursuant to which applications for units in the Fund may be made.
Application Price	the price paid to acquire a unit in the Fund, calculated in accordance with the Constitution.
ASIC	Australian Securities and Investments Commission.
Asset Class	A category of financial assets. The major asset classes are shares, property, fixed interest securities and cash.
ATO	Australian Taxation Office.
AUSTRAC	Australian Transaction Reports and Analysis Centre.
Bottom-up Research	a form of security analysis which begins with forecasting returns for individual companies, followed by analysing returns for industries and then analysing returns for the economy as a whole.
Business Day	a day other than a Saturday or Sunday or public holiday on which banks are open for business in Sydney.
Buy / sell Spread	The buy spread is the difference between NAV per Unit and the Application Price, whereas the sell spread is the difference between NAV per Unit and the Withdrawal Price of Units in the Fund. Collectively this is known as the buy/sell spread. The buy/sell spread reflects the estimated transaction costs associated with buying and selling the assets of the fund, when investors invest in or withdraw from the Fund.
Constitution	the constitution of the Fund.
Corporations Act	<i>Corporations Act 2001</i> (Cth) as amended from time to time.
Custodian of Australian shares	Barrenjoey Markets Pty Limited, J.P. Morgan Securities PLC and UBS Nominees Pty Ltd.
Custodian of unencumbered cash assets	J.P. Morgan Chase Bank, N.A. (Sydney Branch).
Derivative	Generally, a derivative is a financial contract whose value depends upon, or is derived from, the value of an underlying asset, reference rate or index. Derivatives may relate to securities, bonds, interest rates, currencies or currency exchange rates, commodities, and related indexes. Examples include options contracts, futures contracts, options on futures contracts, and swap agreements.
Fund	Ten Cap Alpha Plus Fund ARSN 120 567 544.
Fund Benchmark	S&P/ASX 200 Accumulation Index.
GST	goods and services tax.
Hedge	an investment made in order to reduce the risk of adverse price movements in an investment.
IDPS	an investor directed portfolio service, master trust, wrap account, an investor directed portfolio service-like scheme or a similar arrangement.
IDPS Guide	the disclosure document for an IDPS.
IDPS Operator	the operator or trustee of an IDPS.
Indirect Investors	persons who invest in the Fund through an IDPS.

Investment Manager	Ten Cap Investment Management Pty Ltd ACN 682 019 987 Australian Financial Services Authorised Representative (AFSAR No. 001313169) of Tribeca Investment Partners Pty Ltd ABN 64 080 430 100 AFSL 239070.
Leverage	the use of borrowings, various financial instruments and/or borrowed securities to increase the potential return of an investment. When leverage is used by an underlying fund, the exposure of the fund to investments exceeds the NAV of the fund.
Long Position	an investment position where the Fund has actual ownership of a security. This position will profit from an increase in the value of the security held and a loss will be suffered where the value of the security decreases. In these circumstances, securities are held 'long'.
Long/Short	an investment style that incorporates the use of both Long Positions and Short Positions.
Net Asset Value ('NAV')	the value of assets of the Fund, less the value of the liabilities of the Fund and, in respect of a Class of units, the value of the assets of the Fund referable to that Class less the value of the liabilities of the Fund referable to that Class.
PDS	This product disclosure statement for the offer of Units and interests in the Ten Cap Alpha Plus Fund.
Performance Fee Period	for purposes of calculating the performance fee, a six month period ending on 30 June and 31 December.
Prime Brokers	Barrenjoey Markets Pty Limited, J.P. Morgan Securities PLC and UBS AG Australia Branch have been appointed as prime brokers for the Fund.
Responsible Entity	Ironbark Asset Management (Fund Services) Limited ABN 63 116 232 154 AFSL No. 298626.
Retail Client	persons or entities who are a 'retail client' within the meaning of that term under section 761G of the Corporations Act.
RITC	Reduced Input Tax Credit.
Short Position	an investment position where the Fund sells a security it does not own to try to profit from a decrease in the value of the security. If the value of the security increases a loss will be incurred. Short positions are created by borrowing securities from the Prime Broker and selling them on the share market with the intention of buying them back when they decrease in value. In these circumstances, securities are held 'short'.
Top-down Research	a form of security analysis which begins with forecasting broad trends for the economy as a whole, followed by assessing the impact of these trends on industries and then individual companies.
Unit Registry	MUFG Corporate Markets (AU) Limited ABN 54 083 214 537
US Persons	<p>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) a 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.
we, us, our, Ironbark, Responsible Entity	Ironbark Asset Management (Fund Services) Limited ABN 63 116 232 154, the responsible entity for the Fund, or Ironbark Asset Management Pty Ltd ABN 53 136 679 420, as context requires.

Wholesale Client	<p>persons or entities who are a 'wholesale client' within the meaning of that term under section 761G of the Corporations Act which generally include investors that:</p> <ul style="list-style-type: none"> a) invest at least AU\$500,000 in the Fund; or b) have net assets of at least AU\$2.5 million or gross income of AU\$250,000 for at least the last two financial years and can provide an accountant's certificate to certify their assets or income; or c) are 'professional investors' (e.g. holders of an AFSL, superannuation fund trustees, ASX-listed entities, and persons having or controlling gross assets of at least AU\$10 million) <p>In this PDS, the term 'Wholesale Client' may refer to the above definition from the Corporations Act or Wholesale Investors, as the context requires.</p>
Wholesale Investors	<p>in respect of a New Zealand investor, a "Wholesale Investor" as defined in section 6(1) of the FMCA. This includes an "eligible investor" under Clause 41 of Schedule 1 of the FMCA (separate to the definition for Eligible Investor noted above).</p>
Withdrawal Price	<p>the price paid on the withdrawal of a unit in the Fund, calculated in accordance with the Constitution.</p>