

Armytage Australian Equity Income Fund

(ARSN 126 385 233 APIR ETL0148AU)

Product Disclosure Statement

Issue Date 7 February 2012

Investment Manager

Armytage Wholesale Funds Management Pty Ltd ("Armytage")
ABN 86 126 062 039, AFSL 238519

Responsible Entity

Equity Trustees Limited ("EQT")
ABN 46 004 031 298, AFSL 240975

Client Services:

Armytage Private Limited
Ph. 03 9639 8709
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Email. backoffice@armytage.com.au
Web. www.armytage.com.au

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About this PDS This Product Disclosure Statement ("PDS") has been prepared and issued by EQT and is a summary of significant information relating to an investment in the Armytage Australian Equity Income Fund (the "Fund"). It contains a number of references to important information contained in the Armytage Reference Guide ("Reference Guide") (which forms part of the PDS).

You should consider both the information in this PDS, and the information in the Reference Guide, before making a decision about investing in the Fund. The PDS and the Reference Guide are available on www.armytage.com.au or you can also request a copy by calling Armytage on 03 9639 8709.

The information provided in this PDS is general information only and does not take account of your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances.

The offer to which this PDS relates is only available to persons receiving the PDS in Australia.

The Reference Guide Throughout the PDS there are references to additional information contained in the Reference Guide. The Reference Guide is available on www.armytage.com.au you can also request a copy by calling Armytage on 03 9639 8709.

The information contained in the Reference Guide may change between the day you receive this PDS and the day when you acquire the product. You must therefore ensure that you have read the Reference Guide current at the date when you acquire the product.

Updated information 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 online at www.armytage.com.au or by calling Armytage on (03) 9639 8709. A paper copy of the updated information will be provided free of charge on request.

1. About Equity Trustees Limited

<i>The Responsible Entity</i>	Equity Trustees Limited <p>EQT, a company listed on the Australian Securities Exchange ("ASX"), is the Fund's responsible entity and issuer of this PDS. EQT's responsibilities and obligations as the Fund's responsible entity are governed by the Fund's constitution ("Constitution"), the <i>Corporations Act 2001</i> (Cth) ("Corporations Act") and general trust law. As responsible entity, EQT is solely responsible for the management of the Fund. EQT has delegated some of the management functions to Armytage, which will make investment decisions in relation to the Fund.</p>
<i>The Investment Manager</i>	Armytage Wholesale Funds Management Pty Ltd <p>Armytage has an experienced investment team that has been assembled from a variety of Australian and international financial services fields predominantly in funds management, share-broking, superannuation and wealth management. Armytage has managed various mandates in Australian securities for a broad range of wholesale investors. Since Armytage's inception it has focused on Australian listed securities (including Exchange Traded Options) and domestic cash. Armytage has managed various mandates in Australian securities for a broad range of wholesale investors. At the date of this PDS Armytage manages in excess of 30 pooled funds and discrete investment mandates.</p> <p>Armytage has an Investment Committee which comprises experienced investment and financial services professionals. The role of the Investment Committee is to make asset allocation and investment decisions in accordance with investment mandates, review research material and monitor the Fund's investment portfolio and performance.</p> <p>The Investment Team has 5 core members with over 80 years combined experience in the industry, Armytage has also incorporated the consultancy services of a further two members with over 55 years combined industry experience. The Investment Team meets regularly to discuss the stocks in the Investment Universe with the analyst for each sector providing an update on key information in relation to their stocks and the review of any new Investment Theses and financial models. Each analyst also provides periodic updates on their confidence levels in the views on each stock included in the portfolio. These meetings also discuss the economic and thematic matters impacting the stocks in the portfolio.</p> <p>For more information on Armytage, including funds under management please visit their website www.armytage.com.au.</p>

2. How the Armytage Australian Equity Income Fund works

The Armytage Australian Equity Income Fund is a registered managed investment scheme. The Fund is governed by the Constitution. The Fund comprises assets which are acquired in accordance with the Fund's investment strategy. Investors receive units in the Fund when they invest. In general, each unit represents an equal interest in the net assets of the Fund; however it does not give the investor an interest in any particular asset of the Fund.

<i>Applying for units</i>	<p>Investors can acquire units by completing an Application Form ("Application Form") and sending it to us. The minimum investment amount for this Fund is \$50,000.</p> <p>The price at which units are acquired is determined in accordance with the Constitution ("Application Price"). The Application Price on a Business Day (as defined in the Reference Guide), is in general terms, equal to the net asset value of the Fund, divided by the number of units on issue and adjusted for transaction costs ("Buy Spread").</p> <p>The Application Price will vary as the market value of assets in the Fund rises or falls.</p>
<i>Making additional investments</i>	<p>You can make additional investments into Fund at any time by sending us your additional investment amount together with a completed Application Form. The minimum additional investment into the Fund is \$5,000.</p>
<i>Distributions</i>	<p>The Fund usually distributes income quarterly at the end of March, June, September and December. Distributions are calculated on the last day of each accounting period end (31 March, 30 June, 30 September and 31 December), and are normally paid to investors within 14 days of the period end, though the distribution at 30 June may take longer. EQT may amend the distribution frequency without notice.</p> <p>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.</p> <p>In some circumstances, where an investor makes a large withdrawal request (5% or more of the units on issue at the start of the relevant distribution period), their withdrawal proceeds may be taken to include a component of distributable income.</p> <p>Investors can have their distribution reinvested or paid to a nominated bank account. Investors who do</p>

not indicate a preference will have their distributions automatically reinvested.

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

Access to your money

Investors of the Fund can withdraw their investment by completing a written request to withdraw from the Fund and sending it to Linear Asset Management, PO Box 482, Collins St West VIC 8007. The minimum withdrawal amount is \$5,000. Once we receive your redemption request, we may act on your instruction without further enquiry if the instruction bears your account number or investor details and your (apparent) signature(s), or your authorised signatory's (apparent) signature(s).

EQT will generally allow investors in the Fund to access their investment within 7 days of receipt of a withdrawal request by transferring the redemption proceeds to your nominated bank account. However, in some circumstances (such as when there is a freeze on withdrawals) you may not be able to request a withdrawal of your funds within this usual period. Moreover, the Constitution allows EQT to make payment up to 30 days after receipt of a request (which may be extended by a further 30 days in certain circumstances).

EQT can deny a withdrawal request in certain circumstances, including 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 EQT makes a withdrawal offer to investors in accordance with the Corporations Act. EQT is not obliged to make such offers.

The price at which units are withdrawn is determined in accordance with the Constitution ("Withdrawal Price"). The Withdrawal Price on a business day, is in general terms, equal to the net asset value of the Fund, divided by the number of units on issue and adjusted for transaction costs ("Sell Spread"). The Withdrawal Price will vary as the market value of assets in the Fund rises or falls.

We reserve the right to fully redeem your investment upon 30 days notice if your investment balance in the Fund falls below \$50,000 as a result of processing your redemption request.

If you have invested indirectly in the Fund through an IDPS, you need to provide your withdrawal request directly to your IDPS Operator. The time to process a withdrawal request will depend on the particular IDPS Operator.

Unit pricing discretions policy

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

Additional information

The Fund is not currently a disclosing entity as defined by the Corporations Act. If the Fund becomes a disclosing entity (generally this will occur when the Fund has 100 investors or more), it will be subject to regular reporting and disclosure obligations. In that case, Investors (but not Indirect Investors) will have a right to obtain a copy, free of charge, of any of the following documents:

- the most recent annual financial report;
- any half yearly financial report lodged with ASIC after the lodgment of that annual financial report but before the date of the PDS; and
- any continuous disclosure notices lodged with ASIC after that financial report but before the date of this PDS.

These documents can also be obtained from or inspected at an ASIC office.

Further reading...

You should read the important information about:

- application cut-off times on a business day;
- cooling-off rights;
- authorised signatories;
- reports;
- redemption cut-off times on a business day;
- redemption terms; and
- redemption restrictions,

before making a decision. Go to the "Investing in an Armytage Fund", "Managing your investment" and "Redeeming your investment" sections of the Reference Guide at www.armytage.com.au.

The material relating to investing in, redeeming from the Fund, authorised signatories and reports, may change between the time when you read this PDS and the day when you acquire the product.

3. Benefits of investing in the Armytage Australian Equity Income Fund

The Fund is managed with a view to offering investors long-term capital growth potential and a regular quarterly income stream, from a portfolio of large-capitalisation investments that Armytage considers to be of high quality and good value. The fund aims to provide a higher level of yield (2.5% above) than the S&P/ASX100, while matching or beating the total return of the index over the medium term.

A major feature differentiating Armytage's investment style from other investment managers is the use of Exchange Traded Options (ETOs) under a non-leveraged Buy-Write, Sell-Put strategy. Exchange Traded Options are a part of Armytage's active investment strategy for the Fund. These securities are designed to help increase the yield of the portfolio, assist to reduce market volatility and along with dividend income, provide a stable platform for quarterly distribution payments to investors.

4. Risks of managed investment schemes

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

We do not guarantee the liquidity of the Fund's investments, repayment of capital or 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. Laws affecting managed investment schemes may also change in the future.

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.

<i>Interest rate risk</i>	Changes in official interest rates can directly and indirectly impact on investment returns. Generally, an increase in interest rates has a contractionary effect on the state of the economy and the valuation of securities. For example, rising interest rates can have a negative impact on a company's value as increased borrowing costs may cause earnings to decline. As a result, the company's share price may fall.
<i>Market risk</i>	Changes in legal and economic policy, political events, technology failure, economic cycles, investor sentiment and social climate can all directly or indirectly create an environment that may influence (negatively or positively) the value of your investments in the Fund. In addition, a downward move in the general level of the equity market can have a negative influence on the performance of the Fund.
<i>Company specific risk</i>	There may be instances where the value of a company's securities will fall because of company specific factors (for example, where a company's major product is subject to a product recall). The value of a company's securities can also vary because of changes to management, product, distribution or the company's business environment.
<i>Fund risk</i>	As with all managed funds, there are risks particular to the Fund, including the possibility it could terminate, fees and expenses could change and the Responsible Entity or the Investment Manager may be replaced. There is also a risk that investing in the Fund may give different results than investing directly in the Fund's investments. This might occur because of income or capital gains accrued in the Fund and the consequence of withdrawals by other investors. We aim to keep Fund risk to a minimum by monitoring the Fund and acting in your best interests.
<i>Investment selection risk</i>	The Investment Manager may make poor investment decisions resulting in sub-standard returns (for example where the Investment Manager invests in a company that significantly underperforms relative to the share market). This risk is mitigated to some extent by the knowledge and experience of the Investment Manager.
<i>Legal risk</i>	There is a risk that laws, including tax laws, might change or become difficult to enforce. This risk is generally higher in emerging markets (in which the Fund does not invest).
<i>Liquidity risk</i>	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). However, trading volumes of investments are generally sufficient to satisfy liquidity requirements when necessary. 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 guarantee the liquidity of the Fund's investments.
<i>Derivative risk</i>	Generally, in the case of Derivatives, fluctuations in price will reflect movements in the underlying assets, reference rate or Index to which the Derivatives relate. The use of Derivatives to reduce the risk of movements in an underlying asset, reference rate or Index involves 'basis risk', which refers to the possibility that Derivatives may not move perfectly in line with the underlying asset, reference rate or Index. As a consequence, Derivatives cannot be expected to perfectly Hedge the risk of the underlying

asset, reference rate or Index.

Other risks associated with Derivatives may include:

- that they can lose value because of a sudden price move or because of the passage of time;
 - potential illiquidity of the Derivative;
 - the Fund being unable to meet payment obligations as they arise; and
 - the counterparty to any Derivative contract not meeting its obligations under the contract;
 - significant volatility in prices; and
 - where Derivatives are highly leveraged, an increase in the risk associated with an investment.
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5. How we invest your money

Before choosing whether to invest in the Fund you should consider the likely investment return, the risks of investing and your investment time frame.

<i>Investment objective</i>	<p>The Fund is managed with a view to offering investors long-term capital growth potential and a regular quarterly income stream, from a portfolio of large-capitalisation investments that Armytage considers to be of high quality and good value.</p> <p>The Fund's performance objective is to deliver a long-term return to investors that is in excess of the S&P/ASX 100 Accumulation Index.</p>						
<i>Minimum suggested timeframe</i>	<p>The minimum suggested investment time frame for the Fund is 5 years.</p>						
<i>Risk level of the Fund</i>	<p>High.</p> <p>There is a risk investors may lose some or all of their investment. Higher risk investments tend to fluctuate in the short term but can produce higher returns than lower risk investments over the long term.</p>						
<i>Investor suitability</i>	<p>This Fund is designed for investors who seek income and capital growth from a large capitalisation Australian equities portfolio with the potential for increased income through the use of Exchange Traded Options.</p>						
<i>Investment style and approach</i>	<p>Armytage's Value based investment style incorporates a bottom-up proprietary business valuation investment approach supplemented by top-down thematic overlays to identify the highest quality alpha opportunities in its investment universe. This approach allows Armytage to construct a portfolio of stocks providing relative-value over the investment time horizon.</p> <p>Consistent with Armytage's business valuation approach, Armytage seeks to invest in businesses that have a clear and understandable business model, preferably have a history of generating profits, paying dividends and have forecastable future profits and cash flows. In this regard, Armytage tends to avoid investing in higher risk early stage companies that are research and development or exploration based.</p> <p>The total portfolio will be continually reviewed in order to assess whether the Fund's objectives are being met.</p> <p>The assets of the Fund will generally be invested in accordance with the following:</p> <table><thead><tr><th>Allocation</th><th>Range</th></tr></thead><tbody><tr><td>Australian equities</td><td>70 - 100%</td></tr><tr><td>Cash and cash equivalents</td><td>0 - 30%</td></tr></tbody></table>	Allocation	Range	Australian equities	70 - 100%	Cash and cash equivalents	0 - 30%
Allocation	Range						
Australian equities	70 - 100%						
Cash and cash equivalents	0 - 30%						
<i>Labour, environmental, social and ethical considerations</i>	<p>EQT and Armytage do not take into account labour standards or environmental, social or ethical considerations for the purpose of selecting, retaining or realising investments of the Fund.</p>						
<i>Fund performance</i>	<p>Up to date information on the performance of the Fund will be available by calling Armytage on (03) 9639 8709 or visit www.armytage.com.au.</p>						

6. Fees and 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 fund 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 contribution fees and management costs where applicable. 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)** website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

The information in the following table can be used to compare costs between different simple managed investment schemes. Fees and costs are deducted from the assets of the Fund and reduce the investment return to unit holders.

Type of fee or cost	Amount
Fees when your money moves in or out of the Fund	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Termination fee	Nil
Management costs	
The fees and costs for managing your investment	0.97% * p.a. (net of GST and RITC) of the net asset value of the Fund *The amount of this fee can be negotiated. Refer to 'Differential fees'
Performance fee	Not applicable

Further information regarding fees

<i>What do the Management costs pay for?</i>	The Management costs include Responsible Entity fees, investment management fees, custodian fees, administration fees and other expenses. It is calculated and accrued daily based on the net asset value ("NAV") of the Fund. The accrued fees are paid in arrears from the Fund at the end of each month. The Management costs reduce the NAV of the Fund and are reflected in the unit price.
<i>Performance fee</i>	Not applicable.
<i>Buy/Sell spread</i>	The Buy/Sell Spread reflects the estimated costs incurred in buying or selling assets of the Fund when investors invest in or withdraw from the Fund. The Buy/Sell Spread is an additional cost to the investor but is incorporated into the unit price and incurred when an investor invests in or withdraws from the Fund and is not separately charged to the investor. The Buy/Sell Spread is paid into the Fund and not paid to EQT or the Investment Manager. The estimated Buy/Sell Spread is 0.25% upon entry (\$12.50 for each investment of \$5,000) and 0.25% upon exit (\$12.50 for each \$5,000 withdrawn).
<i>Can the fees change?</i>	Yes, all fees can change without investor consent, subject to the maximum fee amounts specified in the Constitution. We have the right to recover all proper and reasonable expenses incurred in managing the Fund and as such these expenses may increase or decrease accordingly. We will provide investors with notice of any proposed fee change in accordance with the law. Expense recoveries and Buy/Sell Spreads may change without notice, for example, when it is necessary to protect the interests of existing members and if permitted by law. In most circumstances the Constitution defines the maximum fees that can be charged for fees described in this PDS.
<i>Differential fees</i>	A separate fee arrangement may be negotiated from time to time with certain investors who are Wholesale Clients.

Example of annual fees and costs for the Fund

This table gives an example of how the fees and costs in the Fund can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products.

Example – Armytage Australian Equity Income Fund		Balance of \$50,000 with total contributions of \$5,000 during year
Contribution Fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.
Plus Management Costs	0.97%	And , for every \$50,000 you have in the fund you will be charged \$485 each year.
Equals Cost of fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees from: \$485* What it costs you will depend on the investment option you choose and the fees you negotiate with your fund or financial adviser.

*Additional fees may apply (for Buy/Sell Spread, see above).

ASIC provides a fees calculator on its website www.moneysmart.gov.au, which you can use to calculate the effects of fees and costs on your investment in the Fund.

7. How managed investment schemes are taxed

Investing in a registered managed investment scheme is likely to have tax consequences. You are strongly advised to seek your own professional tax advice about the applicable Australian tax (including income tax, GST and duty) consequences and, if appropriate, foreign tax consequences which may apply to you based on your 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 members. Australian resident investors are assessed for tax on any income and capital gains generated by the Fund.

8. How to apply

To invest please complete the Application Form accompanying this PDS and either;

- attach your cheque payable to 'Sandhurst Trustees Ltd ACF Armytage Australian Equity Income A/c', or
 - make payment by Austraclear or via direct deposit (see details in the Application Form),
- and send your Application Form to *Linear Asset Management Ltd*, Attention: Unit Registry - Armytage. PO Box 482, Collins St West VIC 8007

Please note that cash cannot be accepted.

<i>Who can invest?</i>	Anyone can apply; however, investors 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.
<i>Cooling off period</i>	If you are a Retail Client you may have a right to 'cool off' in relation to an investment in the Fund within 14 days of the earlier of: <ul style="list-style-type: none"> ▪ confirmation of the investment being received or available; and ▪ the end of the fifth Business Day after the units are issued or sold. <p>The right to cool off may not apply if you are an indirect investor, even if you are a Retail Client. Indirect investors should seek advice from their IDPS Operator or consult the IDPS guide or similar type document as to whether cooling off rights apply.</p>
<i>Enquiries and complaints</i>	If you have any questions regarding the Fund you can call Armytage on (03) 9639 8709. If you are not completely satisfied with any aspect of our services regarding the management of the Fund, please contact EQT. EQT seeks to resolve potential and actual complaints over the management of the Fund to the satisfaction of investors. If an investor wishes to lodge a formal complaint please write to: Compliance Team Equity Trustees Limited GPO Box 2307 Melbourne Vic 3001 Email: compliance@eqt.com.au

EQT will seek to resolve any complaint and will generally respond within 14 days of receiving the letter. If we are unable to resolve your complaint, you may be able to seek assistance from the Financial Ombudsman Service (FOS). Details of how to seek assistance from FOS are contained in the Reference Guide.

If you are investing through an IDPS, then enquiries and complaints should be directed to the operator of the IDPS Operator, not EQT.

<i>Further reading...</i>	You should read the important information about enquiries, complaints and the Financial Ombudsman Service before making a decision. Go to the "Enquiries and complaints" section of the Reference Guide at www.armytage.com.au . The material relating to enquiries, complaints and the Financial Ombudsman Service may change between the time when you read this PDS and the day when you acquire the product.
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9. Other information

<i>Consent</i>	<p>Armytage has given and, at the date of this PDS, has not withdrawn, its written consent:</p> <ul style="list-style-type: none">• to be named in this PDS as the investment manager of the Fund; and• to the inclusion of the statements made about it, the Fund and the tables and statistical information, which are attributed to it, in the form and context in which they appear. <p>Armytage has not otherwise been involved in the preparation of this PDS and has not caused or otherwise authorised the issue of this PDS. Armytage 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 for which it has provided its consent.</p>
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<i>Glossary</i>	<table border="1"><tr><td>Exchange Traded Options</td><td>An option contract that is traded on an exchange. An exchange-traded option is subject to all of the exchange's applicable regulations; this reduces uncertainty for the investor because exchange-traded options are standardized contracts. They contrast with over-the-counter options, the provisions of which may be customized.</td></tr><tr><td>Wholesale Client</td><td>Means a person or entity defined as such under section 761G of the Corporations Act.</td></tr></table>	Exchange Traded Options	An option contract that is traded on an exchange. An exchange-traded option is subject to all of the exchange's applicable regulations; this reduces uncertainty for the investor because exchange-traded options are standardized contracts. They contrast with over-the-counter options, the provisions of which may be customized.	Wholesale Client	Means a person or entity defined as such under section 761G of the Corporations Act.
Exchange Traded Options	An option contract that is traded on an exchange. An exchange-traded option is subject to all of the exchange's applicable regulations; this reduces uncertainty for the investor because exchange-traded options are standardized contracts. They contrast with over-the-counter options, the provisions of which may be customized.				
Wholesale Client	Means a person or entity defined as such under section 761G of the Corporations Act.				

<i>Further reading...</i>	<p>You should read the important information about:</p> <ul style="list-style-type: none">• your privacy;• the constitution for the Fund;• the Anti-Money Laundering and Counter-Terrorism Financing laws;• Indirect investors, <p>before making a decision. Go to the "Other important information" section of the Reference Guide at www.armytage.com.au. The material relating to these matters may change between the time when you read this PDS and the day when you acquire the product.</p>
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Armytage Fund Series

Application Form

- **If completing by hand, use a black or blue pen and print within the boxes in BLOCK LETTERS**
- **Use ticks in boxes where applicable**
- **The applicant must complete, print and sign this form**
- **Keep a photocopy of your completed Application Form for your records**
- **Please ensure all relevant sections are complete before submitting this form**

This Application Form is part of the Product Disclosure Statement ('PDS') relating to Units in the Fund's listed in Section 7.2 issued by Equity Trustees Limited (ABN 46 004 031, 298 AFSL 240975). The PDS contains information about investing in the Fund's. You should read the PDS and any supplementary product disclosure statement before applying for Units in the Fund. *(If you make an error while completing your application form, do not use correction fluid. Cross out your mistakes and initial your changes).*

Section 1 - Introduction

Do you have an existing investment in the Armytage Fund Series?

YES – my details are:

Account number

Account name

Contact telephone number (daytime)

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Now go to section 7.

NO – only complete the sections relevant to you, as shown below:

Type of Investor	Sections to complete	Pages
ALL INVESTORS MUST COMPLETE:	<input type="checkbox"/> Section 1	1
	<input type="checkbox"/> Section 7	11-12
Then complete the section relevant to you:		
<input type="checkbox"/> Individual(s)	<input type="checkbox"/> Section 2	3-4
<input type="checkbox"/> Trust / Superannuation fund with an individual trustee	<input type="checkbox"/> Section 2 <input type="checkbox"/> Section 3	3-6
<input type="checkbox"/> Trust / Superannuation fund with a corporate trustee	<input type="checkbox"/> Section 3 <input type="checkbox"/> Section 4	5-8
<input type="checkbox"/> Company	<input type="checkbox"/> Section 4	7-8
And complete these if you would like to appoint a power of attorney, agent or financial adviser:		
<input type="checkbox"/> Power of attorney or agent	<input type="checkbox"/> Section 5	9-10
<input type="checkbox"/> Financial adviser	<input type="checkbox"/> Section 6	
If you do not fit into the categories above, or you are unsure which category relates to you, please call Armytage Investor Services on 03 9639 8709.		

Contacting Linear

Investor Services:

Armytage
Ph. 03 9639 8709
Fax. 03 9639 0311
Email. backoffice@armytage.com.au
Web. www.armytage.com.au

Post your completed application to:

Att: Administrator- Armytage Fund Series
PO Box 482
Collins St West VIC 8007

Important Information

Additional information required under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006.

In accordance with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (the 'AML/CTF Act') the Responsible Entity is required to collect additional information about you. The Responsible Entity may also ask you to provide certified copies of certain identification documents along with the Application Form.

Under the AML/CTF Act, the Responsible Entity is prohibited from processing your application until all of the information and supporting documentation requested in this form has been received. In most cases, the information that you provide in this form will satisfy the AML/CTF Act. However, in some instances the Responsible Entity may contact you to request further information. It may also be necessary for the Responsible Entity to collect information (including sensitive information) about you from third parties in order to meet its obligations under the AML/CTF Act.

Declarations

When you complete this Application Form you make the following declarations:

- I/We have read the PDS to which this Application Form applies and agree to be bound by the terms and conditions of the PDS and the Constitution of the Fund in which I/we have chosen to invest.
- I/We have detached this Application Form from the PDS and declare that all details provided are true and correct.
- I/We acknowledge that EQT is not responsible for the delays in receipt of monies caused by the postal service or the applicant's bank.
- If I/we have provided an email address, I/we consent to receive ongoing investor information including PDS information, confirmations of transactions and additional information as applicable via email.
- If I/we lodge a fax application request, I/we acknowledge and agree to release, discharge and agree to indemnify EQT from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from any fax application.
- I/We have received and accepted this offer in Australia or New Zealand.
- I/We acknowledge that EQT does not guarantee the repayment of capital or the performance of the Fund or any particular rate of return from the Fund.
- I/We acknowledge that an investment in the Fund is not a deposit with or liability of EQT and is subject to investment risk including possible delays in repayment and loss of income or capital invested.
- If I/we have completed and lodged the relevant sections on authorised representatives/agents on the Application Form then I/we agree to release, discharge and agree to indemnify EQT from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from EQT acting on the instructions of my/our authorised representative/agent.
- By signing this Application Form, I/we acknowledge that I/we have read and understood the PDS
- I/We have obtained my/our own independent professional financial investment advice from a licensed financial adviser taking into account my personal needs, objectives, financial and taxation situation (having regard to the nature and any complexities of this product) and have been provided with a statement of advice.
- If this is a joint application each of us agrees that our investment is held as joint tenants.
- If I/we have completed and lodged the relevant sections on authorised nominees on the Application Form, I/we agree to release, discharge and agree to indemnify EQT from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from EQT acting on the instructions of my/our authorised nominee.
- I/We acknowledge that I am/we are 18 years of age or over and I am/we are eligible to hold units in the Fund in which I/we have chosen to invest.
- I/We acknowledge and agree that where the Responsible Entity, in its sole discretion, determines that:
 - I/we are ineligible to hold units in a Fund or have provided misleading information in my/our Application Form; or
 - I/we owe any amounts to EQT,then I/we appoint the Responsible Entity as my/our agent to submit a withdrawal request on my/our behalf in respect of all or part of my/our units, as the case requires, in the Fund.
- I/We agree to provide further information or personal details to the Responsible Entity if required to meet its obligations under anti-money laundering and counter-terrorism legislation and acknowledge that processing of my/our application may be delayed and will be processed at the unit price applicable for the Business Day as at which all required information has been received and verified.

Terms and conditions for collection of Tax File Numbers (TFN) and Australian Business Numbers (ABN)

Collection of TFN and ABN information is authorised and its use and disclosure strictly regulated by tax laws and the Privacy Act. Investors must only provide an ABN instead of a TFN when the investment is made in the course of their enterprise. You are not obliged to provide either your TFN or ABN, but if you do not provide either or claim an exemption we are required to deduct tax from your distribution at the highest marginal tax rate plus Medicare levy to meet Australian taxation law requirements. For more information about the use

of TFNs for investments, contact the enquiries section of your local branch of the Australian Taxation Office. Once provided, your TFN will be applied automatically to any future investments in the Fund where formal application procedures are not required (e.g. Distribution reinvestments), unless you indicate, at any time, that you do not wish to quote a TFN for a particular investment. Exempt investors should attach a copy of the certificate of exemption. For super funds or trusts list only the applicable ABN or TFN for the super fund or trust.

When you sign this Application Form you declare that you have read and agree to the declarations above.

Section 2 – Individual(s) or Individual Trustee(s)

Complete this section if you are investing in your own name or as an individual trustee.

Please see overleaf for details regarding the required AML/CTF documentation.

2.1 Type of investor

Tick **one** box only and complete the specified parts of this section.

- Individual** – complete 2.2
- Sole trader** – complete 2.2 and 2.4
- Jointly with another individual(s)** – complete 2.2, 2.3 and 2.5
- Individual trustee for an individual** – complete 2.2, 2.3 and 2.5 (if there is more than one individual trustee)
- Individual trustee for a trust** – complete 2.2 and 2.3 (also complete Section 3)

2.2 Investor 1

Title Given name(s)

--	--

Surname

--

Telephone number (daytime)

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Date of birth (DDMMYY) Tax File Number (TFN) (or exemption code)*

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Reason for TFN Exemption: _____

Street address (not a PO Box)
 Unit / Apartment number Street number

--	--

Street name

--

Suburb

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State Postcode Country

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- Are you a foreign resident for tax purposes?**
- No
 - Yes, please advise Country of residence

2.3 Investor 2

Title Given name(s)

--	--

Surname

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Telephone number (daytime)

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Date of birth (DDMMYY) Tax File Number (TFN) (or exemption code)*

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

Reason for TFN Exemption: _____

Street address (not a PO Box)
 Unit / Apartment number Street number

--	--

Street name

--

Suburb

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State Postcode Country

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- Are you a foreign resident for tax purposes?**
- No
 - Yes, please advise Country of residence

2.4 Sole Trader Details

Business name (if applicable, in full)

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Australian Business Number (ABN) (if obtained)*

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Street address (not a PO Box)

--

Suburb

--

State Postcode Country

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2.5 Signing authority

- Please tick to indicate signing requirements for future instructions (e.g. withdrawals, change of account details, etc).
- Only one investor required to sign
 - All investors must sign

* See page 2 of the Application Form for terms and conditions relating to the collection of TFNs and ABNs.
Please attach AML/CTF documentation (see overleaf) and continue to Section 7.

Identification documents - Individuals

The AML/CTF Act requires the Responsible Entity to adopt and maintain an anti-money laundering and counter-terrorism financing ('AML/CTF') compliance program. The AML/CTF compliance program includes ongoing customer due diligence, which may require the Responsible Entity to collect further information.

Identification documentation provided must be in the name of the Applicant. Non-English language documents must be translated by an accredited translator. Applications made without providing this information can not be processed until all the necessary information has been provided. If you are unable to provide the identification documents described please call Armytage Investor Services on 03 9639 8709.

In some instances the Responsible Entity may request that you provide further identification documentation.

Each individual investor must provide either:

- **one document from Group A; or**
- **one document from Group B AND one document from Group C.**

These documents should be provided as a CERTIFIED COPY of the original.

GROUP A (one of these)
<ul style="list-style-type: none"><input type="checkbox"/> A current Australian driver's licence (or foreign equivalent) that includes a photo<input type="checkbox"/> An Australian passport<input type="checkbox"/> A current passport (or similar) issued by a foreign government or the United Nations (UN) (or an agency of the UN) that provides your signature<input type="checkbox"/> An identity card issued by a State or Territory Government that includes a photo<input type="checkbox"/> A national identity card issued by a foreign government or the UN (or an agency of the UN). If it is in a language other than English please include a translation prepared by an accredited translator.

OR

GROUP B (one of these)
<ul style="list-style-type: none"><input type="checkbox"/> A birth certificate or birth extract issued by a State or Territory Government<input type="checkbox"/> A citizenship certificate issued by the Commonwealth Government<input type="checkbox"/> A citizenship certificate issued by a foreign government. If it is in a language other than English please include a translation prepared by an accredited translator.<input type="checkbox"/> A birth certificate issued by a foreign government or the UN (or an agency of the UN). If it is in a language other than English please include a translation prepared by an accredited translator.<input type="checkbox"/> A pension card issued by Centrelink.

GROUP C (and one of these)
<ul style="list-style-type: none"><input type="checkbox"/> A notice from an Australian government (Commonwealth, State or Territory) recording financial benefits.<input type="checkbox"/> An ATO notice issued stating an assessment owing/payable to/from the ATO to yourself.<input type="checkbox"/> A notice from a local government or utilities provider recording services received. (e.g. a water or electricity bill, or a rates notice) <p>All Group C documents must be issued during the last 12 months and must contain your name and residential address.</p>

Section 3 – Trust / Superannuation Fund

Complete this section if you are investing for a trust or superannuation fund.

Please see overleaf for details regarding the required AML/CTF documentation.

3.1 General information

Full name of trust or superannuation fund

Full name of business (if any)

Country where trust established

3.2 Trustee details

How many trustees are there?

Individual - At least one trustee must complete Section 2 of this form

Company - At least one trustee must complete Section 4 of this form

Combination - At least one trustee from each investor type must complete the relevant section of this form.

3.3 Type of trust

Registered managed investment scheme

Australian Registered Scheme Number (ARSN)

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Regulated trust (including self managed superannuation funds)

Name of regulator (e.g. ASIC, APRA, ATO)

Registration / Licence details

Australian Business Number (ABN)*

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Other trust also complete section 3.4

Please describe

3.4 Beneficiaries

Complete this section only if you ticked 'Other trust' in 3.3.

Does the Trust Deed name beneficiaries?

Yes, how many?

Provide the full name of each beneficiary:
 (If more than 8 please provide as an attachment)

1	
2	
3	
4	
5	
6	
7	
8	

No, describe the class of beneficiary:
 (e.g. the name of the family group, class of unitholders, the charitable purpose or charity name)

* See page 2 of the Application Form for terms and conditions relating to the collection of TFNs and ABNs.

Please attach AML/CTF documentation (see overleaf) and continue to Section 7.

Identification documents - Trust / Superannuation Fund

The AML/CTF Act requires the Responsible Entity to adopt and maintain an anti-money laundering and counter-terrorism financing ('AML/CTF') compliance program. The AML/CTF compliance program includes ongoing customer due diligence, which may require the Responsible Entity to collect further information.

Identification documentation provided must be in the name of the Applicant. Non-English language documents must be translated by an accredited translator. Applications made without providing this information can not be processed until all the necessary information has been provided. If you are unable to provide the identification documents described please call Armytage Investor Services on 03 9639 8709.

In some instances EQT may request that you to provide further identification documentation.

If you are one of the following types of trust / trustee;

- **Registered managed investment schemes;**
- **Regulated superannuation fund (including self managed superannuation funds); or**
- **Government superannuation funds;**

then you need to provide at least one of the following identification documents:

- A copy of the company search on the ATO database
- A copy of the company search of the relevant regulator's website
- A copy or relevant extract of the legislation establishing the government superannuation fund sourced from a government website

All other Trusts should provide one of the following:

- A certified copy or certified extract of the Trust Deed
- Signed meeting minutes showing the full name of the trust
- Annual report or audited financial statements
- A certified copy of a notice issued by the ATO within the previous 12 months
- A letter from a qualified lawyer or accountant confirming the name of the trust (original only)

AND

- If you are an **Individual Trustee** – please complete provide the identification documents listed on page 4
- If you are a **Corporate Trustee** – please complete provide the identification documents listed on page 8
- If you are a **combination** of both – please complete for one trustee from each investor type listed on page 4 and page 8

Section 4 – Company / Corporate Trustee

Complete this section if you are investing for a company or where a company is acting as a trustee.

Please see overleaf for details regarding the required AML/CTF documentation.

4.1 Company type

- Australian public company** - complete 4.2
- Australian proprietary company** - complete 4.2, 4.4 and 4.5
- Foreign public company** - complete 4.2 and 4.3
- Foreign private company** - complete all sections

4.2 Company details

Company name

ACN / ABN (If registered in Australia)*

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Given name(s) of contact person

Registered street address (Not a PO Box)

Suburb

State Postcode Country

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Principal place of business in Australia

Note for non-Australian companies: you must provide a local agent name and address if you do not have a principal place of business in Australia.

Tick if the same as above, otherwise provide:

Registered street address (Not a PO Box)

Suburb

State Postcode

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4.3 Additional details for non-Australian Company

Tick if the company is registered with ASIC

Australian Registered Body Number (ARBN)

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Tick if the company is registered with a regulatory body

Name of regulatory body

Company identification number issued (if any)

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Registered company address

Suburb

State Postcode Country

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4.4 Director information

All proprietary companies must provide the full name of each director of the company:

If there are more than 4 directors please provide as an attachment.

4.5 Shareholder information

All proprietary companies must provide details of each shareholder who owns directly, jointly or beneficially at least 25% of the company's issued capital.

Shareholder 1

Full name

Street address (not a PO Box)

Suburb

State Postcode Country

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Shareholder 2

Full name

Street address (not a PO Box)

Suburb

State Postcode Country

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If there are more than 2 shareholders that each have at least 25% of the company's issued capital, provide as an attachment.

* See page 2 of the Application Form for terms and conditions relating to the collection of TFNs and ABNs.

Please attach AML/CTF documentation (see overleaf) and continue to Section 7.

Identification documents - Company / Corporate trustee

The AML/CTF Act requires the Responsible Entity to adopt and maintain an anti-money laundering and counter-terrorism financing ('AML/CTF') compliance program. The AML/CTF compliance program includes ongoing customer due diligence, which may require the Responsible Entity to collect further information.

Identification documentation provided must be in the name of the Applicant. Non-English language documents must be translated by an accredited translator. Applications made without providing this information can not be processed until all the necessary information has been provided. If you are unable to provide the identification documents described please call Armytage Investor Services on 03 9639 8709.

In some instances EQT may request that you to provide further identification documentation.

If you are an Australian company you need to provide at least one of the following identification documents:

- A certified copy of the Certificate of Registration or Licence
- A copy of a company search on the ASIC database
- A copy of information regarding the company / trustee's licence or other information held by the relevant Commonwealth, State or Territory regulatory body

If you are a non-Australian company please provide one of the following:

- A certified copy of the company's certificate of registration or incorporation (issued by ASIC or equivalent in the domestic jurisdiction) showing the company's registration number
- A certified copy of the company's articles of association or constitution
- A copy of a company search on the ASIC database or relevant foreign registration body

All of above must clearly show the company's full name and type (i.e. public or private).

Section 5 – Authorised representative or agent

Complete this section if you are completing this Application Form as an agent under a direct authority such as a Power of Attorney. You must also complete the section relevant to the investor/applicant that you are acting on behalf of.

Please see overleaf for details regarding the required AML/CTF documentation.

5.1 Power of Attorney

- I would like to appoint an authorised representative to operate on this account **OR**
- I am an agent under power of attorney or the investor’s legal or nominated representative - complete 5.2

Full name of authorised representative / agent

 Title of role held with the applicant

Signature

5.2 Power of Attorney

- You must attach a valid Power of Attorney.
- The document is an original or certified copy
 - The document is signed by the applicant / investor
 - The document is current and complete
 - The document permits the attorney / agent (you) to transact on behalf of the applicant / investor

You must provide the identification documents listed on the next page.

Section 6 – Financial adviser – ALL RETAIL INVESTORS MUST COMPLETE THIS SECTION

By completing this section you nominate the named adviser as your financial adviser for the purposes of your investment in the Fund. You also consent to give your financial adviser / authorised representative / agent access to your account information unless you indicate otherwise by ticking the box below.

6.1 Financial adviser

- I am a financial adviser completing this application form as an authorised representative or agent.

Name of adviser

 AFSL Number

 Name of advisory firm

 Postal address

 Suburb

 State Postcode Country

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 Email address of advisory firm (required)

 Email address of adviser

 Business telephone

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 Facsimile

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- I have attached the relevant CID documents **OR**
- I have not attached the CID documents however I will retain them and agree to provide them to EQT on request. I also agree to forward these documents to EQT if I ever become unable to retain the documents.

I have provided personal financial advice to the Investor(s) named in this Application taking into account their personal needs, objectives, financial and taxation situation (having regard to the nature and any complexities of this product), have complied with all requirements of the Corporations Act and applicable law in relation to this investment by the Investor(s) and have provided the Investor with a statement of advice.

If I cease being the financial adviser for the Investor I will notify the Administrator at that time.

Financial adviser signature (Adviser detailed in Section 6.1a)	Date

6.3 Access to information

Unless you elect otherwise, your financial adviser will have access to your account information and will receive copies of all statements and transaction confirmations.

- Please tick this box if you **DO NOT** want your financial adviser to have access to information about your investment.
- Please tick this box if you **DO NOT** want EQT to send copies of statements and transaction confirmations to your adviser.

6.2 Financial adviser declaration

- I have completed an appropriate customer identification procedure (CID) on this investor which meets the AML/CTF Act.

AND EITHER

Please attach AML/CTF documentation (see overleaf) and continue to Section 7.

Identification documents - Authorised representative or agent

The AML/CTF Act requires the Responsible Entity to adopt and maintain an anti-money laundering and counter-terrorism financing ('AML/CTF') compliance program. The AML/CTF compliance program includes ongoing customer due diligence, which may require the Responsible Entity to collect further information.

Identification documentation provided must be in the name of the Applicant. Non-English language documents must be translated by an accredited translator. Applications made without providing this information can not be processed until all the necessary information has been provided. If you are unable to provide the identification documents described please call Armytage Investor Services on 03 9639 8709.

In some instances EQT may request that you to provide further identification documentation.

Individual Agents
<p>These documents should be provided as a CERTIFIED COPY of the original.</p> <p>Each Individual Agent must provide either:</p> <ul style="list-style-type: none">▪ one document from Group A, or▪ one document from Group B AND one document from Group C.
<p>GROUP A (one of these)</p> <ul style="list-style-type: none"><input type="checkbox"/> A current Australian driver's licence (or foreign equivalent) that includes a photo<input type="checkbox"/> An Australian passport (same comment as previously)<input type="checkbox"/> A current passport (or similar) issued by a foreign government or the United Nations (UN) (or an agency of the UN) that provides your signature<input type="checkbox"/> An identity card issued by a State or Territory Government that includes a photo<input type="checkbox"/> A national identity card issued by a foreign government or the UN (or an agency of the UN). If it is in a language other than English please include a translation prepared by an accredited translator.
OR
<p>GROUP B (one of these)</p> <ul style="list-style-type: none"><input type="checkbox"/> A birth certificate or birth extract issued by a State or Territory Government<input type="checkbox"/> A citizenship certificate issued by the Commonwealth Government<input type="checkbox"/> A citizenship certificate issued by a foreign government. If it is in a language other than English please include a translation prepared by an accredited translator.<input type="checkbox"/> A birth certificate issued by a foreign government or the UN (or an agency of the UN). If it is in a language other than English please include a translation prepared by an accredited translator.<input type="checkbox"/> A pension card issued by Centrelink.
<p>GROUP C (and one of these)</p> <ul style="list-style-type: none"><input type="checkbox"/> A notice from an Australian government (Commonwealth, State or Territory) recording financial benefits.<input type="checkbox"/> An ATO notice issued stating an assessment owing/payable to/from the ATO to yourself.<input type="checkbox"/> A notice from a local government or utilities provider recording services received. (e.g. a water or electricity bill, or a rates notice) <p>All Group C documents must be issued during the last 12 months and must contain your name and residential address.</p>

Corporate Agents
<p>If you are an Australian companies you need to provide at least one of the following identification documents:</p> <ul style="list-style-type: none"><input type="checkbox"/> A certified copy of the Certificate of Registration or Licence<input type="checkbox"/> A copy of a company search on the ASIC database<input type="checkbox"/> A copy of information regarding the company / trustee's licence or other information held by the relevant Commonwealth, State or Territory regulatory body <p>If you are a non-Australian companies must provide <u>one</u> of the following:</p> <ul style="list-style-type: none"><input type="checkbox"/> A certified copy of the company's certificate of registration or incorporation (issued by ASIC or equivalent in the domestic jurisdiction) showing the company's registration number<input type="checkbox"/> A certified copy of the company's articles of association or constitution<input type="checkbox"/> A copy of the company search on the ASIC database or relevant foreign registration body <p>All of above must clearly show the company's full name and type (i.e. public or private).</p>

7.5 Elections

Annual Financial Report

- The annual financial report for the Fund will be available on www.eqt.com.au/insto from 30 September each year, however, if you would like a hard copy of the annual financial report sent to you please tick the box.

Privacy

- Tick this box if you **DO NOT** wish to receive education and marketing information from EQT.

7.6 Purpose of Investment and Source of Funds

Please outline the purpose of investment (e.g. superannuation, portfolio investment, etc...)

Please outline the source/s of initial funding and anticipated ongoing funding (e.g. salary, savings, business activity, fiancail investments, real estate, inheritance, gift, etc... and expected level of funding activity or transactions)

7.7 Declarations

Applicant 1

Signature

Applicant given name(s)

Capacity (if applicable)

- Individual Signatory
- Director
- Executive Officer
- Sole Director / Secretary
- Authorised Signatory

Date (DDMMYY)

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Company seal (if applicable)

Applicant 2

Signature

Applicant given name(s)

Capacity (if applicable)

- Joint Signatory
- Director
- Executive Officer
- Sole Director / Secretary
- Authorised Signatory

Date (DDMMYY)

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Application Checklist

- Have you completed all sections relevant to you? (as set out in the introduction)
- Have you nominated your financial adviser in section 6?
- Have you provided certified copies of your identification documents or has your financial adviser completed this for you?
- Have you completed all other relevant details and SIGNED the Application Form?

If you can tick all of the boxes above, send the following:

- Completed Application Form;
- Certified copies of identification documents (unless your adviser has agreed to retain these); and
- A cheque made payable to 'Sandhurst Trustees Ltd ACF [insert name of Fund]' (unless you are paying by direct debit);

by post to:

Att: Administrator - Armytage Fund Series
PO Box 482
Collins St West VIC 8007

For additional applications the duly completed Application Form (including details regarding your direct credit payment) may be mailed to the postal address above or faxed to Armytage Investor Services for the attention of the Administrator (Armytage Fund Series) via the following fax number: 03 9629 2550.