

CROMWELL PHOENIX GLOBAL OPPORTUNITIES FUND



● ● ● Phoenix Portfolios

ARSN 654 056 961 | APIR Code CRM0245AU

Product Disclosure Statement

26 October 2021

This Product Disclosure Statement dated 26 October 2021 (PDS) for the Cromwell Phoenix Global Opportunities Fund ARSN 654 056 961 (the Fund) provides a summary of significant information about the Fund. This document includes references to important information on the Fund's webpage at www.cromwell.com.au/gof, which forms part of this PDS. You should consider this document and the Additional Information Document (AID) on the Fund's webpage before making a decision about an investment in the Fund. The information in this PDS is general information only and does not take into account your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances.

Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214 (CFM, we, us) is the responsible entity of, and issuer of units in, the Fund and the issuer of this PDS. Phoenix Portfolios Pty Ltd ABN 80 117 850 254, AFSL 300 302 (Phoenix) is the investment manager of the Fund. None of CFM, Phoenix or their related entities, directors or officers makes any promise or representation or gives any guarantee as to the success of the Fund, distributions, the amount you will receive on any withdrawal, your income or capital return or the taxation consequences of investing.

The custodian of the Fund is Link Fund Solutions Pty Limited ABN 44 114 914 215 (Corporate Authorised Representative of Pacific Custodians Pty Limited ABN 66 009 682 866, AFSL 295 142) (LFS). An investment in the Fund is not a deposit with, or other liability of, any LFS group company and is subject to investment risk including possible delays in repayment and loss of income or principal invested. Neither LFS nor any other LFS group company guarantees the performance of the Fund, the repayment of capital from the Fund or any particular rate of return.

The information in this PDS is up to date at the time of preparation. However, some information can change from time to time. Information that is not materially adverse may be updated and, if so, will be available at www.cromwell.com.au/gof. A copy of any updated information will be provided by CFM free of charge upon request. If a change is materially adverse or if it relates to the terms and conditions of this PDS, CFM will give 30 days' prior notice to investors.

For the answer to any questions you have regarding the Fund, contact your financial adviser or:

Responsible Entity:

Cromwell Funds Management Limited

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FAX +61 7 3225 7788

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1. About Cromwell Funds Management Limited and Phoenix Portfolios Pty Ltd

CFM is a wholly owned entity of ASX-listed Cromwell Property Group (Cromwell) and is the responsible entity of the Fund.

Further information on Cromwell is available from www.cromwellpropertygroup.com.

CFM is responsible for managing the Fund in accordance with the Fund's constitution, for developing the Fund's investment strategy and for appointing and monitoring the performance of service providers to the Fund.

Phoenix has been appointed as the investment manager of the Fund. Established in 2006, Phoenix has built a solid track record across a variety of A-REIT mandates, property securities funds and Australian microcap securities, culminating in numerous industry awards. Phoenix is a boutique equity investment manager which is jointly owned by Cromwell and Phoenix staff. Joint ownership with Phoenix staff promotes long term staff stability and a strong alignment of interest between staff and investors.

Further information on Phoenix is available at www.phoenixportfolios.com.au.

2. How the Cromwell Phoenix Global Opportunities Fund works

The Fund is a managed investment scheme registered with the Australian Securities and Investments Commission (ASIC) and subject to the *Corporations Act 2001* (Cth) (Corporations Act). When you invest in the Fund, your money is pooled together with other investors' money and used to acquire assets in accordance with the Fund's investment strategy for the benefit of all investors.

When an application is accepted, CFM issues the applicant with units in the Fund. Those units represent your share in the value of the net assets held by the Fund. The number of units issued to you will depend upon the amount you invest and the unit price calculated for the month in which CFM accepts your application. If you invest through an Investor Directed Portfolio Service (IDPS), such as a wrap or investment platform, the IDPS operator will hold units in the Fund on your behalf. However, all units in the Fund are issued on the same terms and conditions, so that, for example, all units have the same price at any time and carry equal rights to distributions.

2.1 Applications

How you invest in the Fund will depend upon whether you are a direct investor or an indirect investor (i.e. those investing through an IDPS). For further information on making an investment, see "How to apply" in Section 8. Initial investments must be at least \$20,000. Additional investments of at least \$10,000 can also be made. CFM can vary or waive minimum amounts at any time. Maximum initial investments are limited to \$500,000.

2.2 Withdrawals

If you are a direct investor: You should complete a Withdrawal Request Form (available from the CFM website www.cromwell.com.au/forms.) and return it to the Fund's registrar, Boardroom Pty Ltd (Boardroom or the Registrar).

If you are an indirect investor: You can only withdraw through the IDPS operator in accordance with the IDPS's terms and conditions.

For all investors, the minimum withdrawal amount is \$10,000 or a lesser amount at CFM's discretion. If a withdrawal would result in an investor having less than \$20,000 then CFM may regard the withdrawal request as relating to the investor's entire holding.

You should read the important information about withdrawing from the Fund before making a decision. Go to the AID on the Fund's webpage at www.cromwell.com.au/gof. The material relating to withdrawals may change between the time you read this PDS and the day when you acquire the product.

2.3 Unit pricing

Unit prices are calculated monthly on the last day of each calendar month by:

- determining the Net Trust Value of the Fund, adjusted for any income distributed;
- for the issue price, dividing the Net Trust Value of the Fund by the number of units on issue and adjusting for the buy spread; and
- for the withdrawal price, dividing the Net Trust Value of the Fund by the number of units on issue and adjusting for the sell spread.

The Net Trust Value of the Fund is calculated by deducting the value of the liabilities in the Fund from the value of the Fund's assets.

The value of your investment, which is represented by the value of the units in the Fund you hold or your IDPS operator holds on your behalf, will vary on a monthly basis as the market value of the Fund's assets and liabilities rises and falls.

Those rises and falls are reflected in the Fund's unit prices. To the extent that the Fund's constitution gives CFM discretion with regard to unit pricing, CFM has a Unit Pricing Discretions Policy. You can request, free of charge, a copy of that policy and the record of any discretion exercised outside the policy by calling Cromwell's Investor Services Team on 1300 268 078.

The value of the Fund's assets and liabilities is calculated using a method determined by CFM in accordance with the Fund's constitution. Generally, listed investments are valued at their last publicly listed market value.

The buy and sell spreads reflect CFM's estimate of brokerage and other costs expected to be incurred in buying and selling the securities and other assets of the Fund as a result of investments and withdrawals made by investors. As the buy and sell spreads are estimates, they are subject to change.

The number of units issued to you when you apply for units in the Fund, and the value of units redeemed when you withdraw money you have invested in the Fund, will depend upon the unit price calculated for the relevant month. The issue price and withdrawal price in any month will differ because the issue price will be adjusted for the buy spread and the withdrawal price will be adjusted for the sell spread.

The buy and sell spreads are retained in the Fund and are not paid to CFM.

2.4 Processing applications and withdrawals

2.4.1 Cut-off times for applications

Applications will be processed on a monthly basis. No interest will be paid on pending applications.

For direct investors: The application cut-off time will be 4.00pm AEST (or AEDT when observed) on the last Sydney business day prior to the 26th day of any month.

For application forms and investment funds received before the cut-off time, investors receive the issue price based on the valuation of assets calculated on the last day of the month, adjusted for any income distributed.

Application forms and investment funds received after the cut-off time are taken to be received on the next Sydney business day and therefore will be processed the following month.

In all cases, CFM can change the relevant time at its discretion upon reasonable notice.

2.4.2 Cut-off times for withdrawals

Withdrawals will be processed on a monthly basis.

For direct investors: The withdrawal cut-off time will be 4.00pm AEST (or AEDT when observed) on the last Sydney business day prior to the 26th day of any month. For withdrawal forms received before the cut-off time, investors receive the withdrawal price calculated on the last day of the month, adjusted for any income distributed. Withdrawal forms received after the cut-off time are taken to be received on the next Sydney business day and therefore will be processed the following month.

Usually, proceeds will be paid within 15 business days of the processing date.

2.4.3 Suspension of withdrawals

CFM may suspend withdrawals for up to 180 days in certain circumstances as specified in the Fund's constitution.

These circumstances may include when CFM considers it impracticable to calculate unit prices, for example because of closure of or trading restrictions on securities exchanges, an emergency or other state of affairs, when CFM estimates a significant amount of the Fund's assets must be sold to meet withdrawals, or when CFM considers it is not in the best interests of investors to realise the required assets.

Any withdrawal request received during a period of suspension will be taken to have been received immediately after the end of the suspension period.

2.5 Distributions

The Fund is expected to earn income, including foreign income and interest from its investments in international listed securities. The Fund may also make capital gains or losses from these investments, and foreign exchange gains and losses. The Fund expects to distribute its taxable income annually.

Distributions are calculated in cents per unit and are paid generally within 30 days after the end of the financial year based on the number of units held at the end of the relevant year (before the issue or redemption of units for the last month of the financial year). Distributions can either be paid directly to your nominated Australian bank account or reinvested in further units in the Fund by completing the relevant section on the Application Form. If no election is made, distributions will be reinvested as additional units in the Fund. After you have invested, you can change your election by advising CFM in writing. The price of units issued on reinvestment of distributions is the issue price at the end of the distribution period adjusted for any income distributed. CFM will not add a buy spread to the issue price used for direct reinvestment of distributions.

At any time, CFM may notify investors that subsequent distributions will be paid in cash and not reinvested.

CFM does not guarantee any particular level of distribution and there may be periods in which distributions will not be paid.

2.6 Investing through an IDPS

CFM authorises the use of this PDS by IDPS operators that include the Fund on their investment menu.

If you invest in the Fund through an IDPS, the IDPS operator will hold units in the Fund on your behalf. This means that the IDPS operator is the investor and has investors' rights. The IDPS operator can exercise, or decline to exercise, its rights as an investor in accordance with the arrangements governing the IDPS. Investors in the Fund via an IDPS should note that some information in this PDS may be relevant only for direct investors.

3. Benefits of investing in the Cromwell Phoenix Global Opportunities Fund

CFM and Phoenix believe that over the medium to long term, superior investment performance may be achieved by investing in securities that are trading at a discount to their underlying intrinsic value.

Across global markets, some of these securities have readily ascertainable and observable net asset values (NAVs). A number of these securities trade at significant discounts to their observable NAVs. This is particularly true in areas where a limited number of analysts are scrutinising company valuations. Phoenix's research efforts are concentrated predominantly on securities with free float market capitalisation of less than US\$5 billion, where pricing discrepancies are often the largest.

Given that security pricing is most prone to error in situations where there is minimal professional analyst coverage, Phoenix expects the majority of securities that pass through its quantitative screening process will have a free float market capitalisation below US\$2 billion.

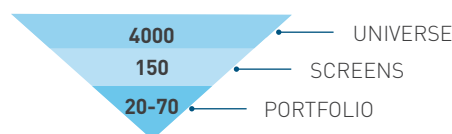
CFM has initially capped the Fund size at A\$100 million of Net Trust Value¹. This cap is designed to allow the Fund to maintain its strategic advantage over many of its competitors as it facilitates investment in a wider universe of securities, including small capitalisation stocks and any other listed structures.

Phoenix's value oriented, fundamental analysis focuses on "bottom up" research to fully understand the components that make up a security's NAV and assess the level of certainty inherent in any valuation.

Phoenix considers attractive companies are likely to be:

- priced sufficiently below Phoenix's estimate of intrinsic value to provide a valuation buffer / margin of safety to limit downside risk;
- well understood by Phoenix and therefore within Phoenix's circle of competence; and
- well managed, with strong governance protocols and an alignment of interests with minority shareholders.

Quantitative screens are used to eliminate a substantial portion of securities, many of which trade at or above their NAVs. Screens are supplemented with quantitative and qualitative techniques to reduce the universe to a shortlist of approximately 150 securities, which are then assessed in a deeper manner.



Attractive securities may screen with the following attributes:

- low price to tangible assets;
- discounts to reported NAVs;
- high levels of historical book value growth;
- high levels of management/director ownership; and
- low ratio of enterprise value to Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA) (particularly for GAAP Accounting).

Unattractive securities may screen with the following features:

- high share issuance such as frequent capital raisings;
- excessive financial leverage; and
- history of loss making.

Phoenix does not intend to hedge any foreign currency exposure arising from investments in foreign securities. This means that the value of your investment in Australian dollars and the distributions calculated and paid to you in Australian dollars will be subject to foreign exchange rate fluctuations.

Please see the AID (Benefits of investing in the Cromwell Phoenix Global Opportunities Fund) for more information in relation to how Phoenix selects securities for the portfolio.

Investing in the Fund offers investors a range of benefits:

- access to a professionally managed portfolio run by experienced investment professionals with a strong track record;
- diversification via investing in a portfolio that holds at least 20 stocks, selected from multiple geographic jurisdictions;

1. CFM reserves the right to vary amounts.

- diversification via exposure to foreign currencies and international securities that are not otherwise available on the Australian Securities Exchange (ASX);
- exposure to an area of global capital markets that has little or no broker research coverage;
- a disciplined and proven investment process with constant portfolio monitoring; and
- monthly unit pricing and annual distributions.

You should read the important information about the benefits of investing in the Fund before making a decision. Go to the AID on the Fund's webpage at www.cromwell.com.au/gof. The material relating to the benefits of the Fund may change between the time you read this PDS and the day when you acquire the product.

4. Risks of managed investment schemes

All investments carry risk. Different investment strategies can carry different levels of risk depending upon the assets acquired pursuant to the strategy of each fund. Assets with the highest long term returns may also carry the highest level of short term risk.

The level of risk you are prepared to accept when investing in the Fund will depend upon various factors including your age, investment timeframe, overall investment portfolio and risk tolerance. Therefore, you should consider the Fund's risks in light of your particular personal circumstances and your attitude towards potential risks.

The key risks of investing in the Fund are typical of the risks associated with managed investment schemes that have an investment strategy that involves investing in shares of international listed companies. However, it is important that you know that the value of your investment will go up and down over time, fund returns will vary over time, future returns may differ from past returns and returns are not guaranteed. The laws affecting your investment in the Fund may also change. This means that there is always the chance that you could lose money on your investment.

A summary of the significant risks for the Fund are:

Individual investment risk – individual securities the Fund holds can and do fall in value for many reasons such as changes in a company's capacity to meet or refinance its borrowings, changes in the market for or valuations of the company's investments and the ability of the company's management;

Market risk – the Fund's performance will depend on the performance and market value of the assets it holds;

Foreign exchange risk – the Fund's performance could be significantly impacted by movements in foreign exchange rates. That is, the capital value of your investment in Australian dollars and the distributions calculated and paid to you in Australian dollars, could go up or down due to foreign exchange rate volatility;

Diversification risk – there is a risk that the portfolio may not be diversified enough to withstand certain market movements;

Legal and regulatory risk – the laws, regulations and government policies, including those relating to taxation, that affect the Fund and its investments may change over time and those changes could have an impact on your investment in the Fund;

Manager risk – an investment in the Fund means that you are delegating some of your control over investment decisions to both CFM and Phoenix. How the Fund performs depends partly on the performance of CFM as responsible entity and Phoenix as investment manager. The investment manager may make poor investment decisions or use inappropriate

or incorrect investment methods or research resulting in suboptimal returns. The investment manager is also a related party of CFM;

Withdrawal risk – the ability to withdraw your investment out of the Fund may be suspended in certain circumstances;

Derivative risk – the value of derivatives can fail to move in line with the value of the underlying asset, potentially causing the derivatives to be illiquid. There is also counterparty risk (that is, where the counterparty to the derivative contract cannot meet its obligations);

Liquidity risk – overall market conditions can make it difficult to trade, which may cause delay in accessing your money to meet withdrawal requests. If a security is not actively traded, or is traded in a relatively small volume, it may not be readily bought or sold without some adverse impact on the price paid or obtained;

Small cap risk – small cap securities may be less widely traded or less liquid compared to larger or more established company securities. This means they may not be readily bought or sold without some adverse price impact, have higher volatility and may be subject to wide price fluctuations, which may lead to a greater chance of loss compared to investing in securities of large or mid-cap companies.

Country and political risk – the Fund will hold shares in companies and other investments that are domiciled in countries other than Australia. The economic, technological, political, legal and market conditions in these other countries may affect the operations of the companies which may, in turn, have an indirect impact upon the value of the Fund's assets;

Pandemic related risk – the duration and potential impacts of the COVID-19 pandemic on economies around the world and the potential flow-on effects for various investments held by the Fund (and on the Fund itself), is not known. What is known is that the impact on different businesses, and therefore on different securities in different markets, can vary significantly. The impact of the pandemic on the Fund and its investments will continue to be monitored (together with other risk factors); and

Environmental social and governance (ESG) risk – environmental, social and governance risks may lead to unforeseen regulatory, or other impacts that may affect investment value and performance.

You should read the important information about the risks of managed investment schemes before making a decision. Go to the AID on the Fund's webpage at www.cromwell.com.au/gof. The material relating to the risks of managed investment schemes may change between the time you read this PDS and the day when you acquire the product.

5. How we invest your money

When making a decision about whether or not to invest in the Fund, you should consider the likely investment return, the risk associated with the investment and your investment timeframe. For further information on portfolio construction and investment philosophy, please visit www.cromwell.com.au/gof.

5.1 Description of Fund

The Fund invests in a portfolio of internationally listed, predominantly small capitalisation securities, which, at the time of their acquisition, are considered to be trading at discounts to their observable NAVs. Investments are likely to be selected outside the constituents of global large capitalisation indices and will mostly have a free float market capitalisation of less than US\$5 billion at the time of initial investment. Securities with smaller free float market capitalisation are generally considered by Phoenix to be the

most inefficiently priced sector of global securities markets and offer the greatest potential to add value through a rigorous, institutional approach.

The Fund focusses on securities with readily ascertainable, observable NAVs, such as holding companies, closed-ended funds and asset-backed companies, as well as capital structure opportunities, where, for example, a stock may have multiple classes of securities that may be mispriced relative to one another.

The Fund is expected to invest across multiple global equities markets, such as North America, Europe and Asia. It is likely to invest in both developed and emerging markets.

The type of investors for whom the Fund may be suitable include investors looking to invest in a geographically diverse portfolio of listed, small capitalisation securities.

5.2 Investment return objective

The objective of the Fund, over rolling five-year periods is to:

- deliver a total return (after fees) in excess of 7.5% per annum; and
- outperform the MSCI All Country World Net Index in \$AUD (Benchmark) after fees and costs.

Note, these are objectives only, and their achievement is not promised nor guaranteed.

5.3 Minimum suggested timeframe for holding your investment

The minimum suggested timeframe for holding your investment is at least 5 years.

5.4 Asset classes and asset allocation ranges

The Fund will generally invest in keeping with the following targeted asset allocations as a percentage of its total portfolio:

INVESTMENT CLASS (% OF PORTFOLIO)	TARGET RANGE
Global Listed Securities ¹	75-100%
Unlisted Securities ²	0-10%
Derivatives	0-10%
Cash ³	0-25%
Maximum position in any single security	20%

1. Includes securities expected to be listed within six months.
2. The Fund may continue to hold previously listed securities that have de-listed.
3. Higher levels of cash may be held for short periods of time pending investment of significant application amounts.

The relative value of each class of investment can change rapidly and significantly due to factors such as market movements or changes in the circumstances or nature of an individual Fund investment. Where such changes or other events cause the Fund to move outside its target asset allocation ranges, CFM and Phoenix will seek to rectify the position as soon as reasonably practicable.

The Fund may invest in derivatives to reduce risk or gain exposure to particular securities when deemed appropriate. Derivatives will not be used to gear the Fund. Phoenix does not intend to hedge any foreign currency exposure arising from investing in foreign securities.

5.5 Risk level

CFM believes that the Fund's risk level is high. The risk of your investment falling in value over the short term is high

when compared to investments in managed investment schemes that invest in asset classes such as cash or fixed interest securities. However, the Fund offers potentially more favourable returns over the medium to long term than cash or fixed interest securities. This is why the minimum suggested timeframe for an investment in the Fund is at least five years.

5.6 Fund performance

Up to date information on the Fund's performance is available from:

- www.cromwell.com.au/gof;
- Cromwell's Investor Services Team on 1300 268 078; or
- Your financial adviser or for indirect investors, your IDPS operator.

5.7 Labour standards, and environmental, social and ethical considerations

Neither CFM nor Phoenix takes into account labour standards or environmental, social or ethical considerations when making investment decisions relating to the Fund.

5.8 Changes to the Fund

The Fund's constitution allows a broad range of investments and gives CFM broad investment powers. CFM can change the Fund's investment manager and/or vary its investment objectives, Benchmark, asset allocation ranges and other factors which impact the Fund's investment performance. Investors will be given written notice of any material changes.

6. Fees and costs

Consumer Advisory Warning

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 account 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.*

Information in the table below can be used to compare costs between simple managed investment schemes. These fees and costs can be paid directly from your account or deducted from investment returns.

All fees set out in this section are inclusive of the net effect of Goods and Services Tax (GST) (i.e. includes GST net of input tax credits and any available reduced input tax credits). The Fund may not be entitled to claim a reduced input tax credit in all instances.

FEES AND COSTS SUMMARY		
Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs¹ The fees and costs for managing your investment	0.82% p.a. of the Fund's gross asset value.	Calculated and paid monthly in arrears from the Fund's assets. Indirect costs are embedded into the trading prices of investee companies. In aggregate these costs are reflected in the Fund's unit price.
Performance fees² Amounts deducted from your investment in relation to the performance of the product	20% of the Fund's cumulative gross return in excess of the high water mark. Since inception of the Fund, the average performance fee is 3.01% p.a. of the Fund's net assets.	Calculated and payable monthly in arrears.
Transaction costs³ The costs incurred by the scheme when buying or selling assets	0.09% of the Fund's net assets.	Payable when incurred. Payable from Fund assets or interposed vehicles' assets and reflected in the unit price.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	+/- 0.60%	Retained as an asset of the Fund whenever you invest or withdraw.
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee The fee to close your investment	Nil	Not applicable
Switching fee The fee for changing investment options	Nil	Not applicable

- Below is a breakdown of management costs. See Table 1 for an example of the calculation of annual fees and costs. Indirect costs will depend on the composition of the Fund and will vary from year to year. Indirect costs are not paid directly by the Fund but are incorporated into the portfolio's underlying security prices and ultimately reflected in the Fund's unit price. There is no base management fee and CFM has agreed to cap administration costs at 0.20% of the Fund's Net Trust Value.
- See "Performance Fee" in the AID for more detail.
- The transaction costs shown in this Fees and Costs Summary are shown net of any amount recovered by the buy-sell spread.

Table 1 Example of annual fees and costs for the Fund

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

Example:		Balance of \$50,000 with a contribution of \$5,000 during year ¹
Contribution fees	Nil	For every additional \$5,000 you invest, you will be charged \$0
PLUS Management fees and costs	0.82%	And , for every \$50,000 you have in the Fund, you will be charged or have deducted from your investment between \$410 and \$451 ² each year
PLUS Performance fees	3.01% ³	And , you will be charged or have deducted from your investment between \$1,505 and \$1,656 ² in performance fees each year
PLUS Transaction Costs	0.09%	And , you will be charged or have deducted from your investment between \$45 and \$50 ² in transaction costs
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 the year, you would be charged fees of: \$1,960 - \$2,157 What it costs you will depend on the fees you negotiate.

- The minimum initial investment amount for the Fund is \$20,000. The minimum additional investment amount is \$10,000. Example assumes the additional \$5,000 is invested at the beginning of the year.
- Takes into account the additional \$5,000 contribution, assumed to be invested at the beginning of the year.
- Historical average performance fee since inception of the Fund.

Past performance is not a reliable indicator of future performance. It is not possible to forecast the performance of the Fund and in some years there may be negative performance.

TYPE OF FEE OR COST	AMOUNT
Breakdown of Management Fees and Costs	
Base management fee	Nil
Annual administration cost	0.20% ¹
Indirect costs	0.62% ²
Total management fees and costs	0.82%

- Annual administration costs were capped at 0.2% of the Fund's average net assets for the 12 months to 30 June 2021.
- Indirect costs of investing through interposed vehicles was 0.62% p.a. of the Fund's average net assets for the twelve months to 30 June 2021. This amount will depend on the Fund's portfolio composition.

6.1 Additional explanation of fees and costs

6.1.1 Ongoing management fees and performance fees

CFM does not charge a base management fee.

CFM will charge a performance fee of 20% of the Fund's cumulative gross return in excess of the high water mark. This ensures that any previous underperformance has been recovered before CFM is entitled to a performance fee. The performance fee is calculated and payable monthly in arrears.

The cumulative gross return is calculated:

- on a time weighted basis from 1 January 2020; and
- prior to accruing any performance fee or declaring any distribution for the relevant month.

As at 31 August 2021, the Fund was at its high water mark being the highest cumulative gross return since inception and no further performance fee will become payable until this high water mark is exceeded. The performance fee is calculated as 20% of absolute returns above the high water mark.

6.1.2 Ongoing administration costs

The Fund will incur administration costs such as accounting, tax and legal advice, bank charges, printing and stationery costs, postage and a registry fee. The Fund's constitution allows properly incurred expenses to be recovered from the Fund.

When expenses are paid by the Fund, they are deducted from the Fund's assets and reflected in the unit price. CFM has agreed to cap these costs at 0.20% p.a. of the Fund's Net Trust Value (calculated monthly by dividing the sum of the opening monthly Net Trust Value and closing monthly Net Trust Value by two) and will bear any normal administration cost in excess of this amount.

CFM paid expenses for the 12 months ending 30 June 2021 totalling \$38,074 on behalf of the Fund. This reflects 3.52% p.a. of the Fund's Net Trust Value had the Fund been required to pay these costs. However, CFM has agreed to cap these costs at 0.20% p.a. of the Fund's Net Trust Value to ensure the Fund remains competitive whilst in start-up phase. As such, a maximum of \$20 out of every \$10,000 of the Fund's Net Trust Value will be used to cover administration costs during this time. If the Fund's actual administrative costs are less than 0.20% p.a. of the Fund's Net Trust Value, then only the cost of the actual expenses will be borne by the Fund.

If CFM removes the cap on normal administrative expenses in the future, CFM will give you 30 days' written notice.

6.2 Other fees and costs

These may include additional fees and costs that apply to investors accessing the Fund through an IDPS or similar service.

Additional fees may be paid to a financial adviser if the financial adviser is consulted. You should refer to the Statement of Advice in which details of the fees are set out.

We may make payments to IDPS operators out of the fees we receive. Government fees, duties and bank charges may also apply to investments and withdrawals.

6.3 Changes to fees and costs

CFM may change the fees and expenses referred to in this PDS without the consent of investors. CFM will provide at least 30 days' notice to investors of any proposed increase in fees or expense recoveries or the introduction of new fees.

You should read the important information about fees and costs before making a decision. Go to the AID on the Fund's webpage at www.cromwell.com.au/gof. The material relating to fees and costs may change between the time you read this PDS and the day when you acquire the product.

7. How managed investment schemes are taxed

Investing in managed investment schemes such as the Fund is likely to have tax consequences. Managed investment schemes do not pay tax on behalf of investors, instead investors are assessed for tax on any income and capital gains generated by the managed investment scheme.

The Fund has resolved to make an irrevocable choice to be an Attribution Managed Investment Trust (AMIT) for taxation purposes. As an AMIT, the Fund will continue to be a flow through entity and investors will be attributed the net (tax) income of the Fund regardless of whether the Fund makes a distribution of income or capital. The net (tax) income and tax offsets will be attributed to investors on a fair and reasonable basis. The attribution will generally be based on the investors' rights to the income and capital in the Fund as provided for in the constitution. The responsible entity will provide investors with an AMIT member annual statement outlining the tax components.

The Australian taxation system is complex and in a continuing state of reform, and investors have different circumstances. Therefore, you are strongly advised to seek professional tax advice before investing in the Fund.

You should read the important information on how managed investment schemes are taxed before making a decision. Go to the AID on the Fund's webpage at www.cromwell.com.au/gof. The material relating to how managed investment schemes are taxed may change between the time you read this PDS and the day when you acquire the product.

8. How to apply

Please note that this offer is only open to persons receiving this PDS within Australia. Read this PDS together with the AID available from Cromwell's Investor Services Team:

Phone: **1300 268 078** Website: www.cromwell.com.au/gof
Email: invest@cromwell.com.au

CFM will provide a hard copy of the PDS and AID free of charge upon request.

While we are assessing your application, any interest earned on application monies is retained by the Fund.

For direct investors

Direct investors should apply online at <http://apply.cromwell.com.au> or complete the relevant Application Form contained in the Application Pack and return them to the Registrar. The Investor Application Form/s allow CFM to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (AML/CTF). This means that, when you apply to be an investor in the Fund, CFM will need to obtain personal information and documentation from you in relation to your identity. We may also need additional information during your investment.

CFM can only accept and process Application Forms that are properly completed. An application will not be accepted until payment has been received in full as cleared funds and Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standards (CRS) self-certifications have been completed.

For indirect investors

If you are investing through an IDPS, the IDPS operator will apply for units on your behalf.

8.1 Cooling off

If you are a direct retail investor, the Corporations Act gives you a 14 day cooling off period in regard to any investment you make in the Fund as a retail client. If, during the cooling off period, you decide that the investment does not meet your investment needs, then you should advise CFM or the Registrar in writing or by email.

The 14 day period commences at the end of the fifth business day after units in the Fund are issued to you or when you receive your confirmation statement - whichever is earlier.

If you request a refund, the amount to be refunded will be increased or reduced to take into account any market movements since the units were issued to you. Refunds will be processed using the issue price for the month the refund is made. Further, any tax, fees or duty incurred as well as the buy/sell spread may be deducted. As a result, the amount refunded to you may be less than your original investment.

Indirect investors should consult their IDPS operator about any cooling off rights that they have.

8.2 Complaints handling

The Fund's constitution and Complaints Handling Policy set out guidelines for CFM to receive, consider, investigate and respond to complaints by investors who express dissatisfaction with the management, administration, products, services or the handling of a complaint in relation to the Fund.

If investors wish to make a complaint they should write to the Dispute Resolution Officer:

By post to:

Cromwell Funds Management Limited
GPO Box 1093
Brisbane, QLD 4001

By email on: complaints@cromwell.com.au

CFM will acknowledge any complaint in writing immediately. CFM will within 30 days investigate, properly consider and decide which action (if any) to take or offer regarding the complaint and provide a response by communicating its decision to the investor.

If the investor is dissatisfied with the decision made by CFM, the investor may refer the complaint to the external, independent and impartial ombudsman service of which CFM is a member at the address set out below:

Australian Financial Complaints Authority Limited
GPO Box 3
Melbourne, VIC 3001

Alternatively, further information is available by contacting AFCA on:

Phone: **1800 931 678 (free call)**
Website: www.afca.org.au
Email: info@afca.org.au

9. Other information

9.1 Information about the Fund

Net asset value per unit and the unit price history for the Fund are available at www.cromwell.com.au/gof. Units represent the investor's share in the value of the net assets held by the Fund.

9.2 Customer service and investor communications

Details of CFM's approach to customer service and investor communications are detailed at www.cromwell.com.au/gof.

Cromwell utilises the registry services of Boardroom. As such, investors (and, if applicable, their financial advisers) can register to manage their investment/s online via a secure web portal. Information regarding this service is provided with the investor welcome pack at the time of the initial investment.

9.3 Investors and CFM

The Fund's constitution, this PDS and the Corporations Act and other laws such as the general law relating to trusts govern the relationship between investors and CFM.

9.4 Compliance Plan

The compliance plan outlines the principles and procedures which CFM intends to follow to ensure that it complies with the provisions of the Corporations Act and the Fund's constitution.

9.5 Privacy

CFM respects the privacy of its investors and is committed to protecting their personal information. The way we manage personal information is governed by the *Privacy Act 1988* (Cth) (Privacy Act) and the Australian Privacy Principles established under the Privacy Act. Cromwell's Privacy Policy is available at www.cromwell.com.au.

Cromwell may also disclose some of your personal information to external service providers, for example, LFS, who provide administration services to the Fund. LFS handles your personal information in accordance with its privacy policy, a copy of which can be found at www.linkgroup.com.

9.6 Enhanced Disclosure Securities

Units in the Fund may become "ED Securities" under the Corporations Act (once there are at least 100 investors), and consequently the Fund is a "disclosing entity".

As a disclosing entity, the Fund would become subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may then be obtained from, or inspected at, an ASIC office. Investors will be entitled to obtain a copy of the following documents:

- the annual financial report of the Fund most recently lodged with ASIC;
- any half year financial report lodged with ASIC by the Fund after the lodgement of the most recent annual financial report and before the date of the PDS; and
- any continuous disclosure notices given by the Fund after the lodgement of the most recent annual report and before the date of the PDS.

9.7 Consent

Phoenix has consented to being named in this PDS as investment manager and to any statements attributable to it in this PDS in the form and context in which such statements are included, and Phoenix has not withdrawn this consent before the date of this PDS.

Boardroom (as the Registrar) and LFS (as the Fund's Custodian) have each given written consent to be named in this PDS in the form and context in which each is named and neither has withdrawn its consent prior to the date of the PDS.