

Product Disclosure Statement

Issued 30 September 2022

K2 Global High Alpha Fund

ARSN 139 669 293 / APIR KAM0001AU



Contact Details

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For lodging complaints and dispute resolution please refer to Section 07 on page 14 of this PDS.

Issued by

K2 Asset Management Ltd

ABN 95 085 445 094 / AFSL 244 393

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The information provided here is general information only. It does not take into account the investment objectives, financial situation or needs of any particular investor. You should not base your decision to invest in the K2 Global High Alpha Fund (the **Fund**) solely on this information. You should obtain professional financial advice tailored to your personal circumstances and consider the suitability of the Fund in view of your financial position, investment objectives and needs before making an investment decision. K2 Asset Management Ltd (**K2**) and its respective employees, agents and officers do not guarantee the success, repayment of capital, rate of return on income or capital, or investment performance of the Fund. Past performance is not a reliable indicator of future performance. Units in the Fund are offered and issued by K2 on the terms and conditions described in this PDS. You should read this PDS because you will become bound by it if you become an investor in the Fund. It is your obligation to seek any advice, and observe any legal restrictions, on investment in the Fund which may apply to you.

All amounts in this PDS are in Australian dollars. All fees are inclusive of goods and services tax (**GST**) and take into account reduced input tax credits (**RITCs**) if applicable. All fees in this PDS are rounded to two decimal places.

Information in this PDS is subject to change of a type that is not materially adverse from time to time, and such updates may be viewed at www.k2am.com.au. You can obtain any updated information via the online investor portal or by contacting K2. A paper copy of any updated information will be provided free of charge on request.

K2 has authorised the use of this PDS as disclosure to direct investors and prospective investors of an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme (**IDPS**). Indirect investors investing through an IDPS may rely on the information contained in this PDS in instructing IDPS

operators to invest in the Fund on their behalf. K2 accepts no responsibility where the IDPS operator does not provide investors with a current version of this PDS or any supplementary or replacement PDS. More information for IDPS investors is set out in Section 07 on page 13 of this PDS.

As a disclosing entity, the Fund has regular reporting and disclosure obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**). In accordance with ASIC guidance, all material information will be available to investors at www.k2am.com.au. A copy of any documents lodged with ASIC to comply with disclosure requirements may be obtained from or inspected at an ASIC office. On request, K2 will provide investors with copies of the most recent annual financial report for the Fund, the half-yearly financial report and any continuous disclosure notices.

Investors can contact K2 or their IDPS provider, or access the online investor portal at www.k2am.com.au for updated information about performance, unit prices, Fund size and other general information about the Fund.

Summary of disclosure against ASIC benchmarks and principles

This PDS contains disclosures against benchmarks and disclosure principles set out in the Australian Securities and Investments Commission (**ASIC**) Regulatory Guide 240. The Fund meets both ASIC benchmarks 1 (on valuation of assets) and 2 (on periodic reporting).

The following table points to relevant disclosures, using ASIC's disclosure principle numbers:

Disclosure principle	Where to find in PDS
1 Investment strategy	Section 02, page 03 Section 05, page 07
2 Investment manager	Section 01, page 03
3 Fund structure	Section 02, page 03 Section 09, pages 15 - 16
4 Valuation, location and custody of Assets	Section 05, page 07 Section 07, page 13 Section 09, pages 15 - 16
5 Liquidity	Section 05, page 08
6 Leverage	Section 05, page 08 Section 09, pages 15 - 16
7 Derivatives	Section 04, page 06 Section 05, page 08
8 Short selling	Section 04, page 06 Section 05, page 08
9 Withdrawals	Section 07, pages 13 - 14

01

About K2 Asset Management Ltd

K2 Asset Management Ltd (**K2**) is an Australian fund manager specialising in managed funds for retail, wholesale and institutional investors. K2 was established in 1999 and is owned by K2 Asset Management Holdings Ltd, a listed company on the Australian Securities Exchange.

K2 is the responsible entity and investment manager of a number of investment funds, including the K2 Global High Alpha Fund (**Fund**).

As responsible entity, K2 oversees the operation and management of the Fund and is required to act in the interests of investors. As the investment manager, K2 is responsible for directing all investments within the Fund.

K2 has brought together a team of investment professionals with a depth of knowledge and experience in domestic and international equity markets. More information about the individuals responsible for the investment management of the Fund, including the proportion of time each individual devotes to executing the Fund's investment strategy, is available at www.k2am.com.au. The Fund is not dependent on any particular individual but enjoys the benefit of the expertise of a group of professionals operating as a team.

K2 is indemnified out of the Fund against all liabilities and expenses incurred by it in properly performing any of its duties, exercising any of its powers, or omitting to act in relation to the Fund, or attempting to do so. Subject to the Corporations Act, provided K2 acts in good faith and without negligence, it is not liable to investors for losses in relation to the Fund (except in certain circumstances, where it can be indemnified from the Fund).

02

How the Fund works

The Fund is an Australian registered managed investment scheme and unit trust. In a unit trust structure, when you invest your money, it is pooled with other investor funds. The units which you are issued with are priced monthly and reflect the changing market value of the underlying assets.

Investment structure



Investment strategy

The Fund invests in globally listed equities across a range of sectors and aims to deliver strong capital growth over the long-term. K2's investment approach is to invest in high quality stocks and actively adjust net exposure in line with K2's index unaware strategy. K2's investment parameters allow both Long and Short investment in equity markets, with the added flexibility of investing in cash. The Fund carries specific capacity limits, enabling it to remain versatile and protect its ability to continue to achieve its performance objectives.

For more information about the Fund's investment strategy, please refer to section 05 on page 07 of this PDS.

02

How the Fund works cont...

The Fund at a glance	
Fund category	Global listed equities
APIR code	KAM0001AU
Inception date	1 November 2009
Suggested investment timeframe	Long-term
Typical number of stocks held	Up to 120
Investment management fee	2.05% p.a. (incl. GST & RITC)
Performance fee	20.50% p.a. (incl. GST & RITC) of the amount by which the NAV per unit exceeds the High Water Mark
Investment objective	The Fund aims to deliver capital growth over the long-term by seeking out opportunities in undervalued companies in all market cycles
Investment style	Flexible to reflect the economic cycle
Unit prices	Available at www.k2am.com.au
Applications	By 2pm on the last Business Day of the month
Minimum initial investment	\$20,000
Minimum additional investment	\$10,000
Valuation	Monthly
Redemptions	Minimum of 30 days' notice prior to the last Business Day of the month
Minimum withdrawal	\$10,000
Access to your investment	Within a fortnight of Valuation Day (defined in Section 02, page 05)
Reporting	Monthly reports, transaction confirmations, holding statements, semi-annual investment reports, annual distribution and tax statements are all available via the K2 online investor portal at www.k2am.com.au or are sent via email
Distributions	The Fund may pay distributions shortly after 30 June each year. Distributions can be made more frequently at K2's discretion
Responsible Entity & Investment Manager	K2 Asset Management Level 32, 101 Collins Street Melbourne Victoria 3000
Contact	Client Services Telephone: +61 3 9691 6191 Fax: +61 3 9691 6170 Email: invest@k2am.com.au
Administrator	State Street Australia
Auditor	KPMG Australia

02

How the Fund works cont...

Applications

Monthly

You can apply for units by completing the form online or at the end of this PDS and sending them with cleared funds to the Unit Registry by 2pm on the last Business Day of the month (**Valuation Day**). Units are issued on the first Business Day of the following month.

Minimum Initial Investment

\$20,000

Minimum Additional Investment

\$10,000

You can add to your investment at any time. Simply complete an additional application form available from K2 upon request and send it with cleared funds to the Unit Registry by 2pm on a Valuation Day. Additional units are issued on the first Business Day of the following month.

Valuation

Monthly

On the last Business Day of the month (a Valuation Day).

Redemption

Minimum 30 days' notice prior to Valuation Day

You can redeem some or all of your investment by completing the redemption form available from K2 upon request.

Minimum Withdrawal

\$10,000

If your redemption results in the remaining balance of your investment falling below \$20,000 then only a complete withdrawal is permitted.

Access to Investment

You can usually access your investment within a fortnight of a Valuation Day as long as you redeem by 2pm on that day.

Exceptional circumstances may however arise where the ability to access your investment is restricted and you may have to wait a period of time before you are able to redeem. This may occur, for example, if equity markets suspend trading or if the Fund becomes illiquid. Short delays may occur if you redeem at 30 June while distributions are being finalised.

Distributions

To prevent the Fund from incurring a tax liability, the Fund may pay distributions shortly after 30 June each year. Distributions can be made more frequently at K2's discretion. Distributions are calculated based on the Fund's net income at the end of the distribution period divided by the number of units on issue. You can reinvest your distribution automatically into the Fund or have it paid directly to your bank account.

A distribution of net income generally forms part of a unitholder's assessable income, and you will be liable to pay tax on that income. At the time of distribution, the value of each unit will be reduced by the distribution amount.

Reporting

Monthly performance reports and semi-annual investor statements are sent to all unitholders via email or post. Fund performance and other information is available at www.k2am.com.au.

03

Benefits of investing in the Fund

Investing in the Fund offers a range of benefits, including:

Expertise

You benefit from the skill and experience of K2's dedicated equity investment team. K2's portfolio managers bring with them their own investment style while still adhering to the Fund's portfolio rules and guidelines.

Market Access

You can easily gain exposure to a wide investment universe that may not be present in your current investment portfolio.

Flexibility

The Fund invests in a diverse range of listed equities rather than reflecting an index or benchmark. Portfolio managers have the added flexibility to buy Long and Short Sell, as well as hold cash in different market cycles.

Client Service

We will provide you with regular statements of your investment and updates on the performance of the Fund and current market conditions. You will also be able to track your investment at all times through our online investor portal at www.k2am.com.au.

Risk Management

K2 employs various risk management strategies, including but not limited to stop loss guidelines and exposure limitations. Stringent compliance procedures are also implemented.

04 Risks of managed investment schemes

Any financial investment is not without associated risks. All asset classes carry varying degrees of risk.

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

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

Before making an investment in the Fund you should consider if it is appropriate for your individual circumstances and if necessary seek professional advice. Risks that should be considered when investing in the Fund include, but are not restricted to, the following:

- **Market Risk**
Changes in regulatory and economic policy, political events, technology, economic cycles, investor sentiment, environmental and social climate can all impact financial markets.
- **Equity Specific Risk**
Individual companies in which the Fund invests can have specific factors that can impact their stock valuation. This can include market cycles, internal management changes and product/service demands. Some securities may also become illiquid and as a result it may be difficult to exit the position.
- **Currency and Interest Rate Risk**
Currency markets can be volatile and are subject to a range of influences. Currency risk occurs where the underlying assets of a Fund are denominated in a currency other than Australian dollars. Changes in interest rates and exchange rates may impact economic conditions and stock valuations both positively and negatively.

- **Leverage Risk**

The Fund may implement investment strategies that use leverage. The exposure of a leveraged portfolio to movements in the instruments and markets in which it invests can be greater than the value of the assets within the Fund. Therefore, if a fund is leveraged and generates a positive return, the returns will be greater than the returns generated by an equivalent unleveraged fund. Similarly if the leveraged fund generates a negative return, the losses will be greater than the losses generated by an equivalent unleveraged fund. For more information see section 05 on page 08.

- **Short Selling Risk**

Short Selling carries particular risks that traditional Long positions do not. With a Long position, the value of the asset cannot drop below zero, thereby placing a limit on the possible loss inherent in the asset. In a Short position, where the purchaser expects the asset to depreciate, there is a risk that the asset could appreciate. Short Selling theoretically has unlimited risk of loss because there is no limit on the level to which a position may appreciate before it is closed out. Short selling can be a form of leverage and may magnify any gains or losses in the Fund.

- **Counterparty and Broker Credit Risk**

Credit risk is the risk of loss caused by another party, including the Prime Broker or Administrator, defaulting on their financial obligations. For more information see section 09 on page 15.

- **Derivative Risk**

The Fund may use various derivative instruments, including swaps, futures, options, forward contracts and other derivatives. The more volatile nature of these instruments may impact the returns of the Fund.

While K2 actively manages risk, many risks remain outside K2's control. Accordingly, no guarantee can be made that these risks will not eventuate. However, K2 has adopted various risk management strategies to help minimise identified risks. These include, but are not limited to, stop loss guidelines for all positions, exposure limitations on asset classes, internal trading systems that allow continuous transparency to the Fund's assets, annual reviews of service providers, ongoing audit, compliance monitoring and conflicts management policy.

04

Risks of managed investment schemes cont...

Ways to reduce or manage risk:

Seek professional advice

K2 recommends you seek professional advice to assist in understanding your current financial situation and your individual investment objectives.

Invest for at least the suggested time frame

Historically, growth assets have achieved the highest returns over the long term, with the greatest risk in the short-term.

Individual investment strategy

You should consider the following factors before investing in the Fund:

- your risk profile;
- your investment timeframe;
- the level of return you are seeking;
- whether you are investing for income or growth; and
- your current financial situation.

05

How we invest your money

Investment Objective

The Fund aims to deliver capital growth over the long-term by seeking out opportunities in undervalued companies in all market cycles.

Suggested Investment Timeframe

Long-term

Potential Risk Level

High

Investor Suitability

This Fund may be suitable for you if:

- you have a long-term investment period;
- you seek diversification within traditional asset class exposure;
- you seek exposure to global equities; and
- your risk tolerance is high and you are comfortable with the level of risk associated with the Fund.

Description of Fund

The Fund invests in globally listed equities. It typically holds up to 120 different stocks, but may hold up to 100% cash depending on market conditions. The Fund can buy Long and Short Sell when seeking out investment opportunities and there is no predetermined capital allocation to any geographic region or industry sector.

Investment Strategy

K2 employs a top-down macroeconomic view with bottom-up stock selection to identify investment opportunities.

Continuous macroeconomic analysis of market conditions determines the Fund's net equity exposure. This top-down overlay provides our investment managers with the autonomy to invest in a benchmark unaware manner, in sectors and regions that they believe will add the most value.

K2's investment strategy intends to produce investment returns by:

- adopting a flexible investment style that reflects the economic cycle;
- actively adjusting net equity exposure;
- identifying major themes or catalysts in a timely manner;
- being index unaware with a Long bias; and
- allocating capital dynamically.

The Fund's ability to produce investment returns is dependent on a wide range of factors, none unusual or unique to the Fund. The Fund's performance returns may be impacted either positively or negatively by market conditions, interest rates, equity specific factors, liquidity and currency movements. Refer to section 04 on page 06 for more information on risks.

K2 may amend the investment strategy if it believes it is in the best interest of the Fund to do so. K2 will notify you of any such change in the Fund's investment strategy, however the strategy is not expected to change over the life of this PDS.

Types of Assets Held

The Fund primarily invests in international and Australian listed equities. If deemed appropriate, the Fund may hold up to 100% cash. Consistent with typical industry practices, the reference to listed equities includes investments in entities that plan to list on a securities exchange within the next 6 months.

The Fund may use exchange-traded and over-the-counter derivative instruments but the use of such instruments does not form a major part of the Fund's investment strategy. The Fund has no predetermined allocation for each asset type, except derivative exposure is limited to 5%.

Equities are denominated in their local currency. Currency is taken into account at the portfolio level and positions are adopted purely as a hedging tool to reduce overall currency risk.

The Fund may make other investments as permitted by the Fund's constitution.

05

How we invest your money cont..

Derivatives

The Fund may use derivative instruments, but it is expected that such instruments will be used within the Fund sparingly. If used, derivatives may include swaps, futures, options and forward contracts. K2 will only engage reputable financial institutions (such as the Prime Broker) as a derivative counterparty.

Short Selling

Short Selling may be used when specific opportunities or market conditions have the potential to increase returns. Short positions are subject to diligent ongoing exposure risk review by the investment team and stringent stop loss guidelines. Refer to section 04 on page 06 for more information on risks associated with Short Selling.

Leverage

K2 may use leverage to increase the net invested position of the Fund greater than the Gross Asset Value of the Fund. In order to implement any Short positions or derivative exposure, equity and/or cash may be required to be deposited with the Prime Broker as collateral. The maximum allowable leverage in the Fund is 150% of the Net Asset Value of the Fund, that is for every \$1 invested, the gross invested position of the Fund taking into account all securities and derivatives held, is limited to \$1.50. For the purposes of this calculation, the notional value of the derivatives is used.

The following is a simplified worked example of how leverage works in the Fund. This example assumes the maximum anticipated level of leverage being, Gross Exposure of 150%. This example additionally assumes that the Fund is fully invested and ignores fees and expenses.

Utilising leverage at 150% will mean that for each \$100,000 invested, the Gross Exposure will be \$150,000:

- A 10% increase in the value of equity positions held by the Fund results in a 15% increase in return to investors (\$15,000 gain for the Gross Exposure of \$150,000); and
- A 10% decrease in the value of equity positions held by the Fund results in a 15% loss to investors (\$15,000 loss for the Gross Exposure of \$150,000).

In the above example, if no leverage was used, the Gross Exposure on \$100,000 invested would be \$100,000:

- A 10% increase in the value of equity positions held by the Fund results in a 10% increase in return to investors (\$10,000 gain for the Gross Exposure of \$100,000); and
- A 10% decrease in the value of equity positions held by the Fund in a 10% loss to investors (\$10,000 loss for the Gross Exposure of \$100,000).

As the example shows, the use of leverage increases the size of any potential gains or losses

Please note that the above example has been provided for reference purposes only. Any assumptions underlying these examples are hypothetical.

Liquidity

As the Fund only invests in listed equities, under normal market conditions, K2 reasonably expects to be able to realise at least 80% of the Fund's assets, at the value ascribed to those assets in calculating the Fund's Net Asset Value, within 10 Business Days. K2 monitors the Fund's portfolio on an ongoing basis having regard to the overall liquidity profile of the Fund's underlying investments

Valuation, Location and Custody of Assets

The Fund invests in globally listed equities in various currencies which are either held by the Prime Broker or in custody accounts with SSAL and MSPB. The roles performed by these custodians are set out at section 09 on page 16.

Please refer to section 07 on page 14 for key aspects of the Fund's unit pricing policy.

Labour Standards and Environmental, Social and Ethical Considerations

Labour standards and environmental, social and ethical considerations are taken into account in the selection, retention or realisation of investments relating to the Fund to the extent that these may affect the performance of an investment.

06

Fees and costs

It is a legal requirement to display the following consumer advisory warning at the beginning of the fees section of a PDS. The fee example provided in the consumer advisory warning box does not specifically relate to the Fund, and is a standard example prescribed by law.

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower 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 funds fee calculator to help you check out different fee options.

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole. You should read all the information about fees and costs because it is important to understand their impact on your investment.

06

Fees and costs cont...

Type of Fee or Cost	Amount	How and When Paid
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investments	2.63% p.a. of the Fund's net assets	Management fees are comprised of: <ul style="list-style-type: none"> • A management fee¹; • Indirect costs; and • Recoverable expenses² The management fees and costs are calculated and accrued daily based on the NAV. It is paid monthly in arrears out of the Fund Assets. Indirect costs and recoverable expenses are calculated on the basis of K2's reasonable estimate of such costs and expenses. These costs and expenses are paid directly from the Fund as they are incurred and is reflected in the unit price.
Performance fees³ Amounts deducted from your investment in relation to the performance of the Fund	1.00% p.a. of the Fund's net assets	The performance fee per unit is 20.50% p.a. (incl. GST & RITC) of the amount by which the NAV per unit exceeds the High Water Mark. The performance fee is calculated and accrued daily based on the NAV (before performance fee) of the Fund and is crystallised and paid on a semi-annual basis. Performance fees are paid where applicable from redemptions throughout a half financial year on a pro-rata calculation.
Transaction costs The costs incurred by the Fund when buying and selling assets	1.89% p.a. of the Fund's net assets	The transaction costs are incurred on the buying or selling of Fund assets.
Member activity related fees and costs (fees for services or when your money moves in or out of the Fund)		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your	Nil	Not applicable
Buy/Sell spread An amount deducted from your investment representing costs incurred in transactions by the Fund	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Switching fees The fee for changing investment options	Nil	Not applicable

¹ The management fee for this Fund is 2.05% p.a. (incl. GST & RITC) of the NAV. For further information, please see "Management fees" under the heading "Additional Explanation of Fees and Costs" on page 11.

² Recoverable expenses also includes the responsible entity fee. For further information, please see "Recoverable expenses" under the heading "Additional Explanation of Fees and Costs" on page 11.

³ The estimated performance fees are based on an average of the previous 5 financial years, 2022, 2021, 2020, 2019 and 2018.

06

Fees and costs cont...

Example of annual fees and costs for the Fund

This table gives you an example of how the fees and costs for this managed investment product can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products. The ongoing annual fees and costs in these tables are an example only and are not additional to the fees and costs in the table on page 10.

Example: Balance of \$50,000, with a contribution of \$10,000 during the year		
Contribution Fees	Nil	For every additional \$10,000 you put in, you will be charged \$0
PLUS Management fees and costs ¹	2.63%	And , for every \$50,000 you have in the Fund you will be charged \$1,315 each year
PLUS Performance fees	1.00%	And , you will be charged \$500 in performance fees each year
PLUS Transaction costs	1.89%	And , you will be charged \$945 in transaction costs
EQUALS Cost of Fund ²		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$10,000 during the year, you would be charged fees of: \$2,760 What it costs you will depend on the fund you choose and the fees you negotiate.

¹ Management fees and costs are charged on your investment amount and any contribution made during the year. This example assumes the \$10,000 contribution occurs at the end of the first year, so that management fees and costs are calculated using the \$50,000 balance only.

² This cost does not include any advice fees paid to your financial adviser.

Additional Explanation of Fees and Costs**Management Fees and Costs**

Management fees and costs are expressed as a percentage of the Fund's Net Asset Value. The management fees and costs are made up of management fees, recoverable expenses and estimated indirect costs that may be charged by the interposed vehicles including the performance fees of these interposed vehicles.

Management fees

The management fees of 2.05% p.a. (incl. GST & RITC) of the Net Asset Value of the Fund are payable to the Investment Manager. The management fees are accrued daily and paid from the Fund monthly in arrears and reflected in the unit price.

Indirect costs

Indirect costs are generally any amount the Responsible Entity knows or estimates will reduce the Fund's returns that are paid from the Fund's assets or assets of the interposed vehicles. An interposed vehicle is generally a body, trust/fund or partnership that the Fund's assets are invested in such as underlying funds and some over the counter derivatives.

Recoverable expenses

There are recoverable expenses other than those referred to in the management fees section above that may be reimbursed from the Fund. Responsible entity fees as well as custody, administration, registry and compliance expenses are recoverable expenses. There are also other costs incurred in relation to the operation of the Fund and are not expected to be incurred on a regular basis such as but not limited to holding investor meetings; audit, tax and legal costs; preparation of disclosure documents and overheads. Recoverable expenses have been included in the Management Fees and Costs section in the table on page 10.

Performance Fees

Upon the Fund meeting its performance criteria, a performance fee is payable. K2 will only be eligible to receive a performance fee where the NAV per unit, before performance fees, is above the applicable High Water Mark. The performance fee is calculated and accrued daily based on the NAV before performance fees of the Fund.

06

Fees and costs cont...

The performance fee per unit is 20.50% (inclusive of GST and RITC) of the total return above the High Water Mark. The High Water Mark is the higher of:

- a) where a performance fee is paid or payable in respect of the immediately preceding half financial year, the highest NAV per unit from which a performance fee has been last deducted in the immediately preceding half financial year; or
- b) where a performance fee is not payable in respect of the immediately preceding half financial year, the higher of:
 - i. the relevant NAV on the date of your initial subscription in the first half financial year of investment; or
 - ii. the last NAV from which a performance fee has been paid, if any.

A High Water Mark is a NAV per unit above which K2 is entitled to charge a performance fee. If the current NAV falls below the High Water Mark, the NAV must reach the High Water Mark before K2 receives a performance fee on additional performance above the High Water Mark.

Accrued performance fees (if any) are payable to K2 at the end of each half financial year ending on 31 December or 30 June. Performance fees are paid where applicable from redemptions throughout the financial year using a pro rata calculation.

Transaction Costs

Because the Fund is actively managed, the Fund will incur transactional and operational costs, such as brokerage, settlement costs, clearing costs and government charges as a result of the management of the Fund's investment portfolio. Transactional and operational costs are paid out of the Fund's assets and are reflected in the Fund's unit price.

Transaction costs could also include due diligence costs, legal advisory and other professional costs and any failed deal costs of the Fund. Additionally, any costs incurred by an interposed vehicle that is a managed investment scheme may be included as a transaction cost.

These costs are factored into the NAV of the Fund and reflected in the unit price, they are an additional implicit cost to the investor and are not a fee paid to the Responsible Entity. These costs can arise as a result of bid-offer spreads being applied to securities traded by the Fund. Liquid securities generally have a lower bid-offer spread while less liquid assets have a higher bid-offer spread reflecting the compensation taken by market makers in providing liquidity for that asset.

Buy and sell spreads

There are no buy and sell spreads for this Fund.

The transaction costs for the financial year ending 30 June 2022 was approximately 1.89% p.a. of the Fund's average NAV. Estimates provided may differ from actual costs over a period and actual costs may vary in the future.

Other fees and costs

Advice fees

Your financial adviser may receive payment for providing advice services to you. These advice fees are additional to the fees and costs shown in the table on page 10 and are paid to your adviser not to the Fund or Responsible Entity.

Borrowing costs

Borrowing costs are the costs associated with borrowing money or securities. The Fund may enter into borrowing facilities and, if so, the costs of a borrowing facility would be deducted from the Fund's assets and reflected in the unit price. Borrowing costs are additional to the fees and costs in the table on page 10.

Wholesale Clients

K2 may agree to an alternative fee arrangement with certain wholesale clients that satisfy minimum investment requirements.

Changing the Fees

All fees and expenses in this PDS can change without your consent, however it is not expected that the investment management or performance fees will change while this PDS is current. At least 30 days' notice will be provided in the event investment management or performance fees increase or there is any other change that requires us to give you prior notice. K2 has the right to recover all proper and reasonable expenses incurred in managing the Fund and as such these expenses, including the estimated responsible entity fee, may increase or decrease accordingly. The Fund's constitution defines the maximum that can be charged for fees described in this PDS.

07

How to transact on your investment

1. Read this PDS.
2. Complete the application form available:
 - (i) online
Go to www.k2am.com.au under 'Apply Now' and follow the instructions to complete your application; or
 - (ii) at the end of this PDS
3. Receive confirmation of your investment via email or post and begin accessing your account via our online portal.

Acquisition and Disposal of Units

Applications

Initial application for investment

Investors must complete the application form available online at www.k2am.com.au under 'Apply Now' or at the end of this PDS. To enable K2 to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) new investors must also complete the relevant client identification forms.

Application dates

Applications must be received by the Unit Registry by 2pm Australian Eastern Standard Time on a Valuation Day (the last Business Day of the month) with units issued on the first day of the following month.

Note: you will need to observe your relevant bank's processing times to ensure the Unit Registry receives cleared funds by the deadline.

Subject to the Corporations Act, application money received after the deadline will be held in the Fund's trust account, unless directed otherwise in writing by the applicant, and units will be issued on the following Valuation Day. Any interest earned on application money (less applicable withholding tax) paid in advance of a Valuation Day will be credited in favour of the Fund.

K2 reserves the right to refuse any application without giving a reason. If K2 refuses or is unable to process an application, it will return the application money to the applicant, who will not be entitled to any interest on that money. If a cheque or other deposit is dishonoured, the corresponding units are deemed not to have been issued. K2 and the Unit Registry accept no responsibility for any loss caused as a result of non-receipt of any application sent by facsimile, post or other delivery method.

Investors should note the 'Risks of investing shortly before a distribution period' and read the important information about taxation before making a decision to invest. Go to 'General Information' at www.k2am.com.au under 'How to Invest'.

Investing through an IDPS

If you are investing through an IDPS, such as a master trust or wrap account, you may need to complete a separate application form and provide a cheque payable to the relevant IDPS operator. Your rights and liabilities will be governed by the terms and conditions of the IDPS disclosure document. Investors should carefully read the terms and conditions of that document before investing in the Fund. Indirect investors investing through an IDPS do not acquire the rights of an investor in the Fund. IDPS investors will receive reporting directly from the IDPS operator, not from K2 and do not have the right to a 'cooling off' period (as described in this PDS) in relation to an investment in the Fund.

Additional investments (for existing investors)

Investors can add to their investment by completing an additional investment form available from K2 upon request. Before completing an additional investment form, investors should ensure they have read the current PDS.

Disposal of Units

Making a withdrawal

An investor wishing to make a withdrawal must complete a redemption form available from K2 upon request and submit the completed form to the Unit Registry at least 30 days prior to the Valuation Day.

Withdrawal proceeds will be remitted by electronic transfer to the investor's designated account, normally within a fortnight after the relevant Valuation Day. The minimum withdrawal is \$10,000 (unless otherwise permitted by K2), provided a minimum balance of \$20,000 remains in the Fund, otherwise only a complete withdrawal is permitted.

Short delays may occur if you redeem at 30 June while, distributions are being finalised.

Transfer of units

Investors wishing to transfer units to a different entity must complete a 'Standard Transfer Form', available at www.k2am.com.au or by contacting K2. Both the seller and buyer must provide their executed instruction on the same transfer form. If the buyer is a new investor to K2, they are also required to complete an Initial Application Form and Client Identification Form. A transfer of units from one entity to another may have tax implications and you should seek independent advice before proceeding.

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How to transact on your investment cont...

Switching Investments

You may switch all or part of your investment between K2 funds by completing a 'Switch Form' available from K2 upon request. A switch is processed as a withdrawal and an additional investment and accordingly an applicable buy/sell spread for a K2 fund will apply. Switching your investment from one K2 fund to another may have tax implications and you should seek independent advice before proceeding. Minimum investment balances apply to switching between K2 funds.

Suspension of issue of units and withdrawal of funds

Under the Fund's constitution, K2 may extend the period within which it must satisfy a withdrawal request by up to 30 days if it considers that it is in the interests of members to do so.

Where the Fund is not liquid (as defined in the Corporations Act), an investor does not have a right to withdraw from the Fund and can only withdraw where K2 makes a withdrawal offer to investors in accordance with the Corporations Act. K2 is not obliged to make such offers. You will be notified in writing of any such changes to your withdrawal rights.

Retail investors

If you are an eligible retail investor, you may have a right to a cooling off period to ensure that the investment meets your individual needs. The period commences on the earlier of confirmation of the investment being received or available, or the end of the fifth day after units are issued, and lasts for 14 days. The investor is entitled to a refund of their investment, adjusted for any increase or decrease in the NAV between the time the Unit Registry processed the application and the time it receives the notification, as well as any tax and other reasonable administrative expenses and transaction costs associated with the acquisition and termination of the investment. A client's right to cool off does not apply in certain limited situations, such as if the issue is made under a distribution reinvestment plan or represents additional contributions made under an existing agreement. To exercise this right the Unit Registry must be notified in writing.

If you wish to discuss any aspect of the Fund or wish to lodge a complaint, please contact K2 and we will endeavour to resolve your concerns quickly and fairly. If K2 cannot resolve your complaint, you may seek assistance from:

Australian Financial Complaints Authority (AFCA)
GPO Box 3 Melbourne Vic 3001
Phone: 1800 931 678
Website: www.afca.org.au
Email: info@afca.org.au

You should quote the following AFCA membership number with your enquiry: 12481.

Please note that different procedures to the above may apply for IDPS investors.

Unit pricing (NAV per unit)

The calculation of unit prices is set out in the Fund's constitution and is performed by the Fund's Administrator each Valuation Day. Broadly, unit pricing is calculated by:

1. calculating the Gross Asset Value of the Fund as at the relevant Valuation Day;
2. deducting any liabilities (including the investment management fee);
3. deducting any accrued performance fee after the deduction of liabilities; and
4. dividing the resulting NAV by the number of units on issue, this amount being rounded to the nearest cent (0.5 of a cent will be rounded up).

Terms for email or fax instructions

By lodging an email or fax request the investor releases, discharges and agrees to indemnify K2 from and against all losses, liabilities, actions, proceedings, account claims and demands arising from the fax request. The investor also agrees that any payment made in accordance with faxed or emailed instructions shall be in complete satisfaction of the obligations of K2, notwithstanding any fact or circumstances including that the payment was made without the investor's knowledge or authority. The investor agrees that if the payment is made in accordance with these conditions, the investor shall have no claim against K2 in relation to the payment.

Privacy

When processing an application, K2 will be collecting personal information which it may need to provide to third parties, such as its service providers, regulatory authorities as required by law or to satisfy United States requirements (in the case of United States persons). In some cases, the organisations to which K2 or its service providers disclose your information may be located outside Australia (including the United Kingdom, United States, Canada, Singapore, The Netherlands and India), though it is not practicable to list all of the countries in which such recipients are likely to be located. For further information about how we collect, hold, use and disclose your personal information, please read K2's privacy policy, which can be viewed on our website at www.k2am.com.au.

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How managed investment schemes are taxed

Investing in a managed investment scheme is likely to have tax consequences. K2's registered managed investment schemes do not pay tax on behalf of investors and you will be personally assessed for tax on any net income and capital gains generated by the scheme. In normal circumstances, you should expect that some income and/or capital gains will be generated each year. The taxation of managed investment schemes is complicated and you are strongly advised to seek professional tax advice relevant to your own circumstances before investing in the Fund.

You should read the important information about taxation before making a decision to invest. Go to 'General Information' at www.k2am.com.au under 'How to Invest'. The material relating to taxation may change between the time when you read this PDS and the day when you acquire the product.

Foreign Tax Resident Reporting

Laws have been introduced in Australia to implement global standards relating to the automatic exchange of financial account information between tax authorities to ensure that everyone pays the right amount of tax. As a financial institution, K2 must identify accounts held by investors who are foreign tax residents or entities connected to foreign tax residents and report this account information to the Australian Tax Office. This information is then shared with tax authorities in:

- the United States (**US**) under a system known as the Foreign Account Tax Compliance Act (**FATCA**). This is for US citizens and tax residents only and applied from 1 July 2014; and
- other countries under the Common Reporting Standard (**CRS**). The CRS applies to all foreign tax residents from 1 July 2017.

On request from K2, it is important that you provide K2 with information about your tax residency, the nature of your business and any beneficial owners. This will enable K2 to comply with its obligations under the FATCA and CRS laws. If you do not respond, K2 may be required to treat you as if you are a foreign tax resident, even if you are not. Penalties may apply if you deliberately or recklessly provide false or misleading information.

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The Fund's service providers

The following service providers to the Fund are not responsible for the preparation of this document or the activities of the Fund and therefore accept no responsibility for any information contained in this document. These service providers do not participate in the investment decision-making process.

K2 as responsible entity of the Fund monitors the compliance of all of the following service providers with their contractual obligations through receipt of compliance certifications, performance review and audit activity performed by the Fund's external auditor KPMG.

About the Prime Broker

Morgan Stanley & Co. International plc. (**Prime Broker**), based in London, provides prime brokerage services to the Fund under a standard agreement (**PB Agreement**). These services may include margin financing, clearing, settlement, stock borrowing and foreign exchange facilities. The Fund deals with the Prime Broker mostly through its Sydney office. The Fund may also utilise other members of the Morgan Stanley group of companies and other brokers for executing transactions for the Fund.

The Prime Broker also provides a custody service for those investments of the Fund held by the Prime Broker in accordance with the PB Agreement and the rules of its regulator, the UK Financial Conduct Authority (**FCA**). The Prime Broker may appoint sub-custodians, including other members of the Morgan Stanley group.

Identification and segregation of Fund assets

In accordance with FCA rules, the Prime Broker will identify, record and hold the Fund's investments so that they are separately identifiable from the Prime Broker's other investments.

Collateral may not be segregated

Investments which constitute collateral for the purposes of the FCA rules, might not be segregated and may be available to creditors of the Morgan Stanley group. The law or market practices in some jurisdictions outside of Australia and the United Kingdom may require that investments are registered in the name of the Prime Broker (rather than a custodian), in which case, such investments will not be segregated from the Prime Broker's own assets and, in the event of the Prime Broker's default, may not be protected. Cash held by the Prime Broker or its related entities will not be treated by the Prime Broker as client money and will not be protected by FCA 'client money' rules.

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The Fund's service providers cont...

Borrowing of Fund assets

Investments and cash might be deposited by the Fund with the Morgan Stanley group as margin and will also constitute collateral for the purposes of the FCA rules. The Fund's investments may be borrowed, lent or used by the Morgan Stanley group, which would transfer property rights but leave the Fund with a right for the return of equivalent assets. The Fund will rank as an unsecured creditor and, in the event of the insolvency of a Morgan Stanley group entity, the Fund may not be able to recover such equivalent assets in full. To better protect investors, K2 and the Prime Broker have agreed at the request of K2 to specific limitations on the borrowing and use of Fund assets.

Contractual relationship

Consistent with typical industry practice, the liability of the Prime Broker and its related entities is limited to circumstances involving its own negligence, wilful default or fraud, and the Prime Broker benefits from a limited indemnity from the Fund. The Prime Broker can be replaced by K2 by providing written notice. Various notice periods apply depending on the circumstances for termination of the contract.

About the Custodians

State Street Australia Ltd

K2 has appointed State Street Australia Ltd (**SSAL** or **Administrator**) (ABN 21 002 965 200, AFSL 241 419) to act as custodian of the Fund on terms consistent with typical Australian market practice. SSAL is the Australian subsidiary of a global business and is based in Sydney. It holds an Australian Financial Services Licence and is subject to ASIC regulation.

As is standard practice for global investment dealings, SSAL engages third party sub-custodians around the world to transact and hold assets for the Fund.

Morgan Stanley Private Bank, National Association

Morgan Stanley Private Bank, National Association (**MSPB**), a US national banking association regulated by the Office of the Comptroller of the Currency and the Federal Deposit Insurance Corporation has been engaged to provide additional custody services to the Fund if deemed necessary by K2 on terms consistent with typical market practice.

MSPB can engage unrelated third party sub-custodians, subject to certain duties on MSPB.

MSPB is authorised to transfer certain assets of the Fund's investments to the Fund's prime brokerage account with the Prime Broker in certain situations, consistent with typical market practice. MSPB is not permitted to borrow, lend, charge, rehypothecate, dispose of or otherwise use for its benefit any investment held in custody on behalf of the Fund.

MSPB is an 'insured depository institution', as defined in the US Federal Deposit Insurance Act and certain cash deposits are insured by the US Federal Deposit Insurance Corporation (FDIC). However, MSPB may place funds with other depository institutions that may not carry the full protection of FDIC insurance.

About the Administrator

State Street Australia Ltd

K2 has appointed SSAL based in Sydney to act as Administrator of the Fund. K2 and SSAL have entered into an agreement for administrative services for the Fund that sets out SSAL's role as Administrator, including its rights and obligations and the limits on its liability. Responsibilities of SSAL include:

- calculating the NAV and unit price for the Fund on each Valuation Day;
- preparing unaudited financial statements for the Fund in accordance with international financial reporting standards; and
- providing certain other administrative services.

SSAL's obligations in relation to the Fund are limited to the provision of services to K2, and SSAL has not undertaken any obligations to unitholders.

About the Unit Registry

Boardroom Pty Limited

K2 has appointed Boardroom Pty Limited (ABN 14 003 209 836) based in Sydney, (**Unit Registry** or **Boardroom**) to provide unit registry services to the Fund. K2 and Boardroom have entered into an agreement that set out Boardroom's responsibilities, which include:

- receiving and processing application money and withdrawal payments;
- maintaining the Fund's register of unitholders;
- preparing of annual fee statements for the Fund in accordance with legislation;
- compliance with anti-money laundering and counter terrorism financing requirements; and
- providing certain other administrative services.

Appointment of New Service Providers

K2 may remove the Fund's Prime Broker; Custodian; Administrator or Unit Registry and appoint a replacement at any time without notice to investors. Changes to a key service provider will be disclosed to investors in the Fund's periodic disclosures.

10 Information for New Zealand Investors

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

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

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

11 Terms used in this PDS

Business Day means a day other than a Saturday, Sunday or public holiday in Melbourne.

Gross Asset Value means the value of all the assets and liabilities of the Fund, prior to fees.

The **High Water Mark** has the meaning given in section 06 on page 12.

Gross Exposure means the exposure value of Long positions plus the absolute exposure value of Short positions.

Long position or **Long** refers to an asset which is held with the expectation that the value of the asset will appreciate.

Net Asset Value or **NAV** means the Gross Asset Value of the Fund, less all fees.

Short position or **Short Selling** refers to an investment technique in which an asset is borrowed and then immediately sold in the expectation that the asset will then depreciate. The borrowed asset is repaid by buying back the asset on the market, with the intention of obtaining it at a lower price. The asset is then returned to the original lender.

