



ASSET MANAGEMENT

MLC Global Private Equity Fund - Class B

Information Memorandum

For wholesale clients only



Preparation Date: Issued by: The Responsible Entity, MLC Investments Limited
16 December 2022 ABN 30 002 641 661 AFSL 230705

Important information

This information memorandum (IM) provides information about the MLC Global Private Equity Fund - Class B (Fund).

This IM can only be used by wholesale clients (as defined in section 761G of the *Corporations Act 2001* (Cth) (Corporations Act) who have received the IM (electronically or otherwise) within Australia or New Zealand and meet the eligibility requirements set out in this IM under the heading 'Opening an account'.

This IM may not be photocopied, reproduced or distributed to others without the prior written consent from us or the Investment Manager. This IM is not a prospectus or product disclosure document under the Corporations Act and is not required to be and has not been lodged with the Australian Securities and Investment Commission (ASIC) under the Corporations Act.

This IM contains important information you should consider before making an investment decision in relation to the Fund. This IM may not contain all information required in order to make an informed decision as to whether to invest in the Fund. We recommend you obtain financial advice for your own personal circumstances before making any investment decision. The information provided in this IM is general

information only and does not take into account your objectives, personal financial situation or needs. The content in this IM may change from time to time without notice. Any changes will be published at mlcam.com.au/gpe_wholesale

This document has been prepared on behalf of MLC Investments Limited ABN 30 002 641 661 AFSL 230705 (MLC) as responsible entity of the Fund and issuer of units in the Fund. MLC is part of the Insignia Financial Group of Companies (comprising Insignia Financial Ltd ABN 49 100 103 722 and its related bodies corporate) (Insignia Financial Group). The capital value, payment of income and performance of the Fund are not guaranteed. An investment in the Fund is subject to risk, including investment risk and liquidity risk, such as loss of income and principal invested and the inability to withdraw your investment.

References in this document to 'MLC', 'the Responsible Entity', 'we', 'our' or 'us' should be read as references to MLC Investments Limited in its capacity as responsible entity of the Fund.

References in this document to 'MLCPE' or 'the Manager' should be read as references to MLC Private Equity, a division of MLC Asset Management Pty Limited ABN 44 106 427 472 AFSL 308953, a fully owned subsidiary within the Insignia Financial Group, in its capacity as investment manager.

The Fund offers multiple unit classes to investors. This IM refers only to Class B units in the Fund.

For Class B, class current value means the value of the Class B assets less the Class B liabilities, including, for the purposes of calculating an issue price (unit price), any distributable income payable but not paid to the unitholders of Class B units (Class B Current Value).

A reference to the 'Class's net asset value' in this IM is a reference to the net asset value (NAV) of the assets in the Fund that are referable to the Class B Current Value.

This IM supersedes all previous offers and representations (including presentations, brochures and information memoranda) in relation to the Fund. The Responsible Entity reserves the right to modify, withdraw, reject or cancel any offering made pursuant to this IM at any time prior to accepting any subscription.

Any information or representations not contained in this IM may not be relied upon as having been authorised by the Responsible Entity or the Investment Manager and should be disregarded.

The constitution of the Fund (which is available on request from the Responsible Entity) should be considered in conjunction with this IM. To the extent of any inconsistency between this IM and the constitution, the constitution will prevail.

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1. About MLC and the Manager

About MLC Investments Limited

MLC Investments Limited (MLC) is the Responsible Entity for the MLC Global Private Equity Fund (Fund).

As the Responsible Entity, we're responsible for ensuring the Fund is operated in accordance with its constitution (Constitution) and the *Corporations Act 2001* (Cth), and for all aspects of operating the Fund including administration of the assets and investment strategy.

Investing with us

We've appointed MLC Private Equity (the Manager or MLCPE), a division of MLC Asset Management Pty Limited and part of the Insignia Financial Group, to advise on and manage the Fund's investments.

MLC Private Equity is one of the most experienced global private equity managers in Australia. Since 1997, MLC Private Equity has managed more than \$9 billion in global private equity investments, including buy-out, growth and venture capital strategies.

Keeping up to date

The latest information on the Fund is available at mlcam.com.au/mlc-global-private-equity-fund

2. Fund Profile

Fund Name	MLC Global Private Equity Fund - Class B															
Responsible Entity	MLC Investments Limited															
ARSN	662 245 712															
APIR code	MLC9173AU															
Investment objective	The Fund aims to provide capital growth, over the long term, by investing predominantly in a diverse range of global private equity investments.															
How the Fund is managed	<p>The Fund is generally invested across investment managers, geographies, industries, vintages (year of investment), and types of private equity strategies such as venture capital, growth, buy-out, and turnarounds. The Fund accesses private equity through investments in funds or in the equity of private companies which have limited liquidity. The Fund may also have some more liquid investments, including cash, cash equivalents, and listed private equity accessed through exchange traded funds (ETFs).</p> <p>More details on the types of investments, including the target asset allocations, are provided on page 8.</p> <p>As private equity investments are usually held for the longer term, typically 5-10 years or longer, the Fund may typically use a portion (including all) of the income and gains generated from the private equity investments and liquid investments to help meet the liquidity requirements of the Fund.</p>															
Hedging	Unhedged. Foreign currency exposures will generally not be hedged to the Australian dollar.															
The Fund may be suitable if you:	<ul style="list-style-type: none"> • want to diversify by investing a small portion of your investment portfolio into a product that has exposure to private equity with a high risk and return profile • accept that high potential long-term returns come with high risk • can tolerate the risk of capital loss • don't require income from your investment, and • accept that withdrawals from the Fund are subject to MLC making the withdrawal offers when liquidity is available. Withdrawal offers are not guaranteed. <p>This Fund is not suitable for investors who require liquidity or access to capital.</p>															
Minimum suggested investment timeframe	7-10 years															
Investment Risk¹	High															
Unit price frequency	The unit price will generally be calculated monthly and be effective for the last day of the month (Dealing Day). ² This is based on the Class's net asset value ³ divided by the number of units on issue for Class B. The unit price for the Dealing Day (Dealing Day Unit Price) will be available as soon as practical after the Dealing Day and will be used to process applications and withdrawals.															
Liquidity	The Fund is operated as a non-liquid scheme. Withdrawals from the Fund can only be made when MLC makes a withdrawal offer. For more information on liquidity, refer to section 4 'Liquidity of the Fund'. For more information on withdrawals, refer to section 5 'How the Fund operates'.															
Minimum investment and withdrawal amounts	Minimum initial investment	\$250,000														
	Minimum additional investment	\$50,000														
	Minimum withdrawal request	\$50,000														
Applications	Applications for the Fund may be lodged with us throughout the month. Applications received before 5pm on the last day of the month will be processed using the Dealing Day Unit Price for that month, usually within 21 days of the Dealing Day.															
Withdrawals	<p>Withdrawals for the Fund are subject to a regulated withdrawal offer made by MLC as the Fund is deemed non-liquid. MLC intends to make monthly withdrawal offers as per the table below, however we may not make withdrawal offers from time to time. MLC will seek to offer an amount to satisfy withdrawal offers equal to a total of 5% of the Fund's NAV each quarter, using the latest Fund's NAV calculation available at the start of each quarter. Refer to 'Withdrawal offers' in section 5 'How the Fund operates' for further details on withdrawal offers.</p> <table border="1"> <thead> <tr> <th>Opening Date</th> <th>Closing Date</th> </tr> </thead> <tbody> <tr> <td>1 January</td> <td>31 January</td> </tr> <tr> <td>1 February</td> <td>28 February ⁴</td> </tr> <tr> <td>1 March</td> <td>31 March</td> </tr> <tr> <td>1 April</td> <td>30 April</td> </tr> <tr> <td>1 May</td> <td>31 May</td> </tr> <tr> <td>1 June</td> <td>30 June</td> </tr> </tbody> </table>		Opening Date	Closing Date	1 January	31 January	1 February	28 February ⁴	1 March	31 March	1 April	30 April	1 May	31 May	1 June	30 June
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Fund Name	MLC Global Private Equity Fund - Class B	
	1 July	31 July
	1 August	31 August
	1 September	30 September
	1 October	31 October
	1 November	30 November
	1 December	31 December
	<p>Withdrawal requests pursuant to a withdrawal offer must be lodged with us by the closing time and date specified in a withdrawal offer, usually the last day of the month, and will be processed using the Dealing Day Unit Price for that month, and paid within 21 days of the closure of the withdrawal offer. Investors should note that an investor's withdrawal request is not guaranteed to be satisfied in full. If total withdrawal requests exceed the funds available for withdrawal under a withdrawal offer for the same period, requests will be satisfied on a pro-rata basis. The balance of unsatisfied withdrawal requests will be cancelled. If you wish to withdraw further amounts, you will need to submit a new withdrawal request in a subsequent period where a withdrawal offer is made. Refer to section 4 'Liquidity of the Fund' and section 5 'How the Fund operates' for more information.</p>	
Income Distributions	<p>The Fund is not expected to make cash distributions. However, any assessable income of the Fund will be attributed each financial year in accordance with applicable tax law. Taxpaying investors will be required to pay tax on attributed income but should not expect to receive cash from the Fund sufficient to pay that tax. See 'Income Distribution' and 'Taxation' in section 5 'How the Fund operates' for more detail.</p>	
Fees and other costs ^{3,5,6}	<p>Management fees and costs (including GST net of Reduced Input Tax Credit)</p> <p>Management fees and costs equal to:</p> <ul style="list-style-type: none"> • Management fee: 1.10% pa of the Class's net asset value • Estimated indirect costs: 0.83% pa of the Class's net asset value • Estimated expense recovery fee: 0.00% pa of the Class's net asset value <p>Estimated performance fee: 1.60% pa of the Class's net asset value</p> <p>Estimated transaction costs: 0.05% pa of the Class's net asset value</p> <p>Buy-sell spread of 0.35% / 0.10%</p> <p>More information on the fees and other costs is located in section 7.</p>	

¹ This risk measure is not a complete assessment of all forms of risk. For more detail on risks, please refer to section 6.

² Dealing Day may be any other day determined by MLC as reasonably necessary (Ad hoc Dealing Day).

³ A reference to the 'Class's net asset value' in this IM is a reference to the net asset value of the assets in the Fund that are referable to Class B Current Value.

⁴ Closing date will be 29 February in a leap year.

⁵ The estimated indirect costs are based on costs incurred for similar investments for the 12 months to 30 June 2022 and include estimates where information was unavailable at the date this IM was issued.

⁶ For further information on performance fees refer to 'Performance fees' in the 'Additional explanation of fees and costs'.

3. About private equity and the Manager

What is private equity?

Private equity invests in companies that are at different stages of the business lifecycle, from start-ups to mature businesses. These businesses are expected to benefit from the infusion of capital or expertise to develop new products and services, expand operations or turn around a distressed company to ultimately increase profitability by improving performance or fuelling growth.

Private equity investments held by the Fund are commonly interests in limited partnerships with external private equity managers (also known as general partners). Private equity managers are responsible for the activities of the limited partnerships, including identifying investments, financial fundraising and administering the daily operations of investments with the aim of maximising value.

Why invest in private equity?

Reasons to invest in private equity may include:

- **Abundant investment opportunities** - Private equity is a significant part of capital markets that isn't available to investors in public share markets.
- **Private company growth potential** - value creation opportunities exist with companies that are underperforming or undervalued as potential may not be readily apparent.
- **Ability to influence a company's strategic direction** - skilled and experienced private equity managers have the potential to influence the strategic direction of businesses to drive improved performance.
- **Diversification** - investors can get exposure to a different return, risk, valuation and liquidity profile through exposure to private companies.

MLCPE's investment approach

MLCPE manages one of the largest and long standing global private equity portfolios in Australia. MLCPE has proven to be a reliable and astute investment partner for highly desirable private equity managers, and an important source of longer-term capital. As one of the first Australian investment institutions to invest in the asset class globally, MLCPE

is a seasoned private equity investor, having invested through varying market cycles since 1997.

MLCPE believes private equity is an asset class where value can be garnered through comprehensive bottom up research, in combination with a thematic top down overlay. Investment across private equity managers, geographies, industries, vintages and strategies is required. Private equity is also an asset class where the non liquid nature of the assets of the Fund requires investor patience over the long term.

By employing these principles consistently, MLCPE has been able to access sought after, quality private equity investment funds and venture capital and buyout private equity managers globally.

Investment process

The Manager conducts detailed reviews of potential opportunities in the market through local and global research to identify geographies and sectors of interest.

These opportunities are available through the Manager's established relationships and extensive networks. Target opportunities are selected and undergo preliminary screening and due diligence by MLCPE's experienced team of highly skilled investment professionals. They seek to understand the target's value proposition, market position, competitive landscape, historical performance and ability to achieve forecasted projections.

Target opportunities are assessed by an experienced investment committee which is separate from MLCPE investment professionals, to understand the potential opportunity and value-creation whilst taking into consideration other investments in the portfolio, risk, legal, and tax aspects. Target opportunities that pass through the rigorous screening and committee review are finally selected for their attractive value at a given point in time.

Downside protection is a key element of the investment process, and strong preference is given to opportunities in industries with long-term growth potential and which demonstrate resilience through economic cycles.

Where the Fund invests and how it accesses private equity

The Fund accesses private equity investment opportunities through investing in funds of high quality private equity managers, and also by directly investing in companies (known as co-investments) alongside these private equity managers, across multiple types of private equity strategies including venture capital, growth, buy-out and turnarounds.

Private equity managers can play an important role in economies by helping businesses, especially small-medium sized businesses, grow, and in turn, potentially generate returns for investors. Private equity managers are often able to genuinely shape companies' strategic direction and business plans, through board appointments, management appointments, sharing best practices, and providing hands-on advice and operational support.

The Fund typically accesses private equity in four ways:

1. **Direct investing:** investing into private companies alongside private equity managers (also known as 'co-investment'). This includes instances where, in particular jurisdictions, contracts are used to access exposure to private companies without a direct ownership stake. The Fund doesn't intend to have controlling positions in private companies by itself. However, in a given investment, a controlling position is typically acquired in conjunction with the private equity manager the Fund invests alongside with.
2. **Primary investing:** investing in private equity funds which invest in a portfolio of private companies.
3. **Secondary investments:** acquiring a private equity interest from an existing private equity investor.
4. **Listed private equity-related ETFs:** investing into listed exchange traded funds (ETFs) that have exposure to private equity. Private equity-related ETFs typically invest in the securities of listed businesses which maintain a business in private equity.

The Fund is diversified across various types of private equity strategies, which include:

- **Venture capital:** investment in early-stage start-up companies to commercialise their products and services.
- **Growth:** investment in established growing companies to boost growth and achieve their full potential.
- **Buy-out:** investment in mature companies which typically involves a change in management, strategic direction or capital structure to drive improved operational performance.
- **Turnaround situations:** investment in companies undergoing operational difficulties or financial challenges, which typically aim to implement significant changes to management and the company's corporate structure to help the business become profitable, such as through improving efficiencies.

The Fund also invests in cash, cash equivalents and listed private equity, which can assist with managing investors' liquidity requirements.

The Fund's assets will generally move within the following ranges.

Asset class	Minimum	Maximum
Co-investments	20%	50%
Private equity funds	40%	70%
Listed private equity	0%	20%
Cash and cash equivalents	5%	20%

Geographical exposures will generally move within the following ranges.

Geographical exposure	Minimum	Maximum
North America	25%	85%
Europe	20%	80%
Emerging markets	10%	40%
Developed Asia	0%	30%

The Fund's assets and geographical exposures may temporarily move outside these ranges due to factors such as receipt of significant cash flow or changes in asset values. If this occurs action will be taken to bring the Fund back within these

ranges as soon as practicable.

Recent actual asset allocations of the Fund are available at mlcam.com.au/mlc-global-private-equity-fund

Listed private equity

Access to private equity investments may be through listed securities and funds, as well as ETFs listed on a securities exchange. These investments are included to support the liquidity needs of the Fund and provide diversification. Returns typically comprise income and changes in value. Returns are driven by many factors including the economic environment in various countries. Returns from listed private equity can be volatile and may be different from unlisted private equity investments. Because listed private equity securities are listed on an exchange, their prices constantly reflect the market's changing view of the values, unlike unlisted private equity which is valued less frequently. As a result of these differences in valuation frequency, listed private equity returns may be more volatile than unlisted private equity.

Responsible investing

Environmental, social, governance (ESG), and ethical factors impact the sustainability of companies and governments and therefore influence the returns from investing. Incorporating ESG and ethical considerations into investment decisions is known as responsible investing.

Examples of ESG and ethical factors are:

- **Environmental** – climate change, waste and pollution, resource depletion.
- **Social and labour standards** – working conditions, employee relations and diversity, health and safety.
- **Governance** – executive pay, bribery and corruption, tax strategy.
- **Ethical considerations** – other factors that could be detrimental to the broader community.

We don't (as Responsible Entity) take into account labour standards, environmental, social and ethical considerations for the purposes of selecting, retaining or realising investments.

Investment management decisions for the Fund are made by MLCPE, which assesses potential investments and selects private equity managers.

The Fund isn't promoted as a socially responsible or ethical investment.

4. Liquidity of the Fund

Given the illiquid nature of unlisted private equity assets, the majority of the underlying assets in the Fund will be illiquid. The Fund is operated as a non-liquid scheme (as defined in the *Corporations Act 2001* (Cth)). Withdrawals can only be made through a request to withdraw in response to a withdrawal offer made by the Responsible Entity. This withdrawal offer may represent a limited percentage of the Class's net asset value. Refer to 'Withdrawals' in section 5 'How the Fund operates' for more details on withdrawals.

As the majority of the private equity investments by the Fund are illiquid, these are typically long-term investments that do not display the liquidity characteristics often found in the Fund's other investments such as listed private equity. MLCPE's ability to withdraw from or transfer interests in private equity investments is restricted, and selling investments may be subject to particular conditions. These conditions may negatively affect the timing and profitability of the underlying investments if prematurely sold.

Given the illiquid nature of some private equity investments, buying or selling these private equity investments could be limited. As a result of this, when considering making a private equity investment, potential exit strategies is one aspect which is researched carefully by the Manager. Common strategies for exiting private equity investments are:

- **Initial public offering** – the private equity manager floats or lists the company on the share market.
- **Trade sale** – the private equity manager sells its shares in a company to a trade buyer that operates in the same industry as the company.
- **Secondary buy-out** – the private equity manager sells the company to another private equity manager or investor.
- **Leveraged recapitalisation** – the company borrows funds to pay out equity in the company to the private equity investor, ie substitutes some of the company's equity with debt.

As we aim to maximise returns for investors in the Fund, we intend for exit strategies to be measured and planned, not rushed.

Therefore, to assist in meeting investor requests for withdrawals in response to withdrawal offers, rather than selling private equity investments, the Fund may use a portion of the income generated from the private equity investments and liquid investments, such as cash, cash equivalents, and listed private equity to fund withdrawal requests.

5. How the Fund operates

Dealing Days, Unit Prices and Units

This section sets out very important information for investors in the Fund including how transactions in and out of the Fund are conducted. Note that although there are multiple unit classes within the Fund, only Class B units are offered under this IM.

Applications for units into and withdrawals from the Fund are processed using the Dealing Day Unit Price. The Fund will calculate the unit price based on the Dealing Day for the month or on an Ad hoc Dealing Day. This can help to ensure the Dealing Day Unit Price reflects the most up to date information available from the investments and to coordinate the timing of cash flows.

The Dealing Day Unit Price will reflect the performance of the investments, liabilities, income earned, fees and costs, expenses and taxes paid and payable. The Fund may use estimated amounts for some of these items to determine the Dealing Day Unit Price where up-to-date information is not available. The overall value of your investment in the Fund will change according to the Dealing Day Unit Price and the number of units you hold.

If there is a unit pricing error that substantially impacts the Fund's performance, an adjustment may be made.

You can view the recent Dealing Day Unit Price for the Fund at any time at mlcam.com.au/mlc-global-private-equity-fund

Applications

To invest in the Fund see section 8 'Information for investors'. Application forms are available on our website mlcam.com.au/gpe_wholesale or you can request it from us on **1300 738 355**.

To receive the Dealing Day Unit Price for a particular Dealing Day, application forms and application monies must be received and accepted by us before 5:00pm (Sydney time) on the last day of the month to receive that month's Dealing Day Unit Price. A buy spread will apply to applications. Generally application requests received after 5:00pm will not be accepted for that Dealing Day but will be carried forward to the next Dealing Day. We have the discretion to waive or vary this cut-off time without explanation.

Application monies received will be held in the Fund's application account until processed. We will not process your application unless we have received all required information. Once your application is accepted, your units will be deemed to be issued on the first business day of the next month and you will have the rights of a unitholder. Please note that we do not earn or pay interest on application monies.

We have the discretion to accept or refuse any initial application or additional investment without explanation.

Withdrawals

A request to withdraw from the Fund must be made in response to a specific withdrawal offer. Withdrawal offers will be made in accordance with the Fund's constitution and the provisions of the Corporations Act that apply to withdrawal offers relating to non-liquid registered managed investment schemes.

Investors will be notified of all withdrawal offers by way of written notice which will be provided to investors in hardcopy format.

The Dealing Day Unit Price for the relevant withdrawal requests will be used to process withdrawal requests. A sell spread will apply to withdrawals. Withdrawal requests will be paid within 21 days of the close of the relevant withdrawal offer and will be paid to your nominated bank account.

Withdrawal requests for any withdrawal offer will be pro-rated if the total withdrawal requests for the same period exceeds the funds available in connection with the withdrawal offer. Withdrawals will be pro-rated according to the formula:

Amount available in connection with the withdrawal offer	x	Amount a member requests to withdraw	=	Total of all amounts all members request to withdraw
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If the withdrawal amount you receive is less than the amount specified in your initial withdrawal request, the remaining portion of your withdrawal request will

be cancelled. If you wish to withdraw further amounts, you will need to submit a new withdrawal request in a subsequent period where a withdrawal offer is made. If many investors withdraw in the same withdrawal offer period, the proportionate reduction in withdrawals paid could be significant.

The Fund invests in assets that can't easily be sold, such as private equity and co-investments. This means that you may not have the ability to withdraw and access your investment when you want to.

There may be situations in which we may decide to cancel a withdrawal offer that is made available. If a withdrawal offer is cancelled this will not impact on any withdrawal requests that are accepted by us for that same withdrawal offer before that withdrawal offer is cancelled.

The minimum withdrawal amount is \$50,000. You can request a partial or a full withdrawal from your account pursuant to a withdrawal offer made available by us, by sending a completed withdrawal request form by post or emailing a scanned copy to Registry Services. Withdrawal proceeds (if any) will be paid to your nominated bank account. The withdrawal request form is available on our website mlcam.com.au/gpe_wholesale or you can request it from us on **1300 738 355**.

Withdrawal requests must be received by us by the closing time and date of the relevant withdrawal offer, which will generally be 5:00pm (Sydney time) on the last day of the month to receive that month's Dealing Day Unit Price. Once lodged, withdrawal requests in relation to a particular withdrawal offer may not be cancelled except with our consent.

The number of units redeemed (where the withdrawal request is for a dollar amount) or the dollar value of the units redeemed (where the withdrawal request relates to a specified number of units) by you will be determined once the relevant Dealing Day Unit Price has been struck.

Business Days

Business Days are generally days on which banks are open for business in Sydney (except Saturday, Sunday and public or bank holidays).

Transfers

You may be able to transfer all or some of your unitholding to another eligible investor. Please contact your financial adviser, the operator of your investor-directed portfolio service, IDPS-like scheme, superannuation master fund or wrap operator (collectively referred to as 'an IDPS' in this IM), or us for more information.

Transacting on your account

We can only process transaction requests when we receive all required information. We will not be responsible for any loss arising from unauthorised or fraudulent requests.

We may deduct amounts or redeem units in certain circumstances

We may deduct from a withdrawal payment any amount owed under the Constitution, including taxes. We may also redeem some or all of an investor's unitholding in the Fund to satisfy any such amounts or if we:

- form the opinion on reasonable grounds that the continued unitholding is or may become prejudicial to the interests of other investors, or
- deem it appropriate, having regards to the types of underlying assets.

Contact us on **1300 738 355** for more information.

How managed investment schemes are taxed

Investing in a managed investment scheme is likely to have tax consequences. Because this IM is not a tax guide and tax laws are complex and change from time to time, we strongly recommend that you obtain professional tax advice in relation to your own personal circumstances. This applies whether you are an Australian resident or a non-resident for tax purposes.

The Fund itself should not be liable for tax on its net earnings. Managed investment schemes generally do not pay tax on behalf of resident investors. Rather investors should include their proportion of the Fund's taxable income as assessable income in their tax returns. Investors are assessed for tax on any income and capital gains generated by the Fund. Any net losses are retained by the Fund and potentially used to offset future matching gains.

The Fund will attribute taxable income to investors even though it does not distribute its income. Investors will be liable for tax on that income although they may not have received any distribution in cash or reinvestment.

Depending on an investor's circumstances, a realised capital gain or loss may arise when units in the Fund are sold, switched or redeemed, and this may need to be included in their tax return.

Income distributions

The Fund is an Attribution Managed Investment Trust (AMIT), and the Fund will generally accumulate income and make no cash distribution. The intention is that all income including any net capital gains and any net gains on currency management is accumulated in the Fund and reflected in the Dealing Date Unit Price.

All taxable income will be attributed annually in accordance with the applicable tax laws, and although no cash distribution may have been paid to you, this may still result in a tax liability to you. We will notify you if this changes.

The AMIT regime

The Fund is an AMIT.

This means:

- The Fund will be deemed to be a 'fixed trust' for taxation purposes.
- The allocation of taxable income to its investors is based on "attribution" on a "fair and reasonable basis", rather than a present entitlement to the "income of the Fund" for each financial year and the Fund is not liable to tax provided all its taxable income is attributed to investors.

- Where the Fund attributes taxable income to investors, investors may increase the cost base of their units to alleviate the potential for double taxation.
- Where the Fund paid a cash distribution and tax offsets, investors may reduce the cost base.

Under the AMIT regime:

- Australian residents will include their share of a Fund's taxable income that is attributed to them in their income tax return.

The Fund will accumulate income which is reflected in the Dealing Date Unit Price. Taxable income is attributed to investors, even though the Fund doesn't distribute its income.

We will notify you if this changes.

The details of the taxable income attributed to you will be set out in an AMIT Member Annual Statement (AMMA Statement), which will contain all necessary tax information. The tax payable (if any) depends on your individual tax profile and applicable tax rate.

If you disagree with our attribution of taxable income, you can object to the Commissioner of Taxation. If you decide to take this course, it is important that you obtain professional tax and legal advice. The Constitution of the Fund provides for you to give us notice before making an objection, so please do so and we will work with you to try to resolve the issue.

Changes to the Fund

Subject to our obligations under law and the Constitution, we may make changes to the Fund (and the information in this IM) at our discretion including, but not limited to, terminating the Fund or making material changes to withdrawal offers.

Some changes may be made without prior notice, including but not limited to, closing the Fund to new applications, changes to the investment strategy, target asset allocation, and service providers.

Where possible we will give direct investors prior written notice of any materially adverse change. If you invest via an IDPS, you can contact your IDPS

operator to obtain copies of these notices. Changes that are not materially adverse will be made available under 'Fund updates' at mlcam.com.au/mlc-global-private-equity-fund

You should check the website for the latest information or you can obtain a paper copy of any updated information free of charge on request.

Controlled Foreign Company (CFC) and foreign hybrid provisions

The CFC and foreign hybrid provisions may result in assessable income arising in the Fund in relation to the Fund's investment. The taxable income of the Fund may include income and gains in respect of the underlying investments calculated under the CFC and foreign hybrid rules even though such income and gains are unrealised or have not been distributed to the Fund.

Non-residents

The Fund is open to investors who have received the IM (electronically or otherwise) within Australia and who are resident in Australia. If during the course of holding an investment in the Fund, an investor becomes a non-resident, then investment income received or attributed to an investor may be subject to non-resident withholding tax. The amount of tax deducted will depend on the type of entity from which investment income is earned, the investment income type and your country of residence. The Fund aims to attribute its income to investors without distributing cash to investors. Where attributed income is not accompanied with a cash distribution from which the required tax withholding can be deducted (or fully deducted), the Fund will compulsorily redeem units from the investor in order to pay the required tax withholding.

Conduit foreign income (CFI) received will generally be non-assessable, non-exempt income in Australia and not subject to Australian non-resident withholding tax.

Broadly, CFI is foreign income earned by a foreign resident through an Australian entity which in most instances is not assessable to that Australian entity.

Generally, Australian Capital Gains Tax on the disposal of investments by a non-resident will not apply where those investments are not taxable Australian property. In addition, non-residents will not be subject to withholding tax on the distribution of capital gains derived from fund assets that are not taxable Australian property.

Taxation and distribution statements are generically prepared from an Australian resident investor perspective. Investors who are non-residents for Australian tax purposes should seek professional taxation advice to clarify their specific circumstances.

All payments and transactions to, and by, the Fund are in Australian dollars. Payments from/into non-Australian bank accounts may incur currency conversion fees. Non-Australian resident investors should seek advice from their banking institution.

Valuation

Cash, cash equivalents and listed private equity assets are valued by the Fund's custodian using the latest available market values from independent data providers and administrators.

For unlisted private equity assets, valuations are sourced from the private equity managers. The Fund's custodian, National Australia Bank Limited ABN 12 004 044 937 AFSL 230686 (NAB), will apply these values in calculation of the Dealing Date Unit Price.

The unlisted private equity assets of the Fund will generally be valued on a quarterly basis, however as updated values are received at different times, and not necessarily at quarter end, the Dealing Date Unit Price will be updated for each month end. This is to better ensure the most up to date valuation is used in the calculation of the Dealing Date Unit Price.

As noted in the MLC Unit Pricing Policy, where another entity provides the asset valuations, we retain the responsibility to ensure that all asset valuations are determined in accordance with product disclosure statements, fund constitutions, relevant legislation, standards, guidelines and the directives of the MLC Unit Pricing Policy. We ensure this by reviewing the relevant custodian policies from time to

time, as required by the service level agreements with the appointed custodian.

In particular circumstances, such as extreme market conditions, MLC may exercise discretion to determine a different valuation, using reasonable estimates based on all available information. This is also in accordance with the MLC Unit Pricing Policy, which is available free of charge upon request.

Unitholders' liability

The Fund's underlying assets are owned by the Responsible Entity (or held for the Responsible Entity by its appointed custodian) and are held on trust for the benefit of investors.

The Fund's Constitution limits unitholders' liability in their capacity as the holder of units or Member of the Fund to their investment in the Fund.

Fees paid to related companies

We may use the services of related companies where it makes good business sense to do so and will benefit our unitholders. Amounts paid for these services are always negotiated on an arm's length basis and are, in our opinion, reasonable remuneration. Appointments of these companies are made in accordance with the requirements of the Insignia Financial Group's Conflicts of Interest Policy. MLC regularly monitors the ongoing compliance of such appointments with the Insignia Financial Group's Conflicts of Interest Policy. Similarly, we may invest the Fund's assets in vehicles operated by the Insignia Financial Group companies or transact with Insignia Financial Group companies. Such investments are made in accordance with the Insignia Financial Group's Conflicts of Interest Policy and the commercial terms of such investments are always negotiated on an arm's length basis.

6. Risks of investing in the Fund

Investors should consider an investment in the Fund as part of a diversified, multi-asset portfolio and should only invest if they are willing to accept the risks involved.

Significant risks

Many factors influence an investment's value. The significant risks of investing in the Fund are typical of the risks of managed investment schemes whose investment strategy is to invest in private equity, including, in no particular order, the risks outlined below.

Investment risk

All investments come with some risk. Some investments will have more risk than others, as it depends on the investment's strategy and assets.

The value of an investment with a higher level of risk will tend to rise and fall more often and by greater amounts than investments with lower levels of risk, ie it's more volatile.

While it may seem confronting, investment risk is a normal part of investing. Without it you may not get the returns you need to reach your investment goals. This is known as the risk/return trade-off.

The level of risk you're prepared to accept will generally be determined by various factors, including:

- your investment goals
- the savings you'll need to reach these goals
- your age and how many years you have to invest
- where your other assets are invested
- the return you may expect from your investments, and
- how comfortable you are with investment risk.

While MLCPE applies a disciplined, robust, and thorough approach to managing the Fund, it's important for you to carefully consider the risks of investing in the Fund and to understand that:

- its value and returns will vary over time
- investments with higher long-term return potential usually have higher levels of short-term risk

- returns aren't guaranteed and you may lose money
- future returns will differ from past returns
- laws affecting your investment may change in future, and
- an investment in the Fund should be considered a high risk investment.

The market for, and access to, private equity is extremely competitive and is subject to market conditions and other factors outside of the control of MLCPE.

There can be no assurance MLCPE will be able to identify and avail itself of sufficient attractive investment opportunities or adequate deal flow. This may affect its ability to implement the Fund's investment strategy.

The Fund operates as a non-liquid scheme and is designed as a long-term investment. Therefore the Fund is not suitable for investors who require liquidity or access to capital. An investment in the Fund is subject to a variety of risks including the ability to withdraw, the risk that a withdrawal offer will not be made, and loss of income and capital invested in the Fund.

Private company risks

While private equity investments have the potential to offer significant capital returns, investing in private companies entails a higher degree of business and financial risk than investing in companies listed on a recognised stock exchange.

Private equity investments may be made in businesses that have only existed for a short time, or have less business experience, or their products do not have an established market, or the business is facing a restructure. Any forecast of future growth in value may therefore often be encumbered with greater uncertainties than is the case with many other investments.

The Fund may invest directly and indirectly in companies that don't have any prior operating history. While MLCPE will monitor the performance of the Fund's investments, it doesn't have an active role in the management of these companies. The Fund relies on the private equity managers and the companies'

management to oversee and operate them on a day to day basis. There can be no assurance that the private equity managers will be able to meet their objectives or that such investments will provide returns commensurate with the risk of investing in them.

Private companies are often highly dependent on the skills of a small group of managers and directors. These companies often have limited resources.

Even if the Fund's investments prove successful, they may not produce a positive return for a number of years. That's why an investment in the Fund should be considered a long-term investment.

A company's value is affected by events within and outside the company. These events include:

- changes to management
- the expectations of investors regarding the company
- competitive pressures
- legal action against the company
- social and government issues, and
- climate change, and environmental issues.

Market and economic risk

Markets are uncertain and investors may experience periods in which growth expectations are not met, resulting in negative returns. Market risk also relates to the risk that the value of investments can be directly or indirectly affected by changes in legislation and economic variables including inflation, interest rates, economic policy, unemployment and economic growth. Political events, technology change, market sentiment, pandemics or health crises are also factors generally beyond the control of the Manager and can influence the Fund's investment outcome.

Market conditions may also result in MLC suspending applications and withdrawals.

Liquidity risk of the Fund

The Fund will be operated as a non-liquid scheme, which means there is a risk you will have difficulty withdrawing your investments.

Withdrawals for the Fund are subject to a withdrawal offers made by us. MLC is under no obligation to make withdrawal offers.

You must be aware of the potential limitations on your ability to withdraw from the Fund and have your investment returned. You should not rely on being able to access your investment in the Fund.

Please read section 5 'Liquidity of the Fund' for information.

Jurisdictional risk

The Fund is permitted to invest in private equity funds and co-investments established in multiple jurisdictions where risks may differ and where no, or limited, supervision is exercised on such funds by regulators. This absence of supervision and oversight by regulators may result in a higher risk for investors.

There is a possibility that adverse consequences may arise for the Fund or its investments because laws affecting the Fund's investments may change in any jurisdiction. Ongoing regulatory reform both domestically and globally is likely to increase and could result in increased exposure to potential liabilities, increased legal, compliance, tax and other related costs to both the companies, MLCPE and MLC.

Valuation risk

Valuations of investments are regularly reported by the private equity managers. However, the valuations may not be indicative of current values or the values ultimately realised when exited or sold.

There is generally no established secondary market for private equity investments and the valuation of investments may be based on limited information including estimates.

Valuations are also infrequent, usually quarterly. When valuations are received by us, they're used to update the Class's net asset value and the Dealing Day Unit Price. This Dealing Day Unit Price is used to calculate the amounts payable by or to investors in connection with applications and withdrawals. For more information on valuations and how we manage this, see 'Valuations' in section 5 'How the Fund

operates'.

Fund risk

The following risks are inherent in managed funds:

- the investment team may change, which may affect the Fund's future performance
- investing in the Fund may result in a different outcome to investing directly because of the application of tax laws to the Fund, income or capital gains accrued in the Fund, the deduction of management costs, and the impact of investments into and withdrawals from the Fund by other investors. Investments into and withdrawals out of the Fund by other investors may also affect the taxable income attributed to an investor during a financial year. For more information on the tax consequences of investing in the Fund, see 'How managed investment schemes are taxed' in section 4 'How the Fund operates'
- the costs of your investment may increase through an increase in fees and costs. We will provide at least 30 days' prior written notice if we decide to increase the management fee (see 'Changes to fees and costs' in section 7 'Fees and costs' of this IM)
- the Fund may be terminated, and
- there is no guarantee the Fund will meet its investment objective.

Currency risk

The Fund will hold investments located in other countries and denominated in different currencies. The value of these investments will change if there is a movement in the exchange rate between the Australian dollar and the foreign currency.

It is not expected that the Fund's foreign currency exposures will be actively hedged.

Counterparty risk

There is a risk that the Fund may incur a loss arising from the failure of another party to a contract (the counterparty) to meet its obligations. Counterparty risks arise primarily from investments in cash, currency transactions or buying and

selling listed private equity. If a counterparty does not meet its obligations, then the Fund may suffer a loss.

Settlement risk

The Fund will regularly make investments which are settled outside of established clearing systems. As a result settlement timing and procedures are less certain and settlement may not proceed at all.

7. Fees and other costs

DID YOU KNOW?

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

For example, total annual fees and costs of 2% of your 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.

The fees and costs outlined in this IM are for class B units of the Fund only.

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

If you are investing in the Fund via an IDPS, you will need to consider the fees and other costs of the IDPS when calculating the total cost of your investment.

If you consult a financial adviser you may also pay an additional fee that will be set out in the Statement of Advice between you and your financial adviser.

This section shows the fees and other costs that you may be charged in relation to the Fund. 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.

The information in this table can be used to compare fees and costs between different managed investment schemes. Taxes are set out under the 'How managed investment schemes are taxed' section of this IM.

All fees are shown inclusive of GST and net of Reduced Input Tax Credits (where applicable).

Fees and costs summary

MLC Global Private Equity Fund - Class B		
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 investment	<p>Estimated to be 1.93% pa of the Class's net asset value comprised of:</p> <ol style="list-style-type: none"> Management fee: 1.10% pa of the Class's net asset value. Estimated indirect costs¹: 0.83% pa of the Class's net asset value. Estimated expense recoveries: Nil. 	<ol style="list-style-type: none"> The management fee is calculated on the Class's net asset value which is reflected in the Dealing Day Unit Price. It is paid on a monthly basis from the assets of the Fund, usually within 15 Business Days of the end of each month. Wholesale clients (as defined in the <i>Corporations Act 2001</i> (Cth)) may be able to negotiate the management fee. For further information on negotiating the management fee, refer to 'Management fee may be negotiated' in the 'Additional explanation of fees and costs' section. Indirect costs are deducted from the private equity investments value, paid periodically, and reflected in the Dealing Day Unit Price. Expense recoveries are deducted from the assets of the Fund as and when incurred and are reflected in the Dealing Day Unit Price. <p>For further information on management fees and costs, please refer to 'Additional information on fees and costs' on page 19.</p>

MLC Global Private Equity Fund - Class B		
Type of fee or cost	Amount	How and when paid
Performances fees²		
Amounts deducted from your investment in relation to the performance of the product.	<ol style="list-style-type: none"> Estimated performance fee for the Fund: 0.60% of the Class's net asset value. Estimated performance fees – incurred via underlying private equity investments: 1.00%. 	<ol style="list-style-type: none"> The performance fee for the Fund is paid from the assets of the Fund annually, for each financial year ending 30 June. It is payable within 30 Business Days if the performance fee amount is positive for the period. Performance fees are fees paid to general partners and investment managers for the underlying private equity investments, when their performance exceeds a specified level. If applicable, performance fees are reflected in the Dealing Day Unit Price and are expected to reduce the net return of the Fund. <p>Please see 'Additional explanation of fees and costs' on page 19 for further details about the calculation of the performance fee.</p>
Transaction costs³		
The costs incurred by the scheme when buying or selling assets	Transaction costs: 0.05% pa of the Class's net asset value.	These costs are deducted from the assets of the Fund as and when incurred and are reflected in the Dealing Day Unit Price and are expected to reduce the net return of the Fund. This amount represents net transaction costs borne by all investors after any buy/sell spread recovery.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)		
Establishment fee	Nil	Not applicable
The fee to open your investment.		
Contribution fee	Nil	Not applicable
The fee on each amount contributed to your investment.		
Buy-sell spread	0.35%/0.10%	Buy-sell spreads will be charged when an investor buys or sells units in the Fund. The buy spread is added to the Dealing Day Unit Price when an investor buys units and the sell spread is deducted from the Dealing Day Unit Price when an investor sells units. The current buy-sell spreads of the Fund are available at mlcam.com.au/buy-sell-spreads
An amount deducted from your investment representing costs incurred in transactions by the scheme.		
Withdrawal fee	Nil	Not applicable
The fee on each amount you take out of your investment.		
Exit fee	Nil	Not applicable
The fee to close your investment.		
Switching fee	Nil	Not applicable
The fee for changing investment options.		

- The estimated indirect costs are based on costs incurred for similar assets held within a different fund for the 12 months to 30 June 2022 and include estimates where information is unavailable at the date of this IM. Please see 'Indirect costs' in the 'Additional explanation of fees and costs' for more information.
- The performance fee is an estimate based on available past performance information for assets being held within a different fund prior to being purchased to this Fund. Please see 'Performance fees' in the 'Additional Explanation of Fees and Costs' section for

more information. Past performance fees aren't a reliable indicator of future performance fees and performance fees payable in the future may be lower or higher than estimated amounts depending on the Fund's performance.

3. The estimated transaction costs are based on costs incurred for similar assets held within a different fund for the 12 months to 30 June 2022 and include estimates where information is unavailable at the date of this IM. Please see 'Transaction costs' in the 'Additional explanation of fees and costs' for more information.

Additional explanation of fees and costs

Management fees and costs

The management fees and costs include fees and costs for investing the Fund's assets.

Management fees and costs are made up of the management fee, indirect costs and expense recoveries described below.

Management fee

MLC receives a management fee for managing the assets of the Fund and overseeing the day to day operations of the Fund. The costs of establishing the Fund will be deducted from the Fund's assets. MLC will pay out of its management fee any fees and other costs and expenses incurred in operating the Fund, such as custody costs, registry costs, auditing fees and tax return fees. The payment of any fees and other costs and expenses out of the management fee does not extend to the performance fee. This will be a cost to the Fund in addition to the management fee.

Management fees charged by us are calculated retrospectively.

Indirect costs

The Fund may also incur costs and expenses that won't be charged as a management fee but are expected to reduce the net return of the Fund. These indirect costs include investment fees of the general partners/private equity managers of the private equity investments. These indirect costs are reflected in the Dealing Day Unit Price and any reporting on the performance of the Fund.

Expense recoveries

We are entitled to be reimbursed from the Fund for all costs and expenses incurred in acting as Responsible Entity or in relation to the administration and management of the Fund. The expenses may include, but are not limited to, IM preparation and printing costs. We currently pay these costs and expenses out of the management fee and do not charge them to you as an additional cost. However, we will deduct the costs of establishing the Fund from the Fund, amortised over 10 years.

The indirect costs and expense recoveries disclosed in the fees and costs summary in this IM reflect our reasonable estimates based on information available as at the date of this IM and calculated on the estimated Class's net asset value that will apply for the current financial year (adjusted to reflect a 12 month period).

Costs shown aren't a reliable indicator of future costs. Amounts may vary from time to time without notice.

Performance fees

Performance fees are fees payable to the Manager, general partners and investment managers for the underlying private equity investments, when their performance exceeds a specified level.

Different performance fees may apply and vary depending on each party's respective performance. Any performance fee payable is in addition to the management fee.

Performance fees applicable to the Fund are as follows:

Performance fee payable to the Manager

The Responsible Entity may be entitled to charge a performance fee, which will be paid directly to the Manager. The performance fee is calculated as 15% of the Fund's annual return (after deducting the management fee and the performance hurdle of 8%) multiplied by the Class's average net asset value over the period. The performance fee period is the 12 months of the financial year ending 30 June.

If applicable, the performance fee payable to the Manager is accrued in the Class's Dealing Day Unit Price. The performance fee calculated for that month is added to the performance fee carried forward for the performance fee period.

If this accumulated amount is:

- positive, that amount will be accrued in the Dealing Day Unit Price; or
- negative, no performance fee will be accrued. Instead, the negative amount will be carried forward and offset against any positive performance fee that has been calculated for the next Dealing Date.

Any performance fee payable to the Responsible Entity is paid from the assets of the Fund annually for each financial

year ending 30 June. It is payable within 30 Business Days if the performance fee amount is positive for the period ending 30 June.

If the performance fee is negative for the period ending 30 June, then it will be carried forward to the next year and will need to be offset by any future positive performance fee.

If the Fund is terminated on any date other than 30 June, then the performance fee will be the total of any accruals as at the termination date.

Performance fees charged by the private equity investments

The general partners and investment managers of the private equity investments may be entitled to a performance fee based on their performance in relation to the underlying private equity assets under their management. This is independent of the overall performance of the Fund, or overall performance of the assets that the Responsible Entity determines to be referable to Class B units. This means that amounts may be payable to general partners, (out of the underlying assets held by or for the Responsible Entity), even if the Fund (or Class B units of the Fund) in aggregate underperforms. Such fees, if charged, would reduce the value of the Fund's investment and in turn the Class's net asset value.

Estimated performance fee for the Fund

The performance fee set out in the Fees and costs summary in this IM is based on the following:

1. as the Fund was recently established, our reasonable estimate of the performance fee to be charged by the Fund for the current financial year adjusted to reflect a 12 month period of 0.60% ; and
2. with respect to the private equity investments 1.00% made up of:
 - the performance fee for each private equity investment averaged over the previous five financial years; or
 - if any private equity investment was not in operation for the past five years, the average by reference to the number of financial years in which it was in operation; or

- if any private equity investment was first offered this financial year, a reasonable estimate of the performance fee for the current financial year adjusted to reflect a 12 month period.

Generally, performance fee calculations are based on historical performance and may involve estimates where the latest information was unavailable at the date that the IM was issued.

Past performance fees aren't a reliable indicator of future performance fees and performance fees payable in the future may be lower or higher than estimated amounts depending on the Fund's performance.

Any performance fee payable is in addition to the management fees and indirect costs.

Transaction costs

When assets in the Fund are bought or sold, costs such as brokerage and due diligence costs are incurred. Transaction costs also include costs that private equity investments incur in their dealings with the Fund. These costs may also include due diligence, legal, advisory and other professional costs. These are known as gross transaction costs and the estimated gross transaction costs are approximately 0.05% of the Class's net asset value.

Some or all of the gross transaction costs may be recovered by a buy-sell spread charged to investors. Buy-sell spreads are fees charged to transacting investors that aim to recover transaction costs incurred in relation to the sale and purchase of the Fund's assets.

The transaction costs shown in the Fees and costs summary are shown net of any amount recovered by buy-sell spreads. These transaction costs are deducted from the assets of the Fund and are an additional cost to you. No part of the transaction costs (including buy-sell spreads) are retained by us or any investment managers.

As the Fund was recently established the estimated transaction costs reflect our reasonable estimate based on information available as at the date of this IM, of gross and net transaction costs that will apply for the current financial year (adjusted to reflect a 12 month period).

Transaction costs are ongoing costs and are reflected in the Dealing Day Unit Price and any reporting on the performance of the Fund. Importantly, past transaction costs are not a reliable indicator of future transactions costs.

Transaction costs may change without prior notice to you.

Buy-sell spread

As at the date of this IM, the buy-sell spread for the Fund is shown in the Fees and costs summary. Buy-sell spreads are an additional cost to the investor. You incur the buy-sell spread when you buy or sell units in the Fund.

The buy spread is added to the Dealing Day Unit Price when you buy units. The sell spread is deducted from the Dealing Day Unit Price when you sell units. The buy-sell spread is not a fee and no part of the buy-sell spread is paid to us, the Manager, or to any general partner or other investment managers. The buy-sell spread is retained in the Fund to cover the estimated transaction costs incurred as a result of investor applications and withdrawals.

Buy-sell spreads may change from time to time. Increases (and decreases) may be significant. The latest buy-sell spreads can be found on our website at mlcam.com.au/buy-sell-spreads. Investors may not be notified of changes and should check current buy-sell spreads before making any investment decision.

Other fees and costs

Investors in the Fund will indirectly bear the management and advisory fees, including performance fees if any, charged by the Fund and private equity managers of the various private equity funds, co-investments and listed private equity investments in which the Fund invests. It is possible that, even at times when the Fund has a negative or zero performance, the Fund will, indirectly through its investments, bear performance fees.

Investors in the Fund will bear any broken deal costs which are fees and expenses relating to prospective investments, including legal, tax and due diligence costs.

Changes to fees and costs

We may vary fees or introduce new fees up to the maximums described in the Constitution, without your consent.

Under the Constitution, the maximum fees payable for Class B units issued to MLC are:

- a management fee of 5% pa of the current value of the Class B units (as defined under the Constitution), and
- a performance fee of 15% pa of the current value of the Class B units (as defined under the Constitution), and
- a contribution fee of 5% of the subscription amount (currently not charged).

If you invest directly in the Fund, we will give you 30 days' notice of any increase in management fees. No prior notice will be given in respect of changes to indirect costs. For updated details go to mlcam.com.au/mlc-global-private-equity-fund

Management fee may be negotiated

Wholesale clients (as defined in the *Corporations Act 2001* (Cth)) may be able to negotiate the management fee by contacting Client Services on **1300 738 355**. Any discount in fees will be rebated periodically. We suggest that you consult your tax adviser in regard to the tax treatment of any fee rebates.

Payments to IDPS operators

These are payments that may be made by MLC to an IDPS operator on the following basis:

- payments by us to the IDPS operator that are to be passed on to you by the IDPS operator. These payments can be routine or payments in circumstances specific to you;
- as a reasonable fee for services provided to us by the IDPS operator;
- as a discount on an amount payable, or a rebate of an amount paid, to us by the IDPS operator, the value of which does not exceed an amount that may reasonably be attributed to efficiencies gained by us because of the number or value of financial products in relation to which we provide services to the IDPS operators; and
- as otherwise permitted by law.

If you are investing in the Fund via an IDPS, you will need to consider the fees and other costs of the IDPS when calculating the total cost of your investment.

Non-monetary benefits

We keep a register detailing certain non-monetary benefits that we receive (eg benefits valued between \$100 and \$300, genuine education or training and information technology software or support). You can review an extract of the register by contacting Client Services on **1300 738 355** or email **client.services@mlcam.com.au**.

Please be aware that MLC may charge you for the cost of providing this information to you.

Taxation

For information on taxation, please refer to 'How managed investment schemes are taxed' in section 5 'How the Fund operates'.

8. Information for investors

Investing directly in the Fund

To invest in the Fund directly you must have received this IM (electronically or otherwise) within Australia and be a resident in Australia. You also need to maintain a minimum balance of \$250,000. We may accept lower amounts at our discretion.

Investors who satisfy the above criteria may invest directly in the Fund. You should, however, contact us to discuss the application requirements before making your first investment in the Fund. We will advise what you need to do. Among other things, we may need to request formal identification from you before you can invest. Until all our requirements are satisfied we cannot accept an application.

You must complete and sign the Fund's application forms and send them to Registry Services with your initial application money. You can make additional investments by electronic funds transfer (EFT).

Once your application is accepted, your units will be deemed to be issued on the first Business Day of the next month and you have the rights of a unitholder. This applies whether your investment is made using the Initial Application Form or the Additional Investment Form.

We may redeem your unitholding if your account balance falls below \$250,000.

Investing via an IDPS

If you invest in the Fund through an IDPS, then you don't hold units in the Fund and you have none of the rights of a unitholder. Instead, the IDPS operator or its appointed custodian holds units on your behalf.

Investing through an IDPS may result in different conditions applying from those referred to in this IM including:

- minimum balance requirements
- fees and other costs
- how to transact on your investment
- timing of processing of transactions and payment of withdrawals, and
- provision of statements and other information.

You should contact your financial adviser or IDPS operator for further information including how to invest.

You should contact your IDPS operator about any complaint you have. Your IDPS operator can work with us to assist you in resolving any complaints relating to your investment in the Fund.

We authorise the use of this IM as disclosure to persons who wish to access the Fund through an IDPS.

This IM must be read together with offer documents provided by the IDPS operator.

Overseas investors

This IM only constitutes an offer if received in Australia.

As at the date of this IM, no action has been taken to register or qualify the units or offer or otherwise permit the public offering of the units outside Australia. If you come into possession of this IM outside Australia you should seek advice on and observe any such restrictions imposed by law. Any failure to comply with such restrictions may violate securities laws in that jurisdiction.

This IM does not constitute an offer or invitation in any jurisdiction in which it would be unlawful to make such an offer or invitation. We reserve the right to make an offer of units to any institutional investor outside Australia where to do so would not be in breach of the securities law requirements of the relevant jurisdiction.

Email terms and conditions

If emails are used in operating your account, you should understand that there is potentially a greater risk that a person could fraudulently send us an email and, by pretending to be you, withdraw money from your account.

These terms and conditions apply when we (or Registry Services) receive email instructions or communications about your account. These terms are in addition to any other requirements relating to you giving us instructions or completing any particular authority. We can change these terms by giving you 14 days' written notice.

By investing in the Fund, you agree that MLC and Registry Services are not responsible for any losses you may suffer as a result of any fraudulent communications received by email, except to the extent those losses arise directly

from their or their agents' negligence, wilful default or fraud. You agree to be liable and indemnify MLC and Registry Services for any losses suffered by any of them as a result of any fraudulent communications received by email to the extent those losses arise from your negligence, wilful default or fraud.

MLC and Registry Services will only act on completed communications from you. MLC and Registry Services will not be liable for any loss which results from not receiving your email, or from a delay in receiving your email.

Investor Online and Adviser Online

Investor Online, accessible via mlcam.com.au/mlc-global-private-equity-fund, gives you access to up to date information on your investments at any time. You automatically get access to Investor Online if you are an investor in the Fund. If you elect to give your financial adviser permission to access information about your investment on the Initial Application Form, your financial adviser will also have access to your investment information via Adviser Online.

Once you have an investment in the Fund, your Investor Online account will be established and Registry Services will send you the details you need to complete the online registration process for your account.

Use of Investor Online and Adviser Online is provided by Registry Services and is subject to specific terms and conditions, as disclosed on these sites.

Privacy

We are committed to protecting your privacy. We collect your personal information to provide you with the services and information related to your investment. If you do not provide the requested personal information we may not be able to provide you with these services. Any personal information we collect about you will be handled in accordance with the Insignia Financial Group Privacy Policy, which outlines how we manage your personal information, how you may access or correct your personal information, and how you may complain about a breach of your privacy. To obtain a copy of the Insignia Financial

Group Privacy Policy, please contact Client Services on **1300 738 355** or visit our website at mlcam.com.au/privacy

Anti-Money Laundering, Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS)

We are required to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) (AML/CTF Act), the FATCA and the CRS rules.

Under these laws we are required to collect additional information from you or anyone acting on your behalf, and your related parties, as part of the initial application process and post account set up.

If you identify yourself as a foreign resident for tax purposes, your account information may be reported to the relevant tax authorities.

Identity verification documents

Under the AML/CTF Act, we are required to collect original certified copies of original document(s) (not scanned copies) which must be valid at the time you send them to Registry Services to verify your identity and that of related parties (including if you are a non-individual entity, identity of any persons who are deemed to own or control (directly or indirectly) you (beneficial owner)).

In addition, we may be required to ask you for additional identity verification documents or information about you, a related party or a beneficial owner either when we are processing your application or at some stage after we issue the units.

Until we receive this documentation - or if we have concerns that a transaction requested by you, or anyone authorised to act on your behalf, might breach any obligations we have under legislation or cause us to commit or participate in an offence, under any law - we reserve the right to:

- block, suspend or refuse to process transactions
- freeze accounts or access to funds, or
- close your account without further notice.

These actions may be taken if we have reasonable grounds to suspect that there is a breach of any of our regulatory obligations, including where there may be a risk of damage to our reputation.

We also reserve the right to report details of accounts or transactions to the relevant authorities.

Where transactions are delayed, blocked, frozen or refused in the above circumstances, we're not liable for any loss you suffer, including consequential loss. We will incur no liability to you or a related party if we do so.

Resolving complaints

If you have a complaint, we can usually resolve it quickly over the phone on **1300 738 355**. If you'd prefer to put your complaint in writing, you can email us at client.services@mlcam.com.au or send a letter to '**30 The Bond, Level 3, 30 Hickson Road, Millers Point NSW 2000**.

We'll conduct a review and provide you with a response in writing. If you're not satisfied with our resolution or we haven't responded to you in 30 days, you can lodge a complaint with the Australian Financial Complaints Authority (AFCA). AFCA provides an independent complaint resolution process that's free to consumers. You can contact AFCA in writing to **GPO Box 3, Melbourne, VIC 3001**, at their website afca.org.au, by email at info@afca.org.au or by phone on **1800 931 678 (free call)**. For more information on our complaints management policy visit mlcam.com.au/terms-and-conditions

Joint investors

Unless otherwise expressly indicated, in the case of joint applications, units will be held as joint tenants and either investor will be able to operate the account and bind the other investor for future transactions, including additional investments and withdrawals.

Termination of the Fund

The Fund may be terminated:

- if MLC believes the Fund can no longer fulfil its purpose
- if the Fund's unitholders pass an extraordinary resolution to terminate the Fund

- by Court order, or
- as otherwise allowed by the Constitution or the law.

Australian tax file number

MLC is authorised under the *Income Tax Assessment Act 1936* (Cth) to ask for your Australian tax file number (TFN) when you invest in the Fund. You don't have to provide your TFN and it's not an offence if you decide not to, but if you don't, 'Pay As You Go Withholding Tax' may need to be deducted at the highest marginal tax rate (plus Medicare Levy) from any distributions and attributions of income made to you.

Keeping you informed

You can obtain information on your account and update your details by contacting us (details on the back cover).

The information below will be provided to you so you can stay informed about your investments.

If you invest via an IDPS you can obtain information on your investment in the Fund by contacting your IDPS operator.

If you invest directly in the Fund, we provide the following information to you:

Information provided to direct investors	
Transaction confirmation	Confirms any investment, switch or withdrawal. This will be available on Investor Online via mlcam.com.au/mlc-global-private-equity-fund
Distribution statement	Provides details of the distributions paid. This will be available on Investor Online via mlcam.com.au/mlc-global-private-equity-fund
Annual taxation statement	You will be provided with an annual taxation statement, referred to as an AMIT Member Annual Statement (AMMA Statement), to assist you in completing your tax return. The AMMA Statement will show the taxable and non-taxable components of the income attributed to you. This will be available on Investor Online via mlcam.com.au/mlc-global-private-equity-fund
Annual financial report	You can elect to receive, free of charge, a copy of the Fund's annual report as a hard copy or an electronic copy by contacting us. If you do not make an election you can access a copy of the annual report on our website mlcam.com.au
Constitution	Available to you without charge on request by contacting Client Services on 1300 738 355 .
Performance history	
Unit Pricing Policy (including discretions register)	
Derivatives Policy	
Privacy Policy	
Information Memorandum updates	You can obtain a paper copy of the IM on request by contacting Client Services on 1300 738 355 or by visiting the website mlcam.com.au/gpe_wholesale . The IM can be updated or replaced from time to time. Refer to 'Changes to the Fund' in section 5 'How the Fund operates' for further information.

