



Pie Funds
performance that counts

Product Disclosure Statement

Dated 13 December 2016

Products

Pie Australasian Growth Fund
Pie Australasian Dividend Fund
Pie Australasian Emerging Companies Fund

Issued by

Pie Funds Management Limited

Replacement PDS

This is a replacement PDS, replacing the PDS dated 20 July 2016.

This document gives you important information about this investment to help you decide whether you want to invest. There is other useful information about this offer at www.companiesoffice.govt.nz/disclose. Pie Funds Management Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you to make an investment decision.

1. Key information summary

What is this?

This is a managed investment scheme. Your money will be pooled with other investors' money and invested in various investments. Pie Funds Management Limited ('Pie Funds', 'we', 'us' or 'our') will invest your money and charge you a fee for its services. The returns you receive are dependent on the investment decisions of Pie Funds and the performance of the investments. The value of those investments may go up or down. The types of investments and the fees you will be charged are described in this document.

What will your money be invested in?

Three investment options are offered under this Product Disclosure Statement ('PDS'). The investments being offered are units in the Pie Australasian Growth Fund, Pie Australasian Dividend Fund and Pie Australasian Emerging Companies Fund (each a Fund, and together the Funds), which are funds within the Pie Funds Management Scheme. Each Fund has been 'soft closed'. This means each Fund will generally not be accepting any further investments (by either existing or new investors).

These investment options are summarised below. More information about the investment target and strategy for each investment option is provided in the 'Description of your investment options' section on page 9.

	Pie Australasian Growth Fund	Pie Australasian Dividend Fund	Pie Australasian Emerging Fund
Brief description of the fund and its investment objective	<p>The Pie Australasian Growth Fund (the Growth Fund) will seek to provide you with long term capital growth by investing predominantly in a concentrated portfolio of hand-picked listed Australian and New Zealand Smaller Companies where Pie Funds considers value is greatest and the opportunity for earnings growth is high. The Growth Fund may also invest in other types of financial products such as cash and unlisted equities.</p> <p>The risk indicator of the Growth Fund is 5, which means that the volatility of the fund is high.</p>	<p>The Pie Australasian Dividend Fund (the Dividend Fund) will seek to provide you with a regular dividend payment stream as well as long term capital growth by investing predominantly in a concentrated portfolio of hand-picked Australian and New Zealand Smaller Companies that pay a dividend, where Pie Funds considers value is greatest and the opportunity for earnings growth is high. The Dividend Fund may also invest in other types of financial products such as cash and unlisted equities.</p> <p>The risk indicator of the Dividend Fund is 4, which means that the volatility of the fund is medium to high.</p>	<p>The Pie Australasian Emerging Companies Fund (the Emerging Companies Fund) will seek to provide you with long term capital growth by investing predominantly in a concentrated portfolio of hand-picked Australian and New Zealand Emerging Companies where Pie Funds considers the value is greatest and the opportunity of earnings growth is high. The Emerging Companies Fund may also invest in other types of financial products such as cash and unlisted equities.</p> <p>The risk indicator of the Emerging Companies Fund is 6, which means that the volatility of the fund is very high.</p>

	Pie Australasian Growth Fund							Pie Australasian Dividend Fund							Pie Australasian Emerging Fund						
Risk indicator	< Potentially Lower Returns				Potentially Higher Returns >			< Potentially Lower Returns				Potentially Higher Returns >			< Potentially Lower Returns				Potentially Higher Returns >		
	1	2	3	4	5	6	7	1	2	3	4	5	6	7	1	2	3	4	5	6	7
	< Lower Risk				Higher Risk >			< Lower Risk				Higher Risk >			< Lower Risk				Higher Risk >		
Fees	Annual fund charges: 3.24%							Annual fund charges: 3.20%							Annual fund charges: 3.25%						
	Performance-based fees are charged: Please see ‘What are the fees?’ on page 13 for more information.																				

See ‘What are the risks of investing’ on page 11 for an explanation of the risk indicator and for information about other risks that are not included in the risk indicator. To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at <https://www.sorted.org.nz/tools/investor-kickstarter>

Who manages the Funds?

Pie Funds is the manager of the Funds. Please see ‘Who is involved?’ on page 15 for more information.

What are the returns?

We intend to make bi-annual income distributions from the Dividend Fund on or about 30 June and 31 December. We do not intend to make any regular distributions from the Growth Fund or the Emerging Companies Fund, but we retain the discretion to do so. Please see ‘How does this investment work?’ on page 5 for more information. Your total returns will be made up of movements in the Fund’s unit price and any distributions.

How can you get your money out?

Investments in the Funds are redeemable. You may withdraw all or part of your investment in a Fund (subject to the applicable minimum withdrawal value and minimum investment amount and any deferral or suspension of withdrawals) by delivering a notice in writing to us to that effect (Withdrawal Request). Please see ‘Withdrawing your investments’ on page 7 for more information.

Your investment in these Funds can be sold but there is no established market for trading these financial products. This means that you may not be able to find a buyer for your investment.

How will your investment be taxed?

Each Fund is registered as a portfolio investment entity (PIE) for tax purposes. The amount of tax you pay in respect of a PIE is based on your prescribed investor rate (PIR). This can be 0%, 10.5%, 17.5%, or 28%. See section 6 of the PDS ‘What taxes will you pay?’ on page 15 for more information.

Where can you find more key information?

Pie Funds is required to publish quarterly updates for each Fund. The updates show the returns, and the total fees actually charged to investors, during the previous year. The latest fund updates are available at www.piefunds.co.nz. We will also give you copies of those documents on request.

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2. How does this investment work?

How the funds work

The Funds are offered under a registered management investment scheme (the Scheme) under the Financial Markets Conduct Act 2013 (the FMCA). The Scheme is known as the Pie Funds Management Scheme and is governed by a trust deed (the Governing Document) dated 20 July 2016 (as amended) between Pie Funds and Trustees Executors Limited (the Supervisor). Each Fund is established as a separate trust within the Scheme.

Each Fund is an investment that enables you to pool your funds with those of others. This pool is used to buy investments that are managed on behalf of all investors in the Fund. Your interests are represented by units, which confer an equal interest in the Fund and are of equal value, rather than directly receiving an interest in the Fund's assets. Your units will represent the value of your interest in the relevant Fund.

The number of units you receive is dependent on the amount of money you invest and the unit price as at the date your application is processed. The value of units in each Fund fluctuates according to the changing value of the assets in which the Fund is invested. It is intended that each Fund will be valued on each business day and unit prices are published monthly (on or about the last day of each month).

Each Fund has been 'soft closed', which means that the Funds will not generally accept any further investments by either existing or new investors. Although each Fund is 'soft closed', you can increase the number of units you hold by making an investment under any limited capacity offering that we invite you to invest in. You can decrease the number of units you hold at any time by making a withdrawal.

We intend to make bi-annual income distributions from the Dividend Fund, declared on or about 30 June and 31 December. Distributions are paid to your nominated bank account within 20 business days of the date of declaration or you can elect to have your distributions reinvested in the Dividend Fund by way of the issue of additional units (provided that we may determine at our discretion that future distributions cannot be reinvested in the Dividend Fund due to it being 'soft closed').

As at the date of this PDS, no distributions are intended to be made from the Growth Fund or the Emerging Companies Fund, but we retain the discretion to do so. Instead, income will be retained in the relevant Fund and reflected in the unit price.

Your total returns are determined by changes in the value of the underlying assets in the Fund and reflected in movements in the Fund's unit price and any distributions made to you. The key factor that will determine the value of your returns is the value of the investments made by the Fund. The total value of your investment in a Fund at any time is the number of units you hold in that Fund multiplied by the current unit price.

The assets of each Fund are the exclusive property of that Fund and the liabilities of each Fund are the exclusive liabilities of that Fund. The assets of a particular Fund are not available to meet the liabilities of any other fund in the Scheme.

Significant features

The Funds, through their investment in predominantly a concentrated portfolio of hand-picked Australian and New Zealand listed Smaller Companies (Growth Fund and Dividend Fund) or Emerging Companies (Emerging Companies Fund), have exposure to companies whose potential we do not consider to be fully realised by the market, but where we consider value is greatest and the opportunity of earnings growth is high. The Funds may also invest in other types of financial products such as cash and unlisted equities.

By Smaller Companies, we mean companies the shares in which we determine have a small Market Capitalisation (the total value of the company's shares on issue) relative to the exchange that they are listed on.

Emerging Companies refers to companies the shares in which at the time of investment have a Market Capitalisation of up to \$250 million in local currency.

Smaller and Emerging Companies may also include unlisted companies.

The Dividend Fund also offers exposure to Smaller Companies that exhibit a sustainable dividend distribution policy.

During periods of uncertainty, each Fund can increase its cash position up to a maximum of 100% of the portfolio to mitigate the risk of a severe decline in the value of the Fund's units.

Significant benefits

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

- **Access to investments:** The Growth Fund and Dividend Fund provide exposure to listed Australian and New Zealand Smaller Companies and the Emerging Companies Fund provides exposure to listed Australian and New Zealand Emerging Companies.
- **Investment return:** The Funds aim to provide you with above average investment returns and to achieve long term capital growth by investing in a concentrated portfolio of hand-picked listed Smaller Companies (or Emerging Companies in the case of the Emerging Companies Fund). The Dividend Fund also aims to provide you with a regular dividend payment stream.
- **Team:** The Funds offer access to Pie Funds' experienced investment team, with particular expertise in managing investments in Smaller Companies. Pie Funds actively manage each Fund.
- **Reporting:** Fund performance information is available at www.piefunds.co.nz. In addition, you will have access to quarterly fund updates, an annual report and an annual PIE tax certificate following each Fund's financial year end (31 March).

Making investments

As at the date of this PDS, the minimum initial investment amount for the Funds is \$25,000.

The Funds have been 'soft closed' (with only limited capacity offerings being made from time to time at our sole discretion).

In the event that an invitation is received from us to invest in any of the Funds, you may invest any amount from the minimum investment amount in New Zealand dollars up to any maximum amount determined by us by completing the application form accompanying this PDS (the Application Form) and sending your original Application Form and cheque or direct credit payment (as applicable) to Trustees Executors Limited (in its capacity as the registrar of the relevant Fund) at the address specified in the Application Form).

In the event that an invitation is received from us to make additional investments in any of the Funds, additional investments can be made in accordance with the process above. The minimum additional investment amount is \$1,000.

Subject to the Governing Document, we can vary or waive minimums either generally or for selected investors.

Withdrawing your investments

You may withdraw all or part of your investment in a Fund by delivering a Withdrawal Request to us (subject to any deferral or suspension of withdrawals). Withdrawals will generally be effected within 20 business days of us receiving a Withdrawal Request for the Growth Fund and the Dividend Fund, or on the date which is three calendar months after the date of receiving a Withdrawal Request for the Emerging Companies Fund. You will receive the unit selling price applicable on the day the withdrawal is processed, not the day the Withdrawal Request is received. The unit selling price is calculated by dividing the net asset value of a Fund by the number of units on issue at the time the Withdrawal Request is effected.

The minimum withdrawal amount is \$1,000 (unless the Withdrawal Request relates to all units held by you in the relevant Fund). You will generally not be permitted to decrease your investment in the Fund to less than \$5,000 (if your initial investment in the Fund was made on or before 30 September 2014) or less than \$25,000 (if your initial investment in the Fund was made on or after 1 October 2014) (unless the withdrawal relates to all units held by you in the Fund).

We may, on 30 days' written notice, compulsorily withdraw your units from a Fund if your balance falls below the minimum investment amount of the Fund and pay the proceeds to your nominated bank account. In certain cases, we may also withdraw your units if it is necessary for the Fund to maintain PIE status.

Right to sell units

Provided the applicable minimum initial investment amount is met, you may sell or transfer all or any of the units you hold in a Fund. The transfer instrument must be in writing in any usual or common form which we approve and signed by both the transferor (you) and the transferee (the person the units are being sold or transferred to). We can decline to register a transfer if the withdrawal conditions detailed above are not met, if any duties, taxes or other commissions, fees and charges are unpaid or for non-compliance with the law.

Suspending withdrawals

We may suspend Withdrawal Requests in respect of a Fund:

- for a period determined by us if Withdrawal Requests (received in a three month period) relate to more than 5% of the number of units on issue for that Fund and we consider that it is in the general interests of all investors in that Fund to do so in accordance with the Governing Document;
- for a period determined by us if Withdrawal Requests (received in a three month period) relate to more than 10% of the number of units on issue for a Fund (after notifying the Supervisor); and
- for up to 90 days (or such other period determined by the Manager in consultation with the Supervisor) if we determine that the withdrawal is not practicable, would or may be prejudicial to the general interest of investors in the relevant Fund, is not desirable for the protection of the relevant Fund, or would threaten the Fund's eligibility for PIE status and we give a repayment suspension notice to the relevant investors and the Supervisor.

Where Withdrawal Requests are suspended, the withdrawal price payable to investors will be calculated on the day the units are withdrawn. We can vary or waive the minimum withdrawal amounts at any time.

How to switch between funds

As at the date of this PDS, you may switch between the Funds only at our discretion. However, you may switch from a Fund to the Pie Global Small Companies Fund (Global Fund), the Pie Cash Plus Fund (Cash Plus Fund), the Pie Growth 2 Fund (Growth 2 Fund) or the Pie Growth UK & Europe Fund (Growth UK & Europe Fund) at any time (provided the relevant fund has not been 'soft closed') by delivering a notice in writing to us. The minimum switch amount is \$1,000, provided the amount held in the Funds you are switching from and to is at

least the applicable minimum initial investment amount for the relevant funds, unless the switch is in respect of your entire investment in a Fund. Please refer to the Product Disclosure Statements for the Global Fund, the Cash Plus Fund, the Growth 2 Fund and the Growth UK & Europe Fund for more information.

A request to switch will be treated as though it was both a Withdrawal Request and an application for units in the Global Fund, the Cash Plus Fund, the Growth 2 Fund and the Growth UK & Europe Fund and we will apply the withdrawal proceeds in payment of the application moneys due. Each unit sold or issued by us in accordance with a switch request will be sold or issued at the relevant unit price.

3. Description of your investment option(s)

	Pie Australasian Growth Fund	Pie Australasian Dividend Fund	Pie Australasian Emerging Fund																																																															
Investment objectives and investment strategy	The Fund will seek to provide you with long term earnings growth by investing in a small number of growth oriented companies, where Pie Funds considers value is greatest and the opportunity of earnings growth is high. In particular, we intend to invest mostly in listed Australian and New Zealand Smaller Companies, whose potential we do not consider to be fully realised by the market. The Growth Fund may also invest in other types of financial products such as cash and unlisted equities.	The Fund will seek to provide you with long term earnings growth and a regular dividend payment stream by investing in a small number of growth oriented companies, where Pie Funds considers value is greatest and the opportunity of earnings growth is high. In particular, we intend to invest mostly in listed Australian and New Zealand Smaller Companies, whose potential we do not consider to be fully realised by the market and that exhibit a sustainable dividend distribution policy. The Dividend Fund may also invest in other types of financial products such as cash and unlisted equities.	The Fund will seek to provide you with long term earnings growth by investing in a small number of growth oriented companies, where we consider value is greatest and the opportunity of earnings growth is high. In particular, we intend to invest mostly in listed Australian and New Zealand Emerging Companies, whose potential we do not consider to be fully realised by the market. The Emerging Companies Fund may also invest in other types of financial products such as cash and unlisted equities.																																																															
	At any given time, short term trading positions are not likely to exceed 10% of the portfolio of the Fund, however turnover and trading activity of this portion of the portfolio is likely to be high. During periods of uncertainty the Fund can increase its cash position up to a maximum of 100% of the portfolio to mitigate the risk of a severe decline in the value of the Fund's units.																																																																	
Risk indicator	<table border="1"> <tr> <td colspan="4">< Potentially Lower Returns</td> <td colspan="3">Potentially Higher Returns ></td> </tr> <tr> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td> </tr> <tr> <td colspan="4">< Lower Risk</td> <td colspan="3">Higher Risk ></td> </tr> </table>	< Potentially Lower Returns				Potentially Higher Returns >			1	2	3	4	5	6	7	< Lower Risk				Higher Risk >			<table border="1"> <tr> <td colspan="4">< Potentially Lower Returns</td> <td colspan="3">Potentially Higher Returns ></td> </tr> <tr> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6</td><td>7</td> </tr> <tr> <td colspan="4">< Lower Risk</td> <td colspan="3">Higher Risk ></td> </tr> </table>	< Potentially Lower Returns				Potentially Higher Returns >			1	2	3	4	5	6	7	< Lower Risk				Higher Risk >			<table border="1"> <tr> <td colspan="4">< Potentially Lower Returns</td> <td colspan="3">Potentially Higher Returns ></td> </tr> <tr> <td>1</td><td>2</td><td>3</td><td>4</td><td>5</td><td>6*</td><td>7</td> </tr> <tr> <td colspan="4">< Lower Risk</td> <td colspan="3">Higher Risk ></td> </tr> </table>	< Potentially Lower Returns				Potentially Higher Returns >			1	2	3	4	5	6*	7	< Lower Risk				Higher Risk >		
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			*Market index returns as well as the Fund's actual returns have been used to fill in the risk indicator, as the Fund commenced less than 5 years ago. As a result of market index returns being used, the risk indicator may provide a less reliable indicator of the potential future volatility of the Fund.																																																															
			Market index returns were used for the period from 1/07/2011 to 31/03/2013.																																																															
Time frame	5 years minimum.	5 years minimum.	5 years minimum.																																																															

The Scheme has a Statement of Investment Policy and Objectives (the 'SIPO') that Pie Funds has established in consultation with the Supervisor. The SIPO sets out the investment philosophy, strategies and objectives for each Fund. Pie Funds may make changes to the SIPO and provides the Supervisor with prior written notice of these. If we propose to change the SIPO in a manner which materially affects investors, we will also give affected investors at least 30 days' prior written notice of the change. Further information about the assets in the Funds can be found in the fund updates (when prepared) and the SIPO available at www.piefunds.co.nz and on the Disclose website at www.companiesoffice.govt.nz/disclose.

4. What are the risks of investing?

Understanding the risk indicator

Managed funds in New Zealand must have a standard risk indicator. The risk indicator is designed to help investors understand the uncertainties both for loss and growth that may affect their investment. You can compare funds using the risk indicator.

< Potentially Lower Returns				Potentially Higher Returns >		
1	2	3	4	5	6	7
< Lower Risk				Higher Risk >		

For the risk indicator for each Fund, see pages 3 and 9.

The risk indicator is rated from 1 (low) to 7 (high). The rating reflects how much the value of the fund's assets goes up and down (volatility). A higher risk generally means higher potential returns over time, but more ups and downs along the way.

To help you clarify your own attitude to risk, you can seek financial advice or work out your risk profile at www.sorted.org.nz/tools/investor-kickstarter

Note that even the lowest category does not mean a risk-free investment, and there are other risks (described under the heading 'Other specific risks') that are not captured by this rating.

This risk indicator is not a guarantee of a fund's future performance. The risk indicator is based on the returns data for the period 1 October 2011 to 30 September 2016. While risk indicators are usually relatively stable, they do shift from time to time. You can see the most recent risk indicator in the latest fund update for these funds.

General investment risks

Some of the things that may cause the Fund's value to move up and down, which affect the risk indicator, are:

- **Company specific risk:** a Fund may be affected by unexpected changes in a company's operations, shareholder base, governance and/or ownership structure, business environment or solvency;
- **Market risk:** the performance of a Fund will be affected by the performance of investment markets generally. The value of investments may go up or down in line with market movements. Markets will be affected by a range of factors including investor sentiment, political events, inflation, prevailing interest rates, economic and regulatory conditions and broader events like changes in technology and environmental events;
- **Investment manager risk:** investment management decisions (such as allocation of the Fund's investments between asset classes, investment sectors and individual investments) made by us may affect the Fund's returns, as will the performance of the businesses underlying the investments;
- **Currency risk:** as a portion of the underlying investments of a Funds may be invested in overseas jurisdictions in foreign currencies, returns may be affected by movements between other

currencies and the New Zealand dollar;

- **Derivative risk:** a Fund may use derivative instruments such as futures and options. Derivatives are financial contracts whose value depends on the future value of underlying assets such as shares, bonds, currency or cash. As a result of using derivative instruments, the investment movements may be more volatile than if a Fund is invested solely in shares. Risks associated with derivative instruments include the Funds not being able to meet their respective payment obligations as they arise;
- **Product risk:** changes made to a Fund, including changes to investment strategy, fees and charges or minimum investment amounts could impact on a Fund's returns.

Other Specific Risks

- **Key personnel:** the departure of any of Pie Funds' key personnel could impact on the performance of a Fund if we were unable to recruit a suitable replacement. Pie Funds has a small team of 20 staff many of whom have had a long tenure at Pie Funds.
- **Liquidity risk:** we may not be able to easily convert some investments into cash and withdrawals may be suspended because of either inadequate market depth, disruptions in the market place, investment into illiquid small or medium companies or our inability to accurately value securities.

5. What are the fees?

You will be charged fees for investing in the Funds. Fees are deducted from your investment and will reduce your returns. The fees you pay will be charged in two ways:

- regular charges (for example, annual fund charges). Small differences in these fees can have a big impact on your investment over the long term:
- one-off fees (for example, any individual action fees).

Fund	Annual fund charges (estimate) % of NAV
Pie Growth Fund	3.24%
Pie Dividend Fund	3.20%
Pie Emerging Companies Fund	3.25%

Annual fund charges include an estimate of performance-based fees based on a Return of 10% p.a.

Actual fund charges will depend on the actual performance of the underlying investments and this will vary from the estimates. Actual charges over the last 12 months are available in the latest fund updates (when prepared). For more information on the basis of estimation of fees and expenses, see the Other Material Information ('OMI') document at www.companiesoffice.govt.nz/disclose.

Annual fund charges

The annual fund charges for the Funds are made up of:

- the management fee; and
- the performance-based fee.

Management Fee

Each Fund has an annual management fee which is accrued on a daily basis and paid to Pie Funds monthly in arrears.

As at the date of the PDS the management fee is 1.5% of the gross asset value of each Fund, subject to a minimum of \$150,000 per year.

Pie Funds pays the Supervisor's fees, custodian's fees and all expenses associated with the running of the Funds (excluding any brokerage or transaction fees incurred for buying and selling investments) out of the management fee. As at the date of this PDS, these fees and expenses will not affect the amount of returns to investors from the Funds.

Performance-based Fee

A performance-based fee is charged in relation to a Fund where the net asset value per unit for the Fund exceeds the relevant Fund's High Water Mark. The performance-based fee is calculated by multiplying 15% of the Return for the relevant Fund, for the relevant period, by the number of units in the relevant Fund at the end of that period.

The High Water Mark is the net asset value per unit (before tax) at the end of the most recent period in respect of which a performance-based fee was paid to us. The High Water Mark for a Fund can be reset every two years at our discretion, after consultation with the Supervisor. Because of the High Water Mark, and subject to any reset, no fee or a reduced fee is paid where a Fund is recovering any losses incurred by it.

The Return is the dollar amount by which the net asset value per unit (before tax) exceeds the High Water Mark for the applicable period.

The performance-based fee has no maximum limit. The performance-based fee for each Fund is accrued each business day and payable six monthly within 10 business days of 31 March and 30 September (Growth Fund and the Emerging Companies Fund) and 30 June and 31 December (Dividend Fund), this can be changed by agreement between us and the Supervisor.

There is no hurdle rate of return applied to a Fund. This means that there is no minimum return, (other than the High Water Mark) that must be achieved before a performance based fee applies.

Our Funds' performance-based fees are not linked to the performance of a benchmark.

Various individual action fees

As at the date of this PDS, there are no individual action fees charged in respect of any of the Funds. Under the Governing Document, Pie Funds can introduce entry or exit fees, buy/sell spread or a switching fee on three months' written notice to investors.

Example of how fees apply to investors for the Growth Fund

Lucy invests \$10,000 in the Growth Fund.

Lucy is charged management and administration fees, which work out to about \$153 p.a. (1.53% of \$10,000). These fees might be more or less if her account balance has increased or decreased over the year.

Lucy may also be charged a performance-based fee, if her fund earned more than its target.

Estimated total fees for the first year

Fund charges: \$324*

*Fund charges include management and administration charges (about \$153) and an estimate of performance-based fees based on a Return of 10% p.a (about \$171).

See the latest fund update for an example of the actual returns and fees investors were charged over the past year.

This example applies only to the Growth Fund. If you are considering investing in other funds or investment options in the Scheme, this example may not be representative of the actual fees you may be charged.

The fees can be changed

Either Pie Funds or the Supervisor may increase fees or impose new fees (for example, entry or exit fees or switching fees) in relation to a Fund on giving three months' written notice to investors. There is no limit to the amount to which a fee can be amended.

Pie Funds must publish a fund update for each Fund showing the fees actually charged during the most recent year. Fund updates, including past updates, are available at www.piefunds.co.nz.

6. What taxes will you pay?

Each Fund is a portfolio investment entity. The amount of tax you pay is based on your prescribed investor rate (PIR). To determine your PIR, go to the Application Form. If you are unsure of your PIR, we recommend you seek professional advice or contact the Inland Revenue Department. It is your responsibility to tell Pie Funds your PIR when you invest or if your PIR changes. If you do not tell Pie Funds, a default rate may be applied. If the advised PIR is lower than the correct PIR, you will need to complete a personal tax return and pay any tax shortfall, interest, and penalties. If the default rate or the advised PIR is higher than the correct PIR, you will not get a refund of any overpaid tax.

Please refer to the OMI for further information on the tax consequences of your investment.

7. Who is involved?

About the Manager

Pie Funds is a boutique fund manager established in 2007 which, as at the date of this PDS, manages eight funds under the Scheme. Our aim is to minimise risk and maximise profit through the application of our specialised investment philosophy, methodology and expertise, providing you with above average investment returns by investing in a concentrated portfolio of hand picked Australian and New Zealand listed Smaller Companies, Medium Companies and/or Emerging Companies.

Pie Funds

Level 1

1 Byron Avenue

Takapuna

Auckland 0622

Attention: Client Services Manager

Telephone: +64 9 486 1701

Email: clients@piefunds.co.nz

Who else is involved?

	Name	Role
Supervisor	Trustees Executors Limited	Responsible for supervising the Fund under the Financial Markets Conduct Act 2013, responsible for supervising Pie Funds as manager of the Fund.
Custodian	Trustees Executors Limited (acting through its nominee company T.E.A. Custodians Limited)	Appointed by the Supervisor to hold assets of the Fund on behalf of investors.
Administration Manager	Securities Services division of Trustees Executors Limited	Appointed by Pie Funds to provide administration functions for the Fund.

8. How to complain

Complaints about your investment can be made to your financial adviser or Pie Funds at the address under the heading 'Who is involved?' on page 15. If you need further information or you are still not happy you may choose to contact the Supervisor at:

Trustees Executors Limited

Level 7
51 Shortland Street
PO Box 4197
Auckland 1140
Attention: Business Manager
Telephone: +64 9 308 7100
Facsimile: +64 9 308 7101

Both Pie Funds and the Supervisor are required to be a member of an approved dispute resolution scheme. If your complaint has not been resolved, or if you are not happy with the resolution, you may make a complaint to either our, or the Supervisor's, dispute resolution scheme. The approved dispute resolution scheme providers will not charge a fee to you to investigate or resolve a complaint, and can be contacted at:

Pie Funds

Insurance & Financial Services Ombudsman Scheme

11th Floor, Classic House
15-17 Murphy Street
PO Box 10-845,
Wellington 6011
Telephone: 0800 888 202 or +64 4 499 7612
Facsimile: +64 4 499 7614
Email: info@ifso.nz

Supervisor

Financial Services Complaints Limited

4th Floor, Sybase House
101 Lambton Quay
PO Box 5967, Lambton Quay
Wellington 6011
Telephone: 0800 347 257 or +64 4 472 3725
Email: info@fscl.org.nz

Financial Markets Authority

Level 5, Ernst & Young Building
2 Takutai Square
DX Box CX10033, PO Box 106672
Auckland 1143
Telephone: 0800 434 566
Facsimile: +64 9 300 0499

9. Where you can find more information

Further information relating to the Scheme and the Fund can be found on the offer register and scheme register (for example, financial statements) at www.companiesoffice.govt.nz/disclose. You are entitled to a copy of the information on the offer register or scheme register on request to the Registrar. You can also obtain a copy of any of these documents on request and free of charge from Pie Funds at the address under 'Who is involved?' on page 15.

10. How to apply

The Funds have been 'soft closed' (with only limited capacity offerings being made from time to time at our sole discretion).

In the event that an invitation is received to invest in any of the Funds, an application can be made by completing all sections of the Application Form and paying any required application monies, or transferring to the Fund, the authorised investment agreed to be acquired by us.

We may, in our absolute discretion, accept or reject, in whole, any application or postpone the processing of the application pending receipt of cleared funds. We are not required to give any reasons for a refusal or a postponement. Application monies received in respect of rejected applications will be refunded as soon as practicable, without interest.

[CLICK HERE TO COMPLETE THE ONLINE APPLICATION](#)