



Pinnacle

Pinnacle Fund Services Limited
A member of the Pinnacle Group
ABN No: 29 082 494 362
AFSL 238371

PO Box R1313
Royal Exchange NSW 1225
1300 010 311

13 March 2019

Plato Australian Shares Income Fund (Managed Risk) (ARSN 126 577 820)

Notice under section 601NC of the *Corporations Act 2001* (Cth) (*Corporations Act*)

Dear Investor,

This letter is intended to provide you, as a member in the Plato Australian Shares Income Fund (Managed Risk) (the **Fund**), with information about the proposed closure of the Fund and to provide you with sufficient time to assess your individual circumstances.

Pinnacle Fund Services Limited (the **Responsible Entity**) has reviewed the strategic options available to the Fund and concluded that the Fund cannot accomplish its investment objectives and strategy as it is unlikely that it will achieve the necessary scale to sustain the costs associated with operating the Fund. Accordingly, the Responsible Entity has determined that it is in the best interests of the members to wind up the Fund.

The Responsible Entity is obliged to inform members of the Responsible Entity's intention to commence winding up the Fund. Unless a meeting is called by members within 28 days of the date of this notice and determine otherwise, the Responsible Entity will commence winding up the Fund on 24 May 2019 in accordance with section 601NC(3) of the *Corporations Act*.

The members of the Fund are entitled to take action under Division 1 of Part 2G.4 of the *Corporations Act* to have a meeting called to consider and vote on any extraordinary resolution the members propose in relation to the winding up of the Fund. A meeting may be called by:

- members representing at least 5% of the units on issue giving a written request to the Responsible Entity in accordance with section 252B of the *Corporations Act*;
- members representing at least 5% of the units on issue calling and arranging a meeting of members themselves in accordance with section 252D of the *Corporations Act*; or
- a court on application of a member entitled to vote if it is impracticable to call the meeting in any other way under section 252E of the *Corporations Act*.

If a meeting is called, the required steps and timetable for the winding up may vary and will depend on the nature of the extraordinary resolution(s) members propose about the winding up and whether it is passed.

Should the members not call a meeting as described above, the Responsible Entity is permitted to wind up the Fund thereafter.

Investment strategy exposure

There will be no changes to the Fund's investment strategy, approach, or objective in the process of winding up the Fund. Note that applications for new units in the Fund will not be accepted from the date of this notice.

Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616 (**Plato**), the investment manager of the Fund, also manages the Plato Australian Shares Income Fund which offers exposure to a similar investment strategy and objective to the Fund.

What do you need to do?

- Switching your investment

You may switch your investment to an alternative investment opportunity managed by Plato by completing the enclosed "Investment Switch Form". Please note in the event you choose to switch your investment into another Plato Fund, there will be no associated transaction costs.

Please see enclosed flyer outlining other investment options that may be of interest to you.

- Withdrawals

Members are able to redeem at any time between the date of this notice and the proposed winding up commencement date, as long as the Responsible Entity determines that redemption does not adversely impact the position of the remaining members. Under such circumstances, the Responsible Entity may delay the processing of the withdrawal request or instruct a special distribution to facilitate the redemption.


- Holding your investment

Alternatively, you may hold onto your investment until the assets of the Fund are fully realised at which time the proceeds (less any outstanding expenses, costs and disbursements of the Fund are paid) will be distributed to you and all other remaining investors.

Members are requested to consider their options, and in the event that any further information is required, are invited to call me on +61 7 3107 2801 or by email at alex.ihlenfeldt@pinnacleinvestment.com.

For more information on Plato and their managed funds, please visit their website at www.plato.com.au/retail-funds/ or contact us on 1300 010 311 or via email invest@pinnacleinvestment.com.

Yours faithfully,



Alex Ihlenfeldt

Director

Pinnacle Fund Services Limited

Changes to the Plato Australian Shares Income Fund (Managed Risk)

Pinnacle Fund Services Limited (**Pinnacle**), as responsible entity of the Plato Australian Shares Income Fund (Managed Risk) ARSN 126 577 820 (**Fund**), has written to notify you that a decision has been taken to wind-up the Fund.

As an investor in the Fund, actions available to you are as follows:

1. Switch your investment to an alternative investment opportunity managed by Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616 (**Plato**, the investment manager of the Fund);
2. Redeem your investment before the Fund is wound-up; or
3. Do nothing, in which case we will return your monies to you upon completion of the wind-up process.

Plato Investment Management Limited

In addition to managing the Fund, Plato is also the investment manager of a number of investment strategies, and information on these can be found on Plato's website, www.plato.com.au/retail-funds/. Please note in the event you choose to switch your investment into another Plato Fund, there will be no associated transaction costs.

The Fund invests up to 100% of its value in the Plato Australian Share Income Fund ARSN 152 590 157 (Underlying Fund), with the residual investments in cash and interest rate futures to manage portfolio risk. The differences between the Fund and the Underlying Fund are outlined below.

Fund features	Plato Australian Shares Income Fund (Managed Risk) (the Fund)	Plato Australian Shares Income Fund (Underlying Fund)	Difference
Investment objective	The Fund aims to provide an annual gross yield (including franking) that exceeds the gross yield of the S&P/ASX 200 Accumulation Index including franking after fees. The Fund also aims to outperform the S&P/ASX 200 Accumulation Index including franking after fees over rolling 5 to 7-year periods whilst delivering a lower level of risk than the S&P/ASX 200.	The Fund will primarily invest in ASX listed entities and aims to provide an annual gross yield (including franking) that exceeds the gross yield of the S&P/ASX 200 Franking Credit Adjusted Daily Total Return Index (Tax-Exempt) (the 'Benchmark') after fees. The Fund also aims to outperform the Benchmark after fees.	The Underlying Fund has no objective to manage the risk level relative to the Benchmark.
Benchmark	S&P/ASX 200 Accumulation Index	S&P/ASX 200 Franking Credit Adjusted Daily Total Return Index (Tax-Exempt)	The Benchmark return for the Underlying Fund has been adjusted for franking credits.
Management costs	0.99% p.a.	0.90% p.a.	0.09% p.a. lower management fees for the Underlying Fund.
Distribution frequency	Quarterly	Quarterly	N/A

What will happen from here?

Should you remain invested in the Fund you will continue to receive notifications on the winding up of the Fund.



What action is required?

If you wish to switch to another Plato investment option, please read the relevant Product Disclosure Statement (www.plato.com.au/retail-funds/) and complete the enclosed "Investment Switch Form", returning this to us by email to invest@pinnacleinvestment.com or post the original to:

Plato Australian Shares Income Fund (Managed Risk)
C/- Pinnacle Fund Services Limited
GPO Box 4471
Sydney NSW 2001

You are not required to undertake any action, and should you wish to review your investment in the Fund you are encouraged to speak with your financial adviser.

If you have any questions in relation to the above changes, please do not hesitate to Mark Cormack on 02 8970 7703 or by email on mark.cormack@pinnacleinvestment.com.

We thank you for your support of Plato Investment Management Limited.

Pinnacle Funds Services Limited ABN 29 082 494 362 AFSL 238371 is the product issuer of the Plato Australian Shares Income Fund (Managed Risk) ARSN 126 577 820. Any potential investor should consider the relevant PDS before deciding whether to acquire, or continue to hold units in, a fund. This document is prepared by Pinnacle as the product issuer and Responsible Entity. Plato Investment Management Limited ABN 77 120 730 136 AFSL 504616 (Plato) is the investment manager of the Fund(s). Past performance is for illustrative purposes only and is not indicative of future performance. Unless otherwise specified, all amounts are in Australian Dollars (AUD).

The information is not intended for any general distribution or publication and must be retained in a confidential manner. Information contained herein consists of confidential proprietary information constituting the sole property of Plato and respecting Plato and its investment activities; its use is restricted accordingly. All such information should be maintained in a strictly confidential manner. Whilst Plato and Pinnacle Fund Services Limited believe the information contained in this communication is reliable, no warranty is given as to its accuracy, reliability or completeness and persons relying on this information do so at their own risk. Subject to any liability which cannot be excluded under the relevant laws, Plato and Pinnacle Fund Services Limited disclaim all liability to any person relying on the information contained in this communication in respect of any loss or damage (including consequential loss or damage), however caused, which may be suffered or arise directly or indirectly in respect of such information. The information is not intended as a securities recommendation or statement of opinion intended to influence a person or persons in making a decision in relation to investment. The information in this communication has been prepared without taking account of any person's objectives, financial situation or needs. Any persons relying on this information should obtain professional advice before doing so. The issuer is not licensed to provide financial product advice. Please consult your financial adviser before making a decision.

Any opinions and forecasts reflect the judgment and assumptions of Plato and its representatives on the basis of information at the date of publication and may later change without notice. Any projections contained in this presentation are estimates only and may not be realised in the future. The information is not intended as a securities recommendation or statement of opinion intended to influence a person or persons in making a decision in relation to investment. Unauthorised use, copying, distribution, replication, posting, transmitting, publication, display, or reproduction in whole or in part of the information contained in this communication is prohibited without obtaining prior written permission from Plato. Plato and its associates may have interests in financial products and may receive fees from companies referred to during this communication.

Investment Switch Form

The current Product Disclosure Statement ('PDS') and Additional Information to the PDS of the Plato Australian Shares Income Fund (A Class units), Plato Global Shares Income Fund (Class A Units) and Plato Australian Shares Core Fund ('Plato Funds') can be found on our website www.plato.com.au/retail-funds or you may contact us on 1300 010 311 or by e-mail at invest@pinnacleinvestment.com

Please read the PDS of the relevant fund before switching investments.

ACCOUNT DETAILS

Account Number (starts with a letter):

Client Number (starts with 00000):

Account Name:

SWITCH DETAILS

Please tick the appropriate box below:

From	To
<input type="checkbox"/> Plato Australian Shares Income Fund – (Managed Risk)	<input type="checkbox"/> Plato Australian Shares Income Fund (Class A units)
	<input type="checkbox"/> Plato Global Shares Income Fund (Class A units)
	<input type="checkbox"/> Plato Australian Shares Core Fund

Switch Amount: \$		OR	Switch Percentage:		%	OR	Number of Units:		units
-------------------	--	----	--------------------	--	---	----	------------------	--	-------

Please note:

- A switch operates as a withdrawal of units in one fund and the investment of units in the other fund and therefore may have taxation implications.
- There is no switching fee or associated transaction costs applicable.
- Switch requests received prior to 12:00pm Sydney time on a business day are deemed to be received that day, requests received after 12:00pm Sydney time are deemed to be received the next business day.
- A 100% switch out of a fund is equivalent to a full redemption and your account for that fund will be closed.
- If the remaining balance in a fund is below the minimal investment balance after the switch, we may treat the withdrawal request as being for your entire investment in that fund.

.....Continue over page



DISTRIBUTION ELECTION

Please nominate how you would like any distributions from the fund you are switching into, to be paid.

If you are an existing investor in that fund, your nomination below will override any existing instructions. Distributions are automatically reinvested as additional units unless otherwise instructed.

INCOME DISTRIBUTION

I/we wish to have the income distributions from the fund:

- ☐ reinvested as additional units in the fund; or
☐ paid in cash (Australian dollars only) into my/our account below**

POST 30 JUNE DISTRIBUTION – CAPITAL COMPONENT

I/we wish to have the capital component distributions from the fund:

- ☐ reinvested as additional units in the fund; or
☐ paid in cash (Australian dollars only) into my/our account below**

Bank _____

Account Name _____

BSB No _____ Account No _____

**Where distributions are paid directly to a bank account, they will only be paid in Australian (AUD) dollars. Bank account details should be for an account that will receive and accept AUD payments.

NOTE: We cannot transfer proceeds to third party bank accounts. Nominated bank account name must be in the same name as the investor(s). For trusts or super funds, the bank account must be in the name of the trust/super fund or refer to the name of the trust/super fund e.g. 'ABC Super Fund' or 'ABC Pty Ltd ATF ABC Super Fund'.

INVESTOR DECLARATION

All signature(s) on this form must match the signing authority currently held by the Registry for your account.

By signing this form, I/we declare that I/we:

- have read and understood in full the relevant PDS and Additional Information to the PDS to which this application relates, which is available at www.plato.com.au;
- agree to be bound by the terms, conditions and acknowledgements contained in the PDS as well as the relevant Additional Information to the PDS and agree that they form part of this declaration;
- have read, understood and agree to all declarations, conditions and acknowledgements contained in the PDS and Additional Information to the PDS, specifically the terms and conditions in the 'Additional Information' section of the PDS or Additional Information to the PDS;
- acknowledge that the Responsible Entity may require us to provide any additional documentation or other information to enable compliance with any laws relating to anti-money laundering and counter terrorism financing ('AML/CTF') or any other law, including the Foreign Account Tax Compliance Act ('FATCA');
- acknowledge, accept and declare that all the details given in this application are true and correct, and I/we undertake to inform you of any changes to the information supplied as and when they occur;
- have received and accepted this offer in Australia;
- certify that if we are signing under a Power of Attorney, the Power of Attorney has not been revoked;
- confirm that the details of my/our investment can be provided to the specified adviser group by the means and format that they direct;
- acknowledge that switching from one fund to another could give rise to realised capital gains which may be taxable;
- understand that a switch between the funds may take up to 7 business days to effect; and
- acknowledge that a 100% switch out of a fund is equivalent to a full redemption, and my/our account for that fund will be closed.

.....Continue over page



INVESTOR DECLARATION *(continued)*

Signatory 1

Signature: _____

Full Name: _____

Capacity: (e.g. director, trustee) _____

Date: _____

Signatory 3

Signature: _____

Full Name: _____

Capacity: (e.g. director, trustee) _____

Date: _____

Signatory 2

Signature: _____

Full Name: _____

Capacity: (e.g. director, trustee) _____

Date: _____

Signatory 4

Signature: _____

Full Name: _____

Capacity: (e.g. director, trustee) _____

Date: _____

Return the completed form to:

[Fund Name]
C/- RBC Investor Services – Registry Operations
GPO Box 4471
Sydney NSW 2001

OR

[Fund Name]
C/- RBC Investor Services Trust – Registry Operations
Fax: +61 2 8262 5492