

Sequoia Launch – Series 31A Diversified Basket of Global Investment Funds and Multi-Asset Index

Explanatory Statement

Dated 28 May 2018

About the Series 31A Units

The Sequoia Launch – Series 31A Diversified Basket of Global Investment Funds and Multi-Asset Index Units (“Series 31A Units”) Product Disclosure Statement (“PDS”) is issued by Sequoia Specialist Investments Pty Ltd (ACN 145 459 936) (“the Issuer”) and arranged by Sequoia Asset Management Pty Ltd (ACN 135 907 550, AFSL 341506). The offer of Series 31A Units is made only to current Investors in the Sequoia Launch – Series 31 Diversified Basket of Global Investment Funds and Multi-Asset Index Units (“Series 31 Units”) issued under a PDS dated 21 August 2017. Capitalised terms used in this notice have the same meaning as in the relevant PDS.

The purpose of the issue of the Series 31A Units is to provide existing Investors in Series 31 Units with a new investment opportunity in the form of Series 31A Units which includes the same:

- Investment Amount;
- Loan Amount;
- Investment Term;
- Strategy Value¹;
- Coupon Determination Dates,

but includes changes to the:

- formulae for calculating any Coupons payable by eliminating the “yearly averaging” component that is included in the current formulae for Series 312;
- Underlyings included within the Reference Basket, by replacing each of the 20% allocations to PIMCO Income Fund and Jupiter Global Fund with a 40% allocation to H2O Adagio Fund. The H2O Adagio Fund has the ability to enter into both long **and short** trading positions in Bonds and Currencies. Short Bond positions are not included within the respective mandates of the PIMCO Income Fund and the Jupiter Global Fund;
- Strategy Value calculation method which includes a 0.60% p.a. Adjustment Factor which accrues daily and is deducted from the Strategy Value. The Adjustment Factor is included to enable efficient pricing of the underlying hedge of Series 31A Units to be able to offer Net Settlement between the unwind of the Series 31 Units and investment into Series 31A Units.

Please refer to the Series 31A Units PDS for more information on the new Underlyings and Net Settlement.

In respect of this, the Issuer is seeking to give existing Investors in the Series 31 Units the opportunity to either:

- (a) dispose of their Series 31 Units and acquire Series 31A Units (on a fee free basis); or
- (b) stay invested in their existing Series 31 Units on the original terms of the relevant PDS, by doing nothing.

Investors who elect to acquire Series 31A Units will not be required to pay any Application Fee or Adviser Fee (or any other fees). The Issuer will buy back the Investor’s Series 31 Units at a price of \$1 per Series 31 Unit and refund the balance of the Investor’s non-amortised Prepaid Interest. The balance of these proceeds will then be applied in full repayment of the Loan attributable to the Series 31 Units and full payment of the Prepaid Interest of the Series 31A Units, meaning that there is no additional payment required from Investor’s who elect to acquire the Series 31A Units. An Investor making this election will be required to have made the election in respect of all of their Series 31 Units.

Sequoia Asset Management Pty Ltd

AFSL no. 341506
Level 7, 7 Macquarie Place,
Sydney NSW 2000
www.sequoiaam.com.au

You should ensure you have understood and read in full the Series 31A Units' PDS before making a decision to acquire the Series 31A Units.

An Election Form is attached to the Series 31A Units PDS which sets out the full terms in connection with the above Series 31A Units investment option. If you decide to acquire Series 31A Units then the Election Form is both an Application Form for the Series 31A Units and an Issuer Buy-Back Form for the Series 31 Units.

**A copy of the Series 31A Units Termsheet PDS and Master PDS are available at:
<https://www.sequoiasi.com.au/investor-centre/launch-series/sequoia-launch-series-31A/>; or
by contacting the Issuer on (02) 8114 2222; or
sending an email to invest@sequoia.com.au**

Notes

1 The Initial Strategy Value on the Commencement Date for the Units in Series 31A will equate the Strategy Value of Series 31 on the same day. e.g. if the Strategy Value of Series 31 is 99.05 on this day then this will also be the Initial Strategy Value for the Units in Series 31A.

2 The Coupons for Units in Series 31 are determined by calculating the gross performance of the Strategy Value between the Commencement Date of that series and the relevant Coupon Determination Dates and dividing this by the number of years that have passed (referred to above as "yearly averaging"). The Performance Coupons under Series 31A will be determined by simply calculating the gross performance of the Strategy Value between the Commencement Date and the relevant Coupon Determination Date and deducting previous coupons already paid (if any).

Disclaimer

This Explanatory Statement has been prepared by the Issuer for general explanatory purposes only and is not an offer to sell or solicitation to buy any financial products. This Explanatory Statement does not constitute personal advice and has been prepared without taking into account your objectives, financial situation or needs. You should consider obtaining professional advice as to whether any financial product referred to in this Explanatory Statement suits your objectives, financial situation or needs before investing. The Issuer may, in its discretion, extend or shorten the Offer Period for the Units without prior notice. If this happens, the Commencement Date may vary but no other consequential dates for the Units in Series 31A will vary. The Issuer may also defer the Commencement Date for the Units, however again no other consequential dates for the Units in Series 31A will vary. If the Issuer varies the Offer Period or the Commencement Date for the Units it will post a notice on the website informing applicants of the change at www.sequoiasi.com.au

You should seek independent advice in relation to the tax implications of your investment. Units in Sequoia Launch Units – Series 31A are issued by Sequoia Specialist Investments Pty Ltd (ACN 145 459 936) (the "Issuer") and arranged by Sequoia Asset Management Pty Ltd (ABN 70 135 907 550, AFSL 341506). A Term Sheet Product Disclosure Statements (PDS) is available for Sequoia Launch Units – Series 31A. You can access the PDS through Sequoia's website at www.sequoiasi.com.au or contacting Sequoia on 8114 2222. The Term Sheet PDS should be read in conjunction with the respective Master PDS, which can also be accessed at www.sequoiasi.com.au. If you are considering investing in the Series 31A product, please ensure you read and understand the PDS.

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