

Paragon Australian Long Short Fund

Product Disclosure Statement

▶ ARSN 161 565 920 ▶ 30 SEPTEMBER 2022



PARAGON FUNDS MANAGEMENT

ISSUED BY: Paragon Funds Management Ltd ABN • 42 159 623 873 AFSL • 426800

Disclaimers & Important Notices

This Product Disclosure Statement ('PDS'), dated 30 September 2022, relates to the offer to subscribe for units in the Paragon Australian Long Short Fund ARSN 161 565 920 ('Fund'), a managed investment scheme registered under the Corporations Act and issued by Paragon Funds Management Ltd as Responsible Entity (referred to as 'Paragon' or 'we' or the 'RE') ABN 42 159 623 873 AFSL 426800, in its capacity as responsible entity of the Fund.

No person is authorised to give any information or to make any representation in connection with the offer described in this PDS, which is not in this PDS. Any information or representation outside the PDS may not be relied upon as having been authorised by the Responsible Entity.

This PDS is prepared for your general information only. It is not intended to be a recommendation by Paragon, any associate of Paragon or any other person, to invest in the Fund. An investment in the Fund is subject to investment risk, including possible delays in repayment and loss of income or invested capital.

This PDS does not take into account the investment objectives, financial situation or needs of any particular investor or class of investor. Investors should rely upon their own enquiries and analyses on the merits and risks of the offer. Investors should also obtain their own financial and taxation advice prior to investing in the Fund.

Neither Paragon, nor any of its third-party service providers, related entities or directors guarantee the performance or success of the Fund, income or capital return, or the taxation consequences of investing in the Fund.

This PDS does not constitute an offer or invitation in any jurisdiction where it is unlawful to make such an offer or invitation. The laws of other jurisdictions may restrict the distribution of this PDS so investors should seek advice on any relevant restrictions. Any failure to comply with those prohibitions may constitute a breach of securities laws in those jurisdictions.

The offer of Units under this PDS is only available to investors receiving a printed or electronic copy of this PDS in Australia. Units may be offered to professional and sophisticated investors in jurisdictions outside Australia if that offer is made in accordance with the laws of that jurisdiction.

Unless otherwise stated, all amounts are in Australian dollars, and all fees are quoted on a Goods and Services Tax ('GST') inclusive basis less any Reduced Input Tax Credits ('RITCs') available to the Fund.

This PDS should be read in conjunction with the Constitution of the Fund, which is available upon request from Paragon (client.services@paragonfunds.com.au). This PDS is available in electronic format from Paragon's website at www.paragonfunds.com.au. Investors receiving this PDS electronically should ensure that they have received the complete Application Form and PDS. A printed copy can be provided free of charge.

This PDS is intended solely for the purpose of evaluating the offer and is not to be reproduced or distributed to any other person (other than professional advisers of investors).

Paragon has authorised the use of this PDS for investors in investor directed portfolio schemes ('IDPS') and IDPS like schemes. Investors who invest via an IDPS do not acquire the rights of a Unit Holder in the Fund as all Units are held in the name of the IDPS operator. Such indirect investors may not have the same rights to cooling-off, applications and withdrawals, voting, distribution and complaints as direct investors and should check with their IDPS operator for information on these issues.

General information in this PDS is subject to change. Information that is not materially adverse to investors may be updated on our website at www.paragonfunds.com.au. A paper copy of any updated information can be provided upon request.

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01 ▸ OVERVIEW OF THE FUND

This table is intended to be a general summary of the Fund only. Investors should read the PDS in full prior to investing in the Fund.

FEATURE	DETAIL	SECTION
The Fund	Paragon Australian Long Short Fund ARSN 161 565 920	04
Inception Date	1 March 2013	04
Responsible Entity	Paragon Funds Management Ltd ABN 42 159 623 873 AFSL 426800	03
Prime Broker	UBS AG, Australia Branch ABN 47 088 129 613	09
Custodian	UBS Nominees Pty Limited ABN 32 001 450 522	09
Administrator	Link Fund Solutions Pty Ltd ABN 44 114 914 215	09
Investment Objective	To produce absolute returns in excess of 10% p.a. over a 5 year investment horizon with low correlation to the Australian equities market.	04
Investment Strategy	A primarily Australian equities long/short fund (with a long-bias), fundamentally driven with a concentrated portfolio of high conviction stocks focused in the Industrials and Resources sectors.	04
Structure	An Australian resident open-ended unit trust, registered in Australia as a managed investment scheme.	04
Min. Investment	\$25,000	06
Min. Additional Investment	\$5,000	06
Min. Withdrawal	\$10,000	06
Buy/Sell Spread	Buy/sell spread 0.15%/0.15% of the NAV Unit price i.e. 'buy costs' are 0.15% of the NAV Unit price and 'sell costs' are 0.15% of the NAV Unit price.	07
Management Fees and Costs	<p>Management fees and costs comprise the following:</p> <ul style="list-style-type: none"> • A base Management Fee of 1.5% p.a. (inclusive of GST net of RITC) of the Net Asset Value accrued and paid monthly; • An expense recovery fee capped at 0.25% p.a. (inclusive of GST net of RITC) to cover operating costs of the Fund; • Indirect costs estimated at 0.25% (based on the previous financial year) paid directly out of Fund assets; and • Abnormal expenses which are typically infrequent and generally not passed on. <p>The capped expense recovery fee applies for the life of this PDS and Paragon may issue a new PDS at any time.</p> <p>There are no establishment, contribution or withdrawal fees.</p> <p>There are no adviser service fees (i.e. trailing commissions).</p>	07

FEATURE	DETAIL	SECTION
Performance Fees	Paragon is entitled to a Performance Fee of 20% (inclusive of GST net of RITC) of the increase in the Net Asset Value of the Fund, subject to a 5% p.a. hurdle rate and a perpetual High Watermark. Underperformance in a previous period is required to be made up before a Performance Fee is payable.	07
Applications	Monthly - Units will be issued as at the first Business Day of each new month, provided that applications are received by 2.00 p.m. Sydney time on the last Business Day of the current month, once the Unit Price is struck for the month.	06
Withdrawals	<p>Monthly – Withdrawal requests will be processed on the first Business Day of each new month, provided that a withdrawal request is received on or before 2.00 p.m. Sydney time on the last Business Day of the current month. Units will be redeemed at the Unit Price struck for the month, adjusted for the sell spread.</p> <p>Payments of withdrawal proceeds are generally made within 14 days of the withdrawal date.</p> <p>A withdrawal request may be denied or delayed and all withdrawals may be suspended in certain circumstances.</p>	06
Unit Pricing	Monthly	08
Distributions	Distributions are calculated annually as of 30 June and will generally be paid within 14 days of the distribution date. Distributions are automatically reinvested unless an investor elects to receive a distribution payment.	08
Contact Details	<p>CLIENT SERVICES</p> <p>Paragon Funds Management Ltd</p> <p>Suite 823, 1 Queens Rd, Melbourne VIC 3004</p> <p>PO Box 102 Elwood VIC 3184</p> <p>tel. 1300 522 500 eml. client.services@paragonfunds.com.au</p>	

02 ▸ SUMMARY OF BENCHMARKS AND DISCLOSURE PRINCIPLES

Benchmarks and disclosure principles for the Fund and its responsible entity, Paragon, are in accordance with ASIC's Regulatory Guide 240 ('RG 240'), as summarised below and detailed further in other sections of this PDS. This information has been included in this PDS to assist investors to better understand and assess the benefits and risks of investing in the Fund.

BENCHMARK 1:

Valuation of Assets

The responsible entity implements a policy requiring valuations of the fund assets that are not exchange traded to be provided by independent administrators or an independent valuation service provider.

Benchmark satisfied? If not, why not?

Yes, the Fund meets this benchmark.

The Fund's exchange traded assets are valued at the closing listed market price of the asset from the relevant exchange.

For non-exchange traded assets, the RE will use a valuation method that is consistent with industry practice to valuing assets of that kind in accordance with Paragon's Unit Pricing Policy.

The RE will obtain an independent external valuation if no other appropriate valuation method is available at that time.

Further information can be found in sections 2, 4 and 8.

BENCHMARK 2:

Periodic Reporting

The responsible entity of the fund will provide periodic (annual and monthly) disclosure of the current funds under management of the fund and the investment returns at the end of the period.

Benchmark satisfied? If not, why not?

Yes, the Fund meets this benchmark.

Paragon issues monthly updates electronically covering the Fund's performance and other relevant information as outlined in section 6. The updates are also available from Paragon's website at www.paragonfunds.com.au.

Further information can be found in section 6.

DISCLOSURE PRINCIPLE	SUMMARY
<p>01 Investment Strategy</p> <p>Further information: Section 4</p>	<p>The Fund is a primarily focused on Australian equities long/short fund (with a long-bias), fundamentally driven with a concentrated portfolio of high conviction stocks focused in the Industrials and Resources sectors.</p> <p>The investment process comprises thematic-led fundamental bottom-up stock selection, coupled with a top-down view of macro factors, resulting in a diverse portfolio of long and short equity positions.</p> <p>Risk is managed at the portfolio level by adhering to gross and net exposure limits, and pre-determined stop loss limits set at the individual stock level.</p> <p>The portfolio typically holds between 20 - 50 Australian listed equity positions as well as cash equivalent instruments, denominated in Australian dollars.</p> <p>A portion of the Fund's assets may be invested in equities listed outside Australia. Such holdings will be capped at 30% of the net asset value of the portfolio at any time. Currency exposure may be hedged if deemed appropriate by Paragon.</p> <p>The Fund may also invest in equities of unlisted Australian companies expected to list within 12 - 24 months (ie. pre-IPO) as well as privately-owned companies (Australian and foreign) in exceptional circumstances. Such holdings will be capped at 20% of the net asset value of the portfolio at any time.</p> <p>Short selling, leveraging and investing in listed derivatives may be utilised where opportunities have been identified that will either maximise returns (i.e. for investment purposes) or mitigate negative returns identified (i.e. for hedging purposes).</p> <p>The Fund's Constitution sets no allocation limits between classes, location or denomination of assets.</p> <p>The investment strategy can be changed by approval of Paragon's board of directors. Although there is no current intention to change the investment strategy, if this occurs, Paragon will advise Unit Holders in writing and update Fund disclosure.</p>
<p>02 Investment Manager</p> <p>Further information: Sections 3 and 9</p>	<p>Paragon is the responsible entity and investment manager of the Fund.</p> <p>The investment team comprises of John Deniz as Chief Investment Officer, who is highly qualified and experienced in the Resources and Industrials sectors. John Deniz dedicates 100% of his time to execution of the Fund's investment strategy.</p> <p>No significant adverse regulatory findings have been made against Paragon or any member of the investment team.</p> <p>Unit Holders may terminate the appointment of Paragon as the responsible entity of the Fund in accordance with the provisions of the Fund's Constitution and the Corporations Act. Refer to section 9 for information about retirement and removal of Paragon and the section titled "Term of the Fund" for more details.</p>
<p>03 Fund Structure</p> <p>Further information: Sections 4, 5 and 9</p>	<p>The Fund is structured as a registered managed investment scheme and a unit trust.</p> <p>The key service providers involved in the operation of the Fund include:</p> <ul style="list-style-type: none"> • Paragon: the Responsible Entity and Investment Manager for the Fund; • UBS AG, Australia Branch ('UBS AG'): the Prime Broker for the Fund; • UBS Nominees Pty Limited ('UBS Nominees'): the Custodian for the Fund; and • Link Fund Solutions Pty Ltd ('Link Fund Solutions'): the Administrator of the Fund. <p><i>(Continued on next page)</i></p>

DISCLOSURE PRINCIPLE**SUMMARY**

The roles of the key service providers are set out in section 4. A summary of the key service agreements is set out in section 9.

All key service providers are independent and all transactions related to the Fund's operation are conducted on an arm's length basis.

Paragon ensures that key service providers meet their contractual obligations by monitoring their performance on an ongoing basis and undertaking annual reviews. Paragon also obtains quarterly, half yearly or annual assurance certifications as applicable.

A diagram showing the flow of investment funds through the structure, process flows and key entities involved is included in section 4.

Key risks relating to these service providers include counterparty risk, service provider risk, operational risk and prime broker risk. These risks are described in section 5.

04 Valuation, location and custody of assets

Further information:
Sections 4, 5 and 9

The investments of the Fund are generally valued daily by the Administrator and the Net Asset Value of the Fund is established in accordance with the Fund's Constitution.

The valuation of investments of the Fund will either be:

- the listed market price of the asset (in the case of exchange traded assets); or
- the value as determined by reference to an independent verifiable source in accordance with industry standards and Paragon's Unit Pricing Policy.

The Fund primarily invests in Australian listed equities, cash equivalent instruments, and exchange traded derivatives, denominated in Australian dollars. However, there are no allocation limits in respect of the location, class or currency of assets (except as limited by this PDS).

The Fund's assets are held by the Custodian, pursuant to the custody agreement. To secure the Fund's obligations to the Prime Broker, the Fund has granted a security interest over the assets to the Prime Broker and Custodian.

Refer to sections 4 and 9 for further information on the roles of UBS AG and UBS Nominees in providing custody services to the Fund and section 5 for associated risks.

05 Liquidity

Further information:
Sections 4 and 5

Paragon reasonably expects to be able to realise at least 70% of the Fund's assets, at the value ascribed to those assets in calculating the Fund's Net Asset Value, within 10 days.

Paragon's monthly updates will report the Fund's liquidity if it does not meet the 70% threshold. Paragon will also report on any asset class that exceeds 10% of the portfolio's market value, if liquidity falls below the 80% realisable within 10 days benchmark (as set out in RG 240).

Refer to section 5 for the risks associated with liquidity.

06 Leverage

Further information:
Sections 4 and 5

Leveraging through securities lending is permitted and will be deployed in accordance with the Fund's investment strategy.

The maximum gross exposure limit taking into account leverage, has been set at 200% of the Fund NAV (including leverage embedded in Fund assets other than for listed equities). For example, for every \$1.00 of the Fund NAV, the Fund may be leveraged up to \$1.00.

(Continued on next page)

DISCLOSURE PRINCIPLE	SUMMARY
	<p>The Prime Broker is the only counter-party to any leveraged transactions and will hold collateral for those transactions. The assets of the Fund may be exposed to set off rights or claims from the Prime Broker.</p> <p>Paragon will provide details of the Fund's gross and net exposure levels, and hence the level of leverage of the Fund in its monthly updates.</p> <p>Refer to section 4 for a worked example of the impact of leverage on investment returns and losses and section 5 for the risks associated with leverage.</p>
<p>07 Derivatives</p> <p>Further information: Sections 4 and 5</p>	<p>Investments in listed derivatives will be utilised where suitable opportunities have been identified that will either maximise returns (i.e. for investment purposes) or mitigate negative returns identified (i.e. for hedging purposes).</p> <p>Currently and typically the types of derivatives used are limited to exchange traded futures contracts, for hedging against specific long positions or against the portfolio overall and are not anticipated to make up a material portion of the Fund assets.</p> <p>Paragon will provide relevant information on derivatives in its updates, where applicable.</p> <p>Generally, the derivative counterparty is the Fund's Prime Broker. However, Paragon may enter into derivative transactions with other counterparties.</p> <p>Refer to section 5 for the associated risks.</p>
<p>08 Short Selling</p> <p>Further information: Sections 4 and 5</p>	<p>Short selling is undertaken as part of the investment strategy to benefit from falling securities prices. The Fund engages in short selling by borrowing securities from the Prime Broker and providing collateral for securities lending to the Prime Broker.</p> <p>Refer to section 4 for further information on the use of short selling, section 5 for the associated risks with short selling and the Prime Broker holding Fund assets as collateral.</p>
<p>09 Withdrawals</p> <p>Further information: Sections 5 and 6</p>	<p>Withdrawals are processed on a monthly basis. Withdrawal requests must be received by the Administrator by 2.00 p.m. Sydney time on the last Business Day of the month.</p> <p>In some circumstances, such as when the Fund is illiquid, Unit Holders will not be able to withdraw from the Fund. If the withdrawal requirements are changed, Unit Holders will be notified in writing.</p> <p>Under the Fund's Constitution, Paragon has the ability to change the frequency of withdrawals, and if so, will notify Unit Holders of the change.</p> <p>Section 5 of the PDS describes the liquidity risks of the Fund. Refer to section 6 for further information on withdrawals from the Fund, including how a Unit Holder can exercise their withdrawal rights and any conditions that may apply.</p>

03 ▸ PARAGON FUNDS MANAGEMENT

Responsible Entity and Investment Manager

Paragon Funds Management Ltd (**'Paragon'** or the 'Company') is the responsible entity and investment manager of the Paragon Australian Long Short Fund (**'Fund'**), a registered managed investment scheme for retail and wholesale investors. Paragon is an unlisted public company, incorporated in Victoria in July 2012, and holds an Australian Financial Services Licence, issued in December 2012, AFSL 426800.

Paragon is wholly owned by Paragon's executive team, with founder/principal John Deniz being majority shareholder. An equity buy-in may be offered to investment staff based on certain criteria being met, to ensure strong alignment to the Company and the Fund.

Further information on Paragon's executive team and board of directors is available from its website at www.paragonfunds.com.au.

Investment Team

The investment team comprises of John Deniz as Chief Investment Officer (CIO), who dedicates 100% of his time to managing the Fund and executing its investment strategy.

John Deniz

Chief Investment Officer (CIO)

John has ~18 years' financial markets experience, including the last 9.5 years with Paragon. Prior to establishing Paragon, John worked for 4 years at a global resources absolute return fund and was solely dedicated to the Australian long/short component of the portfolio. Prior to that, John had 4 years' experience on the sell-side, which included heading Industrials research.

Prior to entering the finance industry, John held senior positions as an Engineer for over 8 years in leading global organisations, where John designed and project managed various large-scale, greenfields capital projects across Asia Pacific and the EU.

John holds an MBA from the Melbourne Business School, a Bachelor of Engineering (Mechanical) (Hons) from the University of Melbourne and has completed CFA Level 1.

Further information on Paragon's investment team is available from its website at www.paragonfunds.com.au.

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04 ▸ PARAGON AUSTRALIAN LONG SHORT FUND

Structure

The Paragon Australian Long Short Fund is an unlisted unit trust and has been registered as a managed investment scheme with the Australian Securities and Investments Commission since 20 December 2012.

The Fund commenced on 1 March 2013.

Paragon is the responsible entity and investment manager for the Fund.

In its capacity as responsible entity, Paragon is responsible for ensuring that the Fund operates in accordance with its constitution and the Corporations Act.

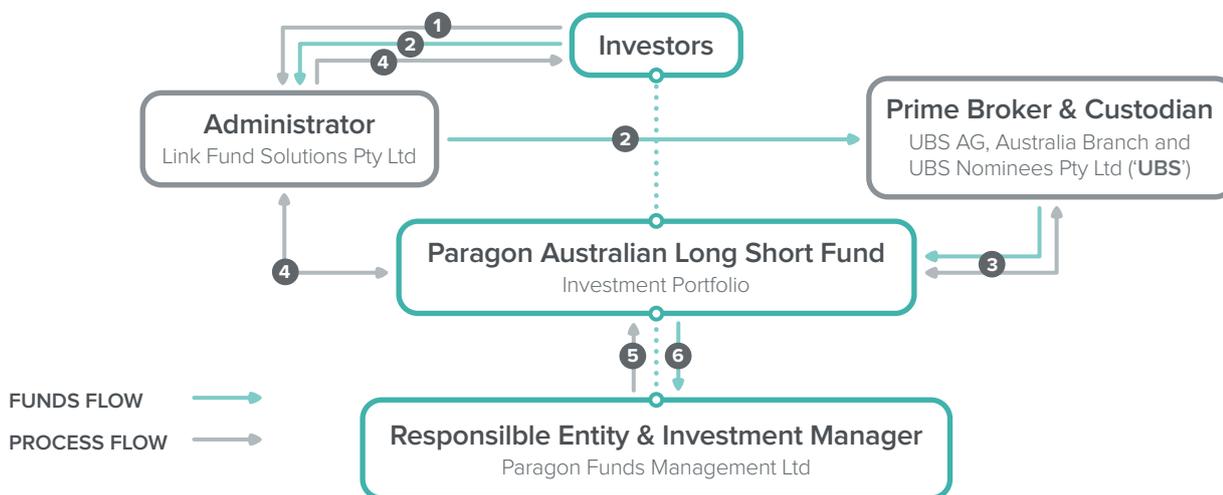
In its capacity as investment manager, Paragon is responsible for executing the Fund's investment strategy including managing the investment, sale and reinvestment of Fund assets.

Paragon utilises the services of UBS AG, Australia Branch, as Prime Broker and UBS Nominees Pty Ltd and other duly appointed nominees, agents or delegates to hold Fund assets in its capacity as Custodian.

Paragon utilises the services of an independent Administrator, Link Fund Solutions Pty Ltd, for registry services including the issue, redemption and valuation of Units, and Fund accounting services, including preparation of financial statements.

All appointed third party service providers are independent of Paragon and the Fund with contractual arrangements on arms' length terms. See section 9.

The overall Fund structure is depicted below, outlining the flow of funds and process flows through the structure, and the key third party service providers are involved, as follows:



NOTES:

1. Application form
2. Investment (funds receipt)
3. Fund assets held by UBS in accordance with the Prime Brokerage and Custody agreements.
4. Fund registry, administration and accounting are outsourced to Link Fund Solutions.
5. Responsible manager and Investment manager functions and duties undertaken by Paragon.
6. Management fees, Performance fees and Expense Recovery payments made to Paragon.

Objective

The objective of the Paragon Australian Long Short Fund is to produce absolute returns in excess of 10% p.a. over a 5 year investment horizon, with low correlation to the Australian equities market.

Investment Strategy

Long/Short Australian Equities

The Fund is a primarily Australian equities long/short fund (with a long-bias), fundamentally driven with a concentrated portfolio of high conviction stocks focused in the Industrials and Resources sectors.

The investment process comprises thematic-led fundamental bottom-up stock selection, coupled with a top-down view of macro factors, resulting in a diverse portfolio of long and short equity positions.

With the ability to invest in 'strong' businesses ('long') or sell fundamentally 'weak' businesses ('short'), Paragon aims to generate positive absolute returns, regardless of whether the broader Australian share market is rising or falling.

A 'long' position will be taken in a company which generally exhibits several positive characteristics such as:

- Strong management;
- Sustainable business model;
- Strong fundamentals including but not limited to cash flow, asset values, earnings growth, financial discipline, tight capital structures;
- Positive industry dynamics; and
- Attractive valuation with an asymmetric risk/reward profile and identifiable catalyst.

Conversely, a 'short' position will be taken in a company which generally exhibits several negative characteristics such as:

- Weak industry structure and negative competitive dynamics;
- Overvaluation and declining fundamentals such as underlying commodity prices, sales and margins;
- Weak balance sheets, capital structures and risk of equity dilution; and
- Poor financial discipline and capital allocation by management.

Whilst Fund assets will predominantly comprise Australian listed equities, a portion of the Fund may be invested in equities listed outside Australia. Such holdings will be capped at 30% of the Net Asset Value of the portfolio at any time. Currency exposure may be hedged if deemed appropriate by Paragon.

Further, the Fund may also invest in unlisted Australian companies that are expected to list within 12 - 24 months (i.e. pre-IPO) as well as privately-owned companies (Australian and foreign) in exceptional circumstances. Such holdings will be capped at 20% of the Net Asset Value of the portfolio at any time.

Liquidity

The Fund portfolio will always comprise investments to ensure that Paragon could reasonably expect to be able to realise at least 70% of the total assets, at the values ascribed to those assets when calculating the NAV, within 10 days.

Leverage

Leverage will be employed in the Fund for both investment and hedging purposes. The Prime Broker is the only counter-party to any leveraged transactions and will hold collateral for those transactions. The Fund's assets may be exposed to set off rights or claims where the Fund utilises leverage. Refer to section 9 for further details on the Prime Broker arrangement.

Derivatives

Investments in listed derivatives, along with short selling strategies are also utilised where opportunities have been identified to either maximise returns (i.e. for investment purposes) or mitigate negative returns identified (i.e. for hedging purposes).

Changes to, and risks of, the investment strategy

The investment strategy can only be changed by the approval of Paragon's board of directors. Although there is no present intention to change the investment strategy, if this does occur, Unit Holders will be advised in writing and Paragon may issue a supplementary disclosure.

The risks associated with this investment strategy are outlined in section 5.

Investment Process

The Fund's portfolio will typically comprise:

1. Long term investments – thematic based:

The core of the portfolio will comprise of fundamentally driven long term investments that benefit from long term investment themes such as demographics, technological change, structural industry change and government policy.

Such investments will typically benefit from strong industry dynamics and exhibit both attractive fundamentals and sustainable competitive advantages that will drive superior business profitability over and above their peers.

2. Event/company specific driven opportunities:

Paragon will also take advantage of opportunities driven by short term company events such as forced selling, spin-offs, M&A and recapitalisations.

Company meetings and contact with management is undertaken regularly and forms an integral part of Paragon's investment research process, enabling Paragon to assess the capability and experience of the management team and their alignment with shareholders' interests.

While the net exposure of the Fund is typically driven by the bottom-up opportunities (both long and short) at any given time, on occasion Paragon will use hedging instruments to protect the Fund's capital, which is typically led by the top down assessment of risks likely to impact market performance over the near term.

Paragon's investment process can be broken down as follows:

Step 1 - Filter the Investible Universe – via Investment Themes:

Paragon undertakes an assessment of the major thematic drivers and the global macroeconomic environment to filter the investible universe (generally Australian listed equities) into sectors and industries of importance. Paragon then makes a selection of individual companies best exposed to these themes for further analysis.

Through Paragon's own research and networks, Paragon will also identify individual companies that are attractive as a result of specific drivers such as turnarounds, new products, and world class resource developments.

Step 2 - Fundamental Bottom-up Analysis & Research Undertaken:

Paragon then undertakes fundamentally driven, bottom-up analysis of these businesses encompassing both:

- quantitative analysis - company valuation (DCF, multiple based, SotP), direction of returns on capital; and
- qualitative analysis - industry structure and dynamics, strength and sustainability of the business model.

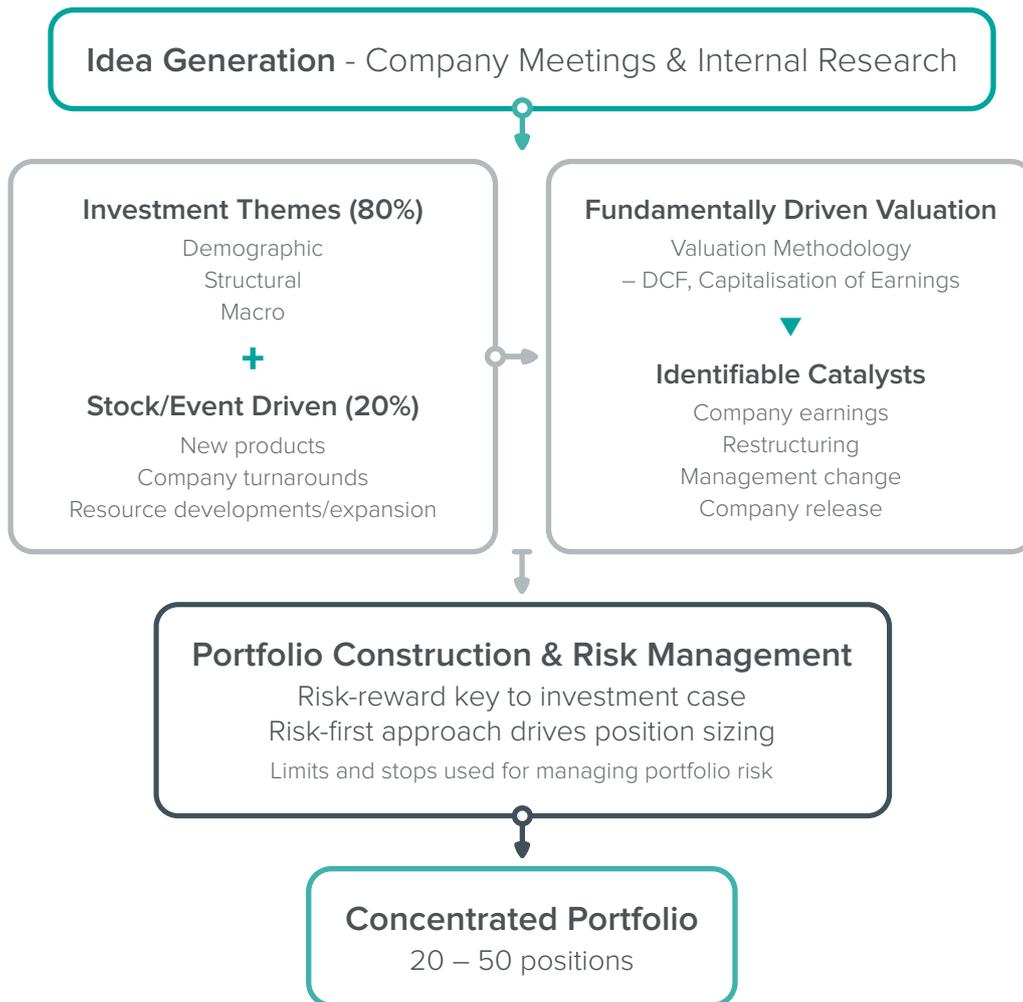
Step 3 - Identification of Catalysts:

All investments require identifiable catalysts to drive stock performance towards our risked valuations.

Catalysts may include company restructurings, earnings reports, management changes and certain company releases.

Investment Process

An overview of Paragon's Investment Process is illustrated as follows:



Risk Management

Risk management is an integral part of Paragon's overall portfolio management process. Paragon utilises an integrated electronic trading platform and maintains a proprietary portfolio management system, with real time risk monitoring and active portfolio management.

Paragon will allocate assets to each investment opportunity based on a risk/reward profile. Positions have defined investment parameters and risk limits, which are then monitored on an ongoing basis as part of Paragon's overall portfolio risk management framework.

Investment Parameters and Guidelines

Paragon imposes the following portfolio limits and parameters as part of its active portfolio risk management:

Total Gross Exposure:

The absolute sum of all long and short positions will not exceed 200% of the Net Asset Value.

Net Exposure Range:

The sum of all long and short positions will not exceed -25% Net Short or 150% Net Long of the Net Asset Value.

Leverage:

The Fund may use leverage provided that total gross exposure will not exceed 200% of the Net Asset Value.

Global Listed Equities *i.e. listed outside Australia:*

Will not exceed 30% of the Net Asset Value.

Unlisted Equities *e.g. Pre IPO and privately owned companies (Australian and foreign):*

Will not exceed 20% of the Net Asset Value.

The portfolio will typically hold between 20 - 50 investments to diversify risk.

The Fund Constitution has no allocation limits in respect of the location, class or currency of assets, although the portfolio is expected to comprise predominantly Australian listed equities denominated in Australian dollars. As noted above, a lesser portion of the portfolio is permitted to be invested in equities listed outside Australia, as well as unlisted companies (both Australian and foreign).

The exposure and asset class limits of the Fund stated in the table above may be exceeded from time to time, particularly during periods of market volatility, but typically the exposure levels will be well within the above parameters.

The maximum gross exposure limit of the Fund, taking into account leverage, is 200% of the Net Asset Value of the Fund (including leverage embedded in Fund assets other than in listed equities).

This means that compared with an unleveraged fund, assuming that the Fund reaches a maximum gross exposure of 200% of Net Asset Value, then:

- a 1% increase in the return on assets of the Fund will result in a 2% increase in return to investors; and
- a 1% decrease in the return on assets of the Fund will result in a 2% decrease in returns to investors.

This example has been provided for illustration purposes. Any underlying assumptions are hypothetical.

Key Benefits of Investing in the Fund

Key benefits of investing in the Fund include (but are not limited to) the following:

01 Access to an experienced investment team

The investment team comprises of John Deniz as CIO, who has had extensive experience analysing and managing assets (stocks) through several financial and commodity cycles, particularly in the Resources and Industrials sectors.

See page 9 for further information on John's experience.

02 Intensive fundamental research

Paragon undertakes its own fundamental research encompassing:

- Qualitative factors, such as quality of company management and business strength; and
- Quantitative analysis, including proprietary financial analysis and bottom up valuation.

This enables the investment team to form its own view on the relative attractiveness of individual stocks, complementing a strong knowledge base across the resources, commodities and industrials spectrum.

03 Flexibility

While focusing on the resource and industrial sectors, the Fund has the flexibility to invest in a wide range of listed equities and derivatives across Australian equity market indexes and listed equities and is not constrained to any benchmark or index.

This flexibility allows Paragon to take advantage of a wide variety of market opportunities unavailable to traditional managed funds.

04 Capital preservation

Paragon adopts an active risk management approach to dynamically adjust the individual position exposure and the overall portfolio exposure based on its own quantitative and qualitative analysis, with a focus on capital preservation.

05 Alignment of interests

Paragon's executive team have invested a significant portion of their personal wealth in the Fund alongside Unit Holders.

Performance Fees will only be payable to Paragon if the Fund's performance reaches the 5% p.a. hurdle rate and the Unit price exceeds the High Watermark.

06 Investment Returns

The Fund's objective is to produce annualised absolute returns in excess of 10% p.a. over a 5 year investment horizon with low correlation to the Australian equities market.

07 Pooling

The pooling of money in the Fund provides access to investment opportunities and diversification, investment and risk management expertise, and potentially lower costs, which Unit Holders may not have available to them as individual investors.

05 ▸ KEY RISKS

Investors should note that all investing involves some level of risk. There is no guarantee that the implementation of the investment strategy will result in positive returns for Unit Holders and past performance is not an indicator of future performance. Paragon does not guarantee the security and return of Unit Holders' capital, payment of distributions or the performance of the Fund.

How to Reduce Investment Risk

There are two main ways to reduce investment risk:

1. Investing for a suitable length of time -

The longer an investor hold an investment in a growth asset such as shares, the greater the chance of riding out short-term market fluctuations and volatility.

2. Diversification -

By investing across a variety of asset sectors and using investment managers with different investment styles, an investor can reduce risk.

Choosing the Right Investment for Your Risk Level

Each investor's risk tolerance is different. In choosing an investment, the factors you should consider include:

- Your investment goals;
- Your expectations for returns;
- Your liquidity requirements; and
- How comfortable you are with fluctuations in the value of your investment.

Paragon recommends that you obtain independent professional financial and taxation advice before investing in the Fund.

Specific Risks Relating to Investing in the Fund

Particular risks of investing in the Fund include, but are not limited to:

Personnel Risk

There is a risk that key personnel of Paragon could change which may impact on the performance of the Fund. This risk is mitigated by the fact that Paragon's executive team has substantial ownership in Paragon as well as being invested in the Fund. Additionally, Paragon maintains appropriate key person insurance cover to deal with the risk of unforeseen circumstances.

Market Risk

Investment returns are influenced by market factors which include market sentiment as well as changes in economic, legal, technological, social and political environments. The Fund may experience losses equivalent to, or greater than, the overall market as a result of investing in a group of securities exposed to such factors. Market risk may have different impacts on each investment and investment style.

Paragon intends to limit this risk by ensuring strict adherence to its Investment Process and its risk management practices.

Concentration Risk

Concentration of the portfolio has the potential to increase the gains or losses of the Fund and also expand the volatility of returns. A portfolio consisting of a relatively small number of investments may present higher risks to investors than a diversified portfolio. Paragon will seek to diversify the investments in the Fund in accordance with its investment strategy and the investment parameters and guidelines as set out on page 15.

Fund Risk

Investing in the Fund may provide results that vary from direct investment in an asset (stocks/equities) because of income or capital gains accrued in the Fund and the consequences of investment and withdrawal by other Unit Holders.

Leverage Risk

The use of leverage may increase volatility and magnify potential losses or gains to the value of investments. Paragon intends to limit this risk by strict adherence to the investment parameters and guidelines as set out on page 15.

Liquidity Risk

Liquidity risk is the risk that an investment may not be easily converted into cash, without loss of capital or delay. Under certain conditions, liquidity of a particular market or security may be restricted, thus affecting the performance of the Fund. Lack of liquidity or market depth can affect the valuation of the Fund's assets if such securities are realised at quoted prices. For example, securities of small companies may, from time to time, have limited liquidity. This limited liquidity may also extend to any derivative contract which provides exposure to assets that may be difficult to access directly.

As a consequence of restrictions on disposal of the underlying investments, the Fund may be limited in its ability to meet withdrawal requests. Paragon does not guarantee that you will be able to redeem your Units in the Fund and may decide not to redeem Units where, for example, it is not in the best interests of all Unit Holders. Paragon intends to limit this risk by ensuring the underlying investments in the Fund are predominantly liquid, by consisting of predominantly mid to large capitalisation securities, in accordance with its investment strategy.

Valuation Risk

Where there is no liquid market for investments in the Fund, those investments may be valued by reference to market prices for other comparable assets and observable market data. These prices may not reflect the value at which the investments can be realised, which may be lower. Paragon intends to limit this risk by ensuring only a small portion of investments in the Fund fall within this criteria, if any, in accordance with its investment strategy.

Credit/Counterparty Risk

Credit risk refers to a risk of loss arising from the failure of a borrower or other party to a contract to meet its obligations. This may arise in derivatives and cash deposits.

Entry into transactions, such as derivatives and short selling, may also give rise to counterparty risk. Substantial losses could be incurred if a counterparty fails to deliver on its contractual obligations, or experiences financial difficulties.

Paragon intends to mitigate both credit and counterparty risks by monitoring the performance of such counterparties on an ongoing basis and addressing any issues in a timely manner.

Short Selling Risk

The Fund will engage in short selling which involves borrowing securities from one party with the intention of returning them, when their value has decreased, at a later date. Short selling involves a higher level of risk than buying a security. Should the security rise in price, a loss will be incurred. Short selling can create the risk of losing an amount exceeding the capital invested. With Short Positions there is no limit on the maximum loss because there is no upper limit on the security's price. In other words, the loss will continue to increase as the security's price rises. Paragon intends to limit this risk by strict adherence to the investment parameters and guidelines as set out on page 15.

Derivative Risk

Derivatives may be used by the Fund in order to manage risk and/or enhance returns. The value of a derivative is linked to the underlying security and can be highly volatile.

Other risks of using derivatives include:

- The value of the derivative may fail to move in line with the underlying security;
- The derivative may be illiquid; and
- The counterparty to the derivative may fail to meet payment obligations.

Paragon intends to limit this risk by strict adherence to its investment process and risk management practices.

Foreign Currency Risk

The Fund may be exposed to securities or derivative instruments issued in foreign markets and as such faces currency risk, i.e. the risk that foreign currencies change in value relative to the Australian Dollar, which may affect the Fund's investment returns. Whilst currency exposure may be hedged when appropriate, the impact of currency hedging on a fund's return is uncertain, cannot be guaranteed and can result in capital losses.

Service Provider Risk

The Fund relies on external service providers in connection with its operations and investment activities. Services include prime brokerage, custody and fund administration. There is a risk that these service providers may not meet their contractual obligations or may terminate their services to the Fund. In this situation, the Fund may be required to replace a service provider and this may disrupt its activities. Paragon mitigates this risk by undertaking regular performance reviews and monitoring its service providers as well as ensuring adequate alternative service providers are available to the Fund.

Operational Risk

Disruptions to administrative procedures or operational controls may challenge day to day operations of the Fund. Adverse impacts may arise internally through human error, technology or infrastructure changes or through external events such as regulatory changes.

Regulatory Risk

Changes to laws and regulations governing financial markets and instruments could have adverse implications for your investment in the Fund.

Taxation Risk

Changes in tax law (including GST and stamp duties), or changes in the way taxation laws are interpreted may affect the tax liabilities of the Fund as well as individual Unit Holders.

Interest Rate Risk

Changes in interest rates can have a direct or indirect impact on the investment value and/or returns of many types of assets held by the Fund. Interest rates may directly or indirectly affect a company's cost of borrowings as well as the value of fixed interest securities.

Speculative Nature of Certain Investments

Certain investments of the Fund may be regarded as speculative in nature and involve increased levels of investment risk. An inherent part of the investment strategy is to identify securities which are undervalued (or, in the case of Short Positions, overvalued) by the market. The success of this strategy depends on the market eventually recognising such value in the price of the security. This may not occur in the short term.

Security Specific Risk

An investment in a company may be affected by unexpected changes in that company's operations (such as changes in management or loss of a big customer) and business environment.

Prime Broker Risk

Paragon has an external Prime Broker and Custodian. The Custodian is responsible for the safekeeping of all Fund assets. The assets of the Fund held by the Custodian will be subject to a security interest to secure the Fund's obligations to UBS and its related entities.

Subject to limitations, the Prime Broker may request that the Custodian pay or deliver assets to the Prime Broker. The Prime Broker is entitled to borrow, lend, charge, rehypothecate, dispose of or otherwise use such assets for its own purposes, subject to an obligation to return equivalent assets. In the event of the insolvency of the Prime Broker or the Custodian, the Fund will rank as an unsecured creditor to the value of those assets, and may not be able to recover the equivalent assets in full.

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06 ▸ INVESTING IN THE FUND

General

The Fund is a registered managed investment scheme. Unit Holders' funds are pooled and managed in accordance with a set objective and strategy. When you invest in the Fund, you acquire Units. Each Unit entitles the Unit Holder to a proportionate beneficial interest in the Fund's portfolio of assets.

The Constitution allows for the issue of more than one class of Units. The rights of Unit Holders may vary between different classes of Units.

The Fund currently has one class of Units available for all direct retail and wholesale investors and IDPS operators investing in the Fund on behalf of indirect investors ('A Class').

The Constitution also allows Paragon to issue Units in series, however, all Units currently issued are non-series based.

A Unit does not give a Unit Holder any interest in any underlying asset of the Fund. The potential for financial gain is made through a Unit Holder receiving distributions and any increase in the capital value of Units held where the current Unit price is higher than the original purchase price of those Units.

Initial Investment

The minimum initial investment amount is \$25,000.

To make your initial investment, please complete the Initial Investment Application Form provided with this PDS.

The initial Unit price on application will be equal to the Net Asset Value per Unit adjusted for a buy spread, as noted in the Unit Pricing section on page 29.

Your completed and signed Application Form, record of payment and identification documents are required to be mailed (or otherwise sent electronically, refer to details on the application form) directly to the Administrator:

c/o Link Market Services
Locked Bag 5038, Parramatta NSW 2124

The correctly completed Application Form and cleared funds are required to be received by 2.00 p.m. Sydney time on the last Business Day of the month, to ensure your application is processed for the unit price effective for that Business Day (closing price).

Any application or funds received after this time will be processed for the next issue date, being the last Business Day of the next month.

Application money is required to be paid by electronic funds transfer (EFT) directly into the Fund's subscription account. The bank details are as follows:

Account Name: Paragon Funds Management Ltd
ATF the Paragon Fund
Bank: ANZ
BSB: 012 006
Account Number: 836209728

Payment by way of cash or cheque will not be accepted. Please include your Investor Name in the reference field of your EFT (or Investor Number for additional investments made).

Interest on monies held in the subscription account for applications held over to the following issue date will be retained for the benefit of the Fund.

Paragon has absolute discretion over accepting applications. Any rejected, invalid or incomplete application will be returned to an applicant by the Administrator as soon as possible.

Following acceptance of your application, you will be sent a Contract Note detailing your investment in the Fund. You should check the details carefully and if you have any questions, contact Link Fund Solutions on (02) 8767 1114 or send an email to paragon@linkmarketservices.com.au.

If you have any questions about any matter relating to the Fund itself, contact Paragon on 1300 522 500 or send an email to client.services@paragonfunds.com.au.

Additional Investments

Additional investments may be made at minimum increments of \$5,000.

Unit Holders will be required to complete an Additional Investment Request Form available from Paragon's website at www.paragonfunds.com.au and make payments according to the requirements and deadlines as set out for an Initial Investment.

Cooling-Off Period

For Retail Investors investing directly in the Fund, a 14 days cooling-off period applies, during which you may change your mind and request that your application money be returned.

The 14 days cooling-off period commences on the earlier of:

- Confirmation of the investment being received; or
- The fifth day after the day when the Units were issued.

Cooling off rights do not apply to:

- Wholesale Investors; or
- Where Units are issued to Unit Holders as a result of distribution reinvestments.

A Retail Investor that is investing directly in the Fund may exercise their cooling off rights by notifying the Administrator in writing, and will be entitled to the return of their application money adjusted for any transaction costs and any increase or decrease in the value of their investment incurred as a result of the application for, and termination of, the investment. Any applicable contribution fees or taxes will be refunded.

Withdrawals

The minimum withdrawal amount is \$10,000 and is subject to maintaining a minimum balance in the Fund of \$25,000.

You can withdraw all or part of your investment by providing the Administrator with a completed Withdrawal Request Form available from Paragon's website at www.paragonfunds.com.au.

Your request must be received by the Administrator by 2.00 p.m. Sydney time on the last Business Day of the month, to be processed at the withdrawal price calculated for that Business Day ('withdrawal date'). Withdrawal requests received after this time will be processed for the next withdrawal date, being the last Business Day of the next month.

Withdrawal proceeds will generally be paid within 14 days after the withdrawal date, by EFT to the bank account in the name of the Unit Holder, as advised in the Initial Investment process, net of bank charges that may apply. Where a different bank account is nominated in the Withdrawal Request Form, the Administrator will be required to undertake verification checks prior to releasing funds.

Paragon may deny a withdrawal request and also has the right to delay a withdrawal request subject to the terms of the Fund's Constitution. Circumstances where the payment of withdrawal proceeds may be delayed include where:

- It is impracticable to calculate the Net Asset Value of the Fund's assets due to the inability to value Fund assets, the closure of, or trading restrictions on, a securities or other exchange or any other factors impacting on the Fund;
- It is not in the best interests of Unit Holders as a whole for any of the Fund's assets to be sold to satisfy a withdrawal request; and
- Sufficient assets cannot be realised at an appropriate price or on adequate terms due to circumstances outside the control of Paragon.

In such cases, the Unit Holder making the withdrawal request will be notified in writing of the denial or delay, reasons for this and the anticipated payment date. Where withdrawal rights are to be suspended or changed for all Unit Holders, notification will be sent to all Unit Holders in writing.

Under the Fund's Constitution, Paragon has the ability to change the frequency of withdrawals, and if so, will notify Unit Holders of a change.

Monitoring Your Investment

Communications

Unit Holders in the Fund will receive the following directly from the Administrator:

- Confirmation advice regarding initial and additional investments and withdrawals made in the form of Contract Notes, immediately after being processed, advising of Units issued or withdrawn.
- A monthly holding statement detailing the number of Units held, the current Unit price and related information ('NAV statement');
- Annual Tax/AMIT and Distribution statements (if applicable) and related information; and
- An annual statement containing the transaction history of their investment in the Fund for the preceding financial year ('Annual NAV statement').

On a monthly basis Unit Holders in the Fund will also receive directly from Paragon an update on the Fund's performance ('monthly update') along with the following information as applicable (unless issued by separate disclosure):

- the current total Net Asset Value of the Fund and the redemption price of a Unit (in each class of units where there is more than one class) as at the date the Net Asset Value was calculated;
- any changes to key service providers if the change occurred since the latest report to Unit Holders;
- for each of the following matters since the last report on those matters:
 - the net return on the Fund's assets after fees, costs and taxes charged to the Fund;
 - any material change in the Fund's risk profile;
 - any material change in the Fund's strategy;
 - any change in the investment team (or other individuals playing a key role in investment decisions for the Fund if applicable); and
 - any other relevant information relating to the Fund.

At least annually, Paragon will also provide Unit Holders with the following information regarding the Fund by way of inclusion in the monthly update or otherwise separate disclosure:

- the actual allocation to each asset type;

- the liquidity profile of the Fund's assets as at the end of the period;
- the maturity profile of the liabilities (if any) as at the end of the period;
- the derivative counterparties engaged (including capital protection providers if applicable);
- the leverage ratio as at the end of the period (if applicable);
- monthly or annual returns since inception or for at least a five year period (if applicable); and
- any changes to the key service providers, if the change occurred since the latest report to Unit Holders, including any change in their related party status.

Such updates will also be available from Paragon's website at www.paragonfunds.com.au.

Audited Financial Statements

Audited financial statements of the Fund will be issued annually for the year ending 30 June. They will be prepared in accordance with Accounting Standards applicable to general financial statements in Australia to the extent that the Fund is required to comply with those standards by the Corporations Act or under the Fund's Constitution.

The audited financial statements are available from Paragon's website at www.paragonfunds.com.au. Unit Holders may also request a copy of the financial statements, which will be provided by Paragon free of charge.

Continuous disclosure

The Fund meets the criteria of a “disclosing entity” under the Corporations Act. Whilst the Fund continues to be a disclosing entity, it has regular reporting and disclosure obligations. Copies of documents lodged with the Australian Securities and Investments Commission (**ASIC**) may be obtained from ASIC and will also be available on request from Paragon.

In addition, Unit Holders have the right to obtain a copy of the following documents upon request:

- The annual audited financial statements most recently lodged with ASIC;
- Any half year financial report lodged with ASIC (if applicable) after the lodgement of the latest annual financial report; and
- Any continuous disclosure notices released by the Fund after lodgement of the latest annual financial report.

All of these documents are also be available from Paragon’s website at www.paragonfunds.com.au.

Investing Through an IDPS

If you are investing in the Fund indirectly via an IDPS, you do not become an investor in the Fund, and you have no rights as a Unit Holder in the Fund. Generally the relevant IDPS operator acquires the Units and the rights of a Unit Holder. The offer document provided by your IDPS operator sets out your rights and you should read this to obtain further details.

07 ▸ FEES AND 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 investment balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

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

You may be able to negotiate to pay lower 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 Investment Commission (ASIC) Moneysmart website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

The table below shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole. Taxes are set out in section 8 of this PDS. You should read all the information about fees and costs because it is important to understand their impact on your investment.

Fees and Costs Summary

PARAGON AUSTRALIAN LONG SHORT FUND

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
ONGOING ANNUAL FEES AND COSTS		
Management fees and costs ^(1,3) The fees and costs for managing your investment.	2.0% p.a.	Management fees and expense recovery fees are calculated and accrued monthly and reflected in the Unit price. They are paid to Paragon monthly in arrears out of the Fund's assets. Indirect costs are paid directly to third parties out of the Fund's assets and are reflected in the Unit price.
Estimated Performance fees ^(2,3) Amounts deducted from your investment in relation to the performance of the Fund.	3.3% p.a.	Performance fees are calculated and accrued monthly and reflected in the Unit price. They are paid to Paragon out of the Fund's assets, in arrears after the end of each Performance Period (ie. each half-year to 30 June and 31 December).
Estimated Transaction costs ⁽⁴⁾ Transaction costs incurred by the Fund when buying or selling assets.	1.6% p.a.	Transaction costs (such as brokerage, settlement and clearing costs) that reduce the Fund's return, are paid directly out of the Fund's assets and are reflected in the Unit price.
MEMBER ACTIVITY RELATED FEES AND COSTS (fees for services or when your money moves in or out of the Fund)		
Establishment Fee - The fee to open your investment.	NIL	Not applicable
Contribution Fee ⁽⁵⁾ - The fee on each amount contributed to your investment.	NIL	Not applicable
Withdrawal Fee ⁽⁵⁾ - The fee on each amount you take out of your investment.	NIL	Not applicable
Exit Fee - The fee to close your investment.	NIL	Not applicable
Switching Fee - The fee for changing investment options.	NIL	Not applicable

1. Management fees and costs estimated at 2% p.a. comprise:

- A base Management Fee of 1.5% p.a.;
- A capped expense recovery fee of 0.25% p.a., to cover all operating costs of the Fund, including but not limited to professional services for administration, unit registry, custodial, accounting, audit, taxation and legal advice, and any other costs directly associated with running the Fund.;
- Indirect costs estimated at 0.25% p.a. (based on the previous financial year) include borrowing expenses incurred for leverage or shorting and are paid directly by the Fund.;
- Abnormal expenses estimated at 0% p.a. (based on the previous financial year), such as costs relating to members' special meetings etc. These costs are typically infrequent and are not expected to be passed on.

2. Performance fees are calculated as 20% of the increase in the Net Asset Value of your investment in the Fund at the end of each Performance Period, subject to a 5% p.a. hurdle rate and a High Watermark. The estimated

performance fee of 3.3% is based on the average performance fees charged over the last 5 financial years, but the actual performance fee will vary from year to year depending on the Fund's actual performance. A higher return will result in a Performance Fee and therefore higher fees and costs charged to your investment for the year.

3. All fees are quoted inclusive of GST net of RITC.

4. Transaction costs (net of buy/sell spread received by the Fund) are estimated at 1.6% based on the previous financial year. Actual transaction costs will depend on the level of actual trading undertaken and will vary from year to year.

5. A buy/sell spread is paid directly from an investor's account whenever they enter or exit the Fund, as well as when making an additional investment or partial withdrawal from the Fund.

See **'Additional Notes on Fees and Costs'** for more information.

Additional Notes on Fees and Costs

MANAGEMENT FEE

Paragon will receive a management fee equal to 1.5% (including GST net of reduced input tax credits) per annum of the Net Asset Value of the Fund, before deduction of any accrued Performance Fees, calculated and accrued monthly and payable within 30 days of each month. This fee is calculated by the Administrator and invoiced directly to the Fund by Paragon on a monthly basis.

The Fund's Constitution allows Paragon to charge a management fee of up to 2% (plus GST) per annum of the Net Asset Value of the Fund. Investors will be given 30 days written notice in advance of any variation of the management fees charged by Paragon to the Fund.

PERFORMANCE FEE

Paragon may also be entitled to receive a Performance Fee from the Fund, equal to 20% (including GST net of reduced input tax credits) of the increase in Net Asset Value of the Fund during the 6 months to 30 June and 31 December each year (being the two 'Performance Periods'), subject to a 5% per annum hurdle rate as well as a High Watermark for each class of Units. The amount of the performance fee payable to Paragon is calculated by reference to the whole of the increase in the Net Asset Value and not only the amount that exceeds the hurdle rate.

The Performance Fee is calculated and accrued monthly in the manner detailed below and is payable within 30 days of each Performance Period. This fee is calculated by the Administrator and invoiced directly to the Fund by Paragon on a half yearly basis.

Outline of the Performance Fee Calculation

The Performance Fee is calculated and accrued monthly and will be reflected in the application and withdrawal Unit prices for Unit Holders.

However, the Performance Fee will not be payable at the end of the Performance Period unless:

- i) the Net Asset Value per Unit has exceeded the High Watermark (i.e. its exceeded the Unit price for that class of Units for which a performance fee was last paid in any preceding Performance Period); and
- ii) the performance is in excess of the hurdle rate of 5% per annum, calculated since that date.

A High Watermark ensures that under-performance is required to be made up before a Performance Fee is accrued and payable.

For example, if Units increase in value in month 1, a Performance Fee is accrued (but not paid). If the Units then decrease in value below the High Watermark in month 2, no Performance Fee accrues and the prior month's accrual is reversed. If, in month 3, the Units increase in value, but the increase has not made up for the under-performance from month 2, again, no Performance Fee will be accrued, and so on, until the under-performance is fully made up (ie. Closing Unit price is in excess of the High Watermark), and the hurdle of 5% per annum has been exceeded.

Unit Holders exiting part-way through a Performance Period may pay a Performance Fee for the amount that has accrued as at the date of their withdrawal i.e. in this example, if a Unit Holder exits the Fund in month 1, they pay a Performance Fee to the value of the accrual that has been factored into the Unit price on exit.

Unit Holders entering the Fund part-way through a Performance Period may pay a Performance Fee at the end of that period, even if the Unit Price is lower than their entry price. In this scenario, however, where the Unit price has fallen since entry, the amount charged in performance fees to the Unit Holder were already accrued into the Unit price on entry.

When a Performance Fee is paid it is calculated by multiplying the increase in the Net Asset Value of the Units (before any Performance Fee accrual) as at the day on which the Performance Fee is calculated, by 20% (the Performance Fee percentage), subject to this increase being in excess of the 5% per annum hurdle rate.

Performance fees earned for a Performance Period are not reimbursed once crystallised and paid. I.e. should the Fund's performance decline in a succeeding Performance Period. However, as stated above, the High Watermark ensures that this under-performance is required to be made up before a Performance fee will become payable once again.

Series of Units and Series Accounting

Series accounting ceased for all current classes of Units from 1 January 2018.

Performance Fees are calculated at the class level (with the exception of wholesale only series, if any) and reflected in the Unit Price. A pro-rata portion of these Performance Fees will apply to all Units in the relevant class equally, based on a pro-rata basis to the overall total Units issued in the relevant class. The High Watermark will also be the same for all Units issued in the same class.

Paragon may issue separate A Class series to wholesale only investors. The Performance Fees calculated for this series are calculated in the same manner, based on a pro-rata basis to the overall total Units issued in that series.

FURTHER NOTES REGARDING MANAGEMENT FEES AND PERFORMANCE FEES

The Management Fees and Performance Fees are based in part upon unrealised gains (as well as unrealised losses) and such unrealised gains and/or losses may never be realised.

DIFFERENTIAL FEES

Subject to the Corporations Act, the Fund's Constitution and any ASIC Class Orders, Paragon may waive or negotiate lower or differential fees in certain circumstances, with certain Unit Holders. This will generally only be considered for Wholesale Investors as defined by the Corporations Act, to be determined on a case by case basis, and may be effected by the issue of separate classes of Units, or otherwise. Despite the ability to do so, Paragon typically does not waive or negotiate lower or differential fees.

OTHER COSTS

Operating Costs - Expense Recovery Fee

All expenses properly incurred by Paragon in connection with the Fund or in performing Paragon's obligations under the Constitution, are payable or can be reimbursed from Fund assets. These expenses include but are not limited to professional services for administration, unit registry, custodial, accounting, audit, taxation and legal advice, and any other costs directly associated with running the Fund.

The amount of expenses payable from the Fund's assets is not limited by the Fund's Constitution but Paragon will charge a capped expense recovery fee of 0.25% of the Net Asset Value per annum, for all usual and ongoing Fund expenses. This cap only applies during the life of this PDS. Paragon may issue a new PDS at any time.

Indirect Costs

Indirect costs include other costs and expenses incurred and paid directly by the Fund, such as borrowing expenses incurred for leverage or shorting, with the exception of transactional costs (see below). Indirect costs are estimated at 0.25% p.a. based on the previous financial year, but are likely to vary from year to year as they are impacted by a number of highly variable drivers as well as changing investment and market conditions.

Abnormal Expenses

Paragon reserves the right to recover expenses that it deems to be abnormal or non-recurrent and can be charged to the Fund in addition to the capped expense recovery fee. These expenses are not generally incurred during the day-to-day operation of the Fund and are not necessarily incurred in any given year. They are due to abnormal events, for example, the Fund formation costs, the cost of running Unit Holder meetings, or legal costs incurred by changes to the Constitution.

Abnormal costs that may have been incurred in the last financial year have been negligible and have been absorbed by Paragon i.e. not recovered from the Fund.

Transaction Costs

In addition to the expenses listed above, the Fund also incurs transaction costs including brokerage, settlement costs, stock loan fees, transaction fees, clearing costs and stamp duty. Such costs are deducted directly from the Fund's assets and are reflected in the net return, before fees and other costs are applied. Transaction costs, net of the buy/sell spread recovered by the Fund, are estimated at 1.6% based on the previous financial year. Actual transaction costs are likely to vary from year to year as they are impacted by a number of highly variable drivers as well as changing investment and market conditions.

Buy/Sell Spread

The buy/sell spread is an adjustment to the Unit price. It represents a contribution to the transaction costs (such as brokerage) incurred when assets are bought and sold by the Fund. The current buy/sell spread is 0.15%/0.15% of the NAV per Unit (i.e. 'buy costs' are 0.15% of the NAV per Unit and 'sell costs' are 0.15% of the NAV per Unit) for Units being issued and redeemed. This charge is levied to Unit Holders transacting, rather than Unit Holders remaining in the Fund, and is retained in the Fund and not paid to Paragon. The buy/sell spread rate may be changed at Paragon's discretion.

Further, Paragon may, in respect of a particular group of applications or withdrawals, determine and apply a reasonable estimate of the actual transaction costs incurred. This may be necessary to avoid an adverse impact on a particular Unit Holder or Unit Holders due to the acquisition or disposal of assets carried out because of relevant applications or withdrawals.

Example of Annual Fees and Costs for Investing in the Fund

This table gives an example of how the ongoing annual fees and costs in this managed investment product can affect your investment over a 1-year period. You should use this table to compare this product with other products offered by managed investment schemes.

EXAMPLE – Paragon Australian Long Short Fund Balance of \$50,000 with a contribution of \$5,000 during the year		
Contribution fees	0%	For every additional \$5,000 you put in, you will be charged \$0.
PLUS Management fees and costs ⁽¹⁾	2.0%	And, for every \$50,000 you have invested you will be charged \$1,000 each year.
PLUS Performance fees ⁽²⁾	3.3%	And, for every \$50,000 you have invested you will be charged \$1,650 each year.
PLUS Transaction costs	1.6%	And, for every \$50,000 you have invested you will be charged \$800 each year.
EQUALS Cost of investing in the Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees and costs in the range of \$3,450 to \$3,795. ^(1,2,3,4)
What it costs you will depend on the fees you negotiate.⁽⁵⁾		

- Management fees and costs in the above example are broken down as follows (based on the additional investment being made at the end of the year):
 - A management fee of \$750, calculated as $\$50,000 \times 1.5\%$.
 - An expense recovery fee of \$125, calculated as $\$50,000 \times 0.25\%$.
 - Indirect expenses of \$125, calculated as $\$50,000 \times 0.25\%$.
 - Abnormal expenses of \$0, as they are unknown and are not expected to be passed on.
- A performance fee of \$1,650 would equate to a return of 20% gross (13% net) for the year calculated as follows:
 - $\$50,000 \times 20\% = \$10,050$ gross return;
 - performance fee is 20% of the gross return less fees and costs calculated as $(\$10,050 - \$1,000 - \$800) \times 20\% = \$1,650$.
- Additional fees may apply. In this example, \$7.50 would be charged as a buy-spread on the \$5,000 additional investment made and a further \$7.50 for every \$5,000 invested, which is reflected in the Unit Price of the Units issued.
- Switching fees are not applicable.
- Despite the ability to do so, Paragon typically does not waive or negotiate lower or differential fees.

The Performance Fee in the example above is illustrative only and does not represent any actual, past or future performance of the Fund. This is not a forecast of the expected investment return for the Fund and does not include any tax payable on the investment return. The actual Performance Fee will vary, depending on the Fund's actual return and as such, the management costs charged to your investment will vary depending on the actual performance fee charged. Paragon does not provide any assurance that the Fund will achieve the return used in the example and investors should not rely on this in deciding whether to invest in the Fund.

Taxes are not included in the example above, as any tax liability will vary depending on the investor's legal status (eg. individual, private trust, company, SMSF) and their own individual circumstances, which will vary from investor to investor. Taxes are set out in section 8 of this PDS.

For indirect investors accessing the Fund through an IDPS, additional fees and costs may apply. These fees and costs are stated in the offer document provided by the relevant IDPS operator.

08 ▸ UNIT PRICING, DISTRIBUTIONS AND TAX

Unit Pricing

The Fund's Net Asset Value ('NAV') is the total asset value of the Fund less its liabilities including accruals for all fees and expenses calculated as at the close of the last Business Day of the month.

Each Unit has a Unit price, calculated by dividing the NAV of a class of Units by the total number of Units held by all Unit Holders on that day for each class. Unit prices are calculated to 4 decimal places and the number of Units issued is rounded down to 2 decimal places.

The application price for the initial issue of Units on 1 March 2013 was \$1. For subsequent Units issued, the Unit price on application is equal to the Net Asset Value Per Unit of that class, adjusted for a buy spread fee.

The Unit price is to be calculated on a monthly basis from the date of this PDS and is available from Paragon's website at www.paragonfunds.com.au. It can also be obtained from Paragon or the Administrator on request.

The expenses incurred are charged at the Fund level prior to the allocation of profits, losses and Performance Fees (if any). The NAV of the Fund includes the value of income accumulated since the previous distribution date.

In determining the NAV of the Fund, listed securities are valued using the last sale price quoted on the relevant exchange, and liabilities are valued at cost (such as fees) or using the last sale price quoted on the relevant exchange (as in the case of Short Positions). Other assets are generally valued at the recoverable value. Paragon may choose a different method of valuing an asset where the market value does not represent the fair value of the asset or there is no market for the asset. Paragon maintains a Unit Pricing Policy that is available to Unit Holders on request.

In calculating the NAV of the Fund, the Administrator may rely upon, and will not be responsible for the accuracy of, financial data prepared by third parties including automatic processing services, brokers, market makers or intermediaries, Paragon and any administrator or agent of other collective investments. If, and to the extent that, Paragon is responsible for or otherwise involved in the pricing of any of the Fund's assets, the Administrator may accept, use and rely on such prices, without verification, in determining the NAV of the Fund and shall not be liable to the Fund, any Unit Holder or any other person in doing so.

There is a difference between the application and withdrawal Unit price as a result of transaction costs. This buy/sell spread is used to cover the dealing costs such as brokerage, government duties and taxes that apply to the purchase or sale of Fund assets. The buy/sell spread of 0.15%/0.15% is paid into the Fund by each new Unit Holder and exiting Unit Holders, so that existing Unit Holders do not continually bear these costs, as explained in section 7.

Distributions

Generally, income of the Fund is distributed annually as at 30 June in proportion to the total number of Units issued in the Fund of each class, in accordance with the Constitution, and will automatically be reinvested, unless a Unit Holder elects to receive a distribution payment.

The Administrator will calculate the amounts of income that are to be distributed to Unit Holders in the Fund at the end of each year and obtain final sign off from Paragon's nominated tax advisers, subject to Paragon's discretion regarding exiting Unit Holders as described below.

If Units are withdrawn part way through a distribution period, the value of accumulated income is included in the withdrawal price. Paragon has the discretion to advise the exiting Unit Holder that part of the proceeds on withdrawal reflect the Unit Holder's share in the net income of the Fund and therefore could be assessable income. The balance of the withdrawal will reflect the capital proceeds on disposal and may be, dependent upon the Unit Holder's tax circumstances and the duration of the investment held, subject to the CGT provisions. Refer to the Tax section below for further details.

Tax

The following information provides a general summary of the Australian tax issues that may arise for Unit Holders who are Australian residents for taxation purposes and hold their Units on capital account. It does not address the particular circumstances of each Unit Holder and does not constitute advice.

Investors are urged to obtain their own independent and professional tax advice on any taxation implications arising from their investment in the Fund.

The information in this PDS is based upon Australian income tax law at the date of this PDS. Tax law is subject to change at any time and any such changes could affect your investment in the Fund.

The taxation treatment of the Fund and of Unit Holders who are Australian residents for tax purposes may be affected by the Attribution Managed Investment Trust (AMIT) regime. Outlined below are the circumstances in which the AMIT regime will apply and the effect it may have on the Fund and Unit Holders.

Taxation of the Fund

The Fund has been established as an Australian resident unit trust. It is intended that Unit Holders will be presently entitled to all of the income of the Fund for each financial year so that no taxation liability will accrue to Paragon. However, the Fund may be required to withhold tax on income distributed to Unit Holders who are not Australian residents or who are under a legal disability (e.g. under the age of 18). It is Paragon's intention that the Fund's investments and activities will not cause the Fund to be taxed as a public trading trust.

Paragon proposes to make an 'MIT election' in every year that the Fund qualifies as an eligible MIT. By making the election, the gains and losses from certain assets will be taxed exclusively under the capital gains tax regime. Eligible assets include shares and non-share equity interests, units in unit trusts, and land or interests in land, and options over these assets ('eligible assets').

All other assets will be taxed according to ordinary concepts depending on whether they are held on revenue or capital account. The Fund will generally invest in eligible assets, however if an MIT election is not made the Fund's assets will generally be held on revenue account under ordinary concepts.

Whether the Fund is eligible to make an MIT election will depend, in part, on the number, profile and nature of the Unit Holders, which is required to be assessed every year and can vary with changes to the composition of Unit Holders.

Tax losses incurred by the Fund cannot be distributed to Unit Holders for tax purposes. Tax losses of a revenue nature may be carried forward and offset against the assessable income of the Fund in future years, provided certain loss recoupment tests are satisfied. Tax losses of a capital nature can be carried forward by the Fund and offset against future capital gains.

Taxation of Unit Holders

Unit Holders are generally subject to tax on their share of the income of the Fund to which they are presently entitled in each financial year. This will also include amounts that are reinvested in the Fund. The way in which Unit Holders are taxed will depend on the nature of the income they receive (for example, franked dividends, capital gains, foreign income tax offsets, interest income) and their own individual circumstances. Unit Holders will be provided with a tax distribution statement each year (or its equivalent under the AMIT regime when applicable) outlining the various components of the distribution.

To the extent that a Unit Holder's share of the income of the Fund is attributable to a capital gain made by the Fund, the Unit Holder will include the capital gain in their assessable income. Where the capital gain made by the Fund is reduced by the 50% CGT discount, the Unit Holder is treated as making a capital gain equal to twice the amount that is attributable to the discount capital gain. Certain Unit Holders may then be entitled to apply the relevant CGT discount on this amount, depending on their own individual circumstances, to work out the net capital gain to be included in their assessable income.

Foreign taxes paid by the Fund in respect of foreign income may be available to Unit Holders and claimed as a foreign income tax offset.

Franking credits attaching to dividends derived by the Fund may also be available to Unit Holders, subject to the application of the 45 day holding period rule.

Paragon may be required to withhold tax from distributions or withdrawals in respect of Unit Holders who are non-residents of Australia for tax purposes. The exact amount cannot be determined as the rate of withholding tax depends on the type of income and the country of tax residence of the Unit Holder. Such Unit Holders should seek their own tax advice.

Withdrawals from the Fund and Disposal of Units

A withdrawal or a full redemption of Units in the Fund is considered a disposal or cancellation of a CGT asset by a Unit Holder and therefore a CGT event for tax purposes. To the extent that the proceeds exceed the cost base on the Unit, the Unit Holder will make a capital gain. However, if the proceeds are less than the Unit Holder's reduced cost base, the Unit Holder will make a capital loss. Generally, a capital loss can only be used to offset capital gains derived in the current or a future tax year.

The Unit Holder may be entitled to a 50% CGT discount (where the Unit Holder is an individual or trust) or a 33.33% CGT discount (where the Unit Holder is a complying superannuation fund) if the Unit Holder has held the Units for at least 12 months. Unit Holders that are companies are not entitled to a CGT discount.

Where a Unit Holder holds their Units on revenue account (as opposed to on capital account), such gains and losses realised by a Unit Holder on withdrawal of Units will be taxable as ordinary income (and will not qualify for the CGT discount) or an allowable deduction in the case of a loss.

Roll Up of Series

The redemption of Units in a series and the subsequent re-issue of Units in a different series, as a direct result of the Roll Up of Series (also known as 'consolidation'), will trigger a CGT event. However, where certain conditions can be met by the Fund, CGT roll-over relief may be available to certain Unit Holders.

Paragon is satisfied the mechanism used by the Fund for Roll-Up of Series, fulfils the conditions for CGT roll-over relief, which enables a Unit Holder to elect for roll-over relief to apply. CGT roll-over relief is only available to Unit Holders who are Australian residents for tax purposes and hold their Units on capital account.

If the CGT roll-over relief is not available or not elected by the Unit Holder, the Units that are redeemed will trigger a disposal for CGT purposes and a capital gain or loss may arise. The replacement Units issued to a Unit Holder are considered an acquisition for CGT purposes. The cost base of the original Units may be pro-rated over the aggregate of the original Units and the additional Units for the purpose of calculation of the capital gain/loss upon disposal of any of the Units at a subsequent date. Unit Holders who hold their Units on revenue account will not be eligible for CGT rollover relief and may have income tax implications and therefore should obtain their own tax advice before investing in the Fund.

Attribution Managed Investment Trust ('AMIT') Tax Regime

An optional regime for the taxation of managed investment trusts (the 'AMIT Rules') was passed in 2016 to permit managed investment trusts that qualify to apply the AMIT Rules, for which the Fund qualified. The Fund's Constitution was amended to permit the Fund to apply the AMIT Rules if Paragon elects to do so.

This section outlines some of the key implications of the AMIT Rules for Australian resident Unit Holders. It is not intended to be exhaustive or to constitute advice about the impact of the AMIT Rules on any individual Unit Holder.

Tax Position of the Fund under the AMIT Rules:

- the Fund will be deemed to be a 'fixed trust' for taxation law purposes;
- The Fund has the ability to treat classes of Units as separate for the purposes of the AMIT Rules and apply income streams to particular classes of Units accordingly, for example, permit income preferred classes or capital preferred classes; and
- Paragon may make year-on-year adjustments to reflect under-or-over distributions of the Fund's income ('under and overs').

Tax Position under the AMIT Rules for Unit Holders who are Australian residents for tax purposes:

- A Unit Holder who is an Australian resident for tax purposes will be subject to tax on the income of the Fund which is attributed to them under the AMIT Rules.
- The tax payable (if any) depends on the Unit Holder's individual tax profile and applicable tax rate, similar to the way a Unit Holder is currently subject to tax on the income of the Fund to which they are 'presently entitled'.

Paragon elected to apply the AMIT Rules to the Fund from 1 July 2018. As such, when a distribution is paid, Unit Holders are provided with an AMIT Member Annual Statement ('AMMA Statement'), replacing the distribution statement. The AMMA Statement will set out the amount which has been 'attributed' to a Unit Holder (and, where relevant, its components) and other relevant tax information. Under the AMIT Rules, a Unit Holder may notify the Commissioner of Taxation that they disagree with the attribution of income that has been determined by the Responsible Entity and to substitute it with their own determination. If, as a Unit Holder you decide to take this course of action, it is important that you obtain independent tax and legal advice.

Additionally, there is a new cost base adjustment mechanism under the AMIT Rules, whereby a Unit Holder's cost base in the Units held can be increased where the taxation amount is greater than the cash distribution.

Goods and Services Tax (GST)

The issue of Units and withdrawal from the Fund and receipt of distributions will not be subject to GST, however GST is payable on fees paid by the Fund, including management and performance fees paid to Paragon. The Fund will generally be able to claim input tax credits for the GST incurred. The Fund may be entitled to a reduced input tax credit (of either 75% or otherwise 55% of the applicable GST) in relation to certain prescribed acquisitions of services.

Tax File Number (TFN) and Australian business Number (ABN) (Australian Investors Only)

It is not compulsory for Unit Holders to quote their TFN or ABN, and it is not an offence to decline to provide them. However, unless exempted, if a Unit Holder does not quote a TFN or ABN, the Fund is required to withhold tax from income distributions at the highest personal marginal rate plus the Medicare levy.

Foreign Account Tax Compliance Act

The Foreign Account Tax Compliance Act ('FATCA') is US taxation legislation targeting US tax residents who have worldwide income. Pursuant to FATCA, from 1 July 2014, certain foreign institutions, including fund managers, are required to provide information to the Inland Revenue Service ('IRS') or otherwise withhold tax from certain investors. Australia entered into an intergovernmental agreement ('IGA') with the US in 2014 to implement FATCA in Australia, via the Australian Taxation Administration Act 1953 (Cth) and is administered by the Australian Taxation Office ('ATO'). Under the IGA, Reporting Australian Financial Institutions have identification and reporting obligations with regard to FATCA.

The Fund is a Reporting Australian Financial Institution under the IGA and has FATCA obligations which include, but are not limited to, the Fund identifying and documenting the FATCA status of its investors.

Accordingly, when an investor applies to invest in the Fund, the investor agrees to:

- provide Paragon certain identification and other information in order for Paragon to comply with its obligations under FATCA;
- waive any provision of law that would prevent Paragon from complying with its obligations under FATCA, including obligations under any agreement with the IRS and acknowledge that, if an investor fails to provide such a waiver, Paragon may withhold on any payments to the investor;
- acknowledge that if an investor fails to provide information on a timely basis, the investor may be subject to a 30% U.S. withholding tax and may be included in the annual report sent to the IRS via the ATO;
- acknowledge that if an investor fails to comply with such obligations and such failure could result in Paragon being unable to enter into or comply with any agreement with the IRS, Paragon can terminate the investor's interest; and
- acknowledge that an investor will indemnify Paragon and the other investors for any losses resulting from the investor's failure to meet their obligations under this provision, including any withholding tax imposed by FATCA as a result of such failure.

The Responsible Entity's reporting obligations

The Foreign Account Tax Compliance Act ('FATCA') was enacted by the United States government to identify U.S. taxpayers using off shore accounts and the Australian government has given effect to FATCA. Since 1 July 2014, Paragon as responsible entity has been required to ask investors whether they are U.S. citizens or U.S. residents and provide information on those that answer "yes" to the Australian Taxation Office ('ATO').

The Government also implemented the Organisation for Economic Co-operation and Development ('OECD') Common Reporting Standard ('CRS') in Australia which imposes requirements on Paragon as responsible entity to identify and obtain information on other foreign tax residents. The OECD CRS regime applies from 1 July 2017 with the result that Paragon is required to ask for additional information from investors relating to tax residency outside of Australia for the purpose of reporting this information to the ATO.

Investors should note that it is not Paragon's responsibility to determine if information provided for FATCA and/or CRS purposes is accurate and that this responsibility remains with the investor. Neither Paragon nor the Administrator is able to provide you with tax or professional advice in respect of FATCA and/or CRS. We encourage you to seek professional advice if you are unsure of any of the information being requested.

09 ▸ ADDITIONAL INFORMATION

Related Party Transactions

The Constitution does not prevent Paragon from:

- dealing with itself, as the responsible entity for the Fund or in any other capacity, an associate or any Unit Holder;
- being interested in any contract or transaction with itself, as the responsible entity for the Fund or in any other capacity, an associate or Unit Holder or retaining profits or benefits derived from any such contract or transaction, but those persons must act, in connection with those contracts or transactions, in a fiduciary relationship to all Unit Holders; or
- acting in the same or similar capacity in relation to any other managed investment scheme.

The Fund may transact with other funds managed by Paragon or Paragon in its own right. Such dealings may include:

- holding a nominal number of units which Paragon or a related entity holds as a result of establishing the Fund;
- the remuneration to which Paragon is entitled in its capacity as responsible entity and investment manager, which is described in section 7 of the PDS;
- investing in other funds managed by Paragon;
- acquiring and disposing of interests in the Fund from or to another fund managed by Paragon;
- voting as a Unit Holder at unit holder meetings held by funds managed by Paragon in which the Fund invests;
- borrowing from Paragon or its related entities;
- provision of accounting and registry operations; and
- other transactions.

Paragon has a conflict of interest and related party transactions policy which ensures that all transactions engaged in by Paragon are assessed for any conflict of interest and to ensure they are reasonable “arm’s length” transactions based on appropriate commercial terms. Unit Holders should note that this policy does not require Paragon to avoid conflicts of interest.

Administrator

Paragon has appointed Link Fund Solutions Pty Ltd (formerly White Outsourcing Pty Ltd) (**‘Administrator’** or **‘Link Fund Solutions’**) as the Administrator of the Fund. Link Fund Solutions is a wholly owned subsidiary of ASX listed Link Group, and has been providing specialist managed funds administration services since 1996.

The Administrator is responsible for performing certain administrative, Unit registry and accounting services, under the ultimate responsibility of Paragon, for matters pertaining to the administration of the Fund including:

- Keeping and maintaining a register of Unit Holders;
- Receiving and processing applications for and withdrawals of Units by Unit Holders of the Fund;
- Calculation of the Net Asset Value of the Fund;
- Calculation of management and performance fees to be charged to the Fund by Paragon; and
- Maintaining full and comprehensive accounting records and preparing Annual Financial Statements for the Fund in accordance with Australian Accounting Standards.

The Administrator may use the services of affiliates for the provision of its services to the Fund, but retains responsibility for these services.

The Administrator may rely upon information provided to it, without responsibility for its accuracy, when calculating the Net Asset Value of the Fund, to the extent it would be deemed reasonable for the Administrator to do so.

The Administrator is not involved in the investment decisions of Paragon and, as such, is not responsible for any losses that may be incurred by the Fund as a result of any investment decision. The Administrator takes no responsibility for Paragon’s adherence to its investment guidelines and strategy or monitoring of any restrictions and compliance or breach thereof.

Prime Broker and Custodian

The Fund has appointed UBS AG, Australia Branch (ABN 47 088 129 613 and AFSL number 231087) to be the Prime Broker and UBS Nominees Pty Limited (ABN 32 001 450 522 and AFSL number 231088) as Custodian for the Fund (together, 'UBS'). The appointments were made pursuant to the prime brokerage customer documents (the 'Customer Documents') entered into between the Fund and the Prime Broker and the Custodian.

The services of UBS AG, Australia Branch as prime broker to the Fund include the clearing and settlement of transactions, cash loans, borrowing and lending of securities and other services as agreed between the parties. UBS AG, Australia Branch may also provide a cash account which is a ledger for recording the Fund's cash balances under the Customer Documents. UBS Nominees Pty Ltd as Custodian to the Fund will provide custody services for some or all of the Fund's investments. The Custodian may appoint sub-custodians, agents or nominees (including a related entity of the Custodian) to perform the services of the Custodian under the Customer Documents. The assets of the Fund held by the Custodian will be subject to a security interest to secure the Fund's obligations to UBS and its related entities.

Subject to limitations, the Prime Broker may request that the Custodian pay or deliver assets to the Prime Broker. The Prime Broker is entitled to borrow, lend, charge, rehypothecate, dispose of or otherwise use such assets for its own purposes, subject to an obligation to return equivalent assets. In the event of the insolvency of the Prime Broker or the Custodian, the Fund will rank as an unsecured creditor to the value of those assets, and may not be able to recover the equivalent assets in full.

Under the terms of the Customer Documents, the Fund may seek to borrow securities from the Prime Broker with a borrowing request. If the Prime Broker accepts the Fund's borrowing request, the Prime Broker will deliver the securities borrowed to the Fund or as the Fund directs. The Fund will have an obligation to redeliver the securities borrowed or equivalent securities on an agreed date, or otherwise the Prime Broker may call for the redelivery at any time by giving notice on the terms of the Customer Documents.

Under the Customer Documents, the Prime Broker is not responsible for and is not liable for any loss on settlement of a transaction, any acts or omission of an executing broker, noncompliance with any regulatory requirements to report transactions, refusing to settle a transaction or failing to notify the Fund of its failure to settle a transaction, amongst other things, (except to the extent that any loss arises directly as a result of the negligence, wilful default or fraud of UBS).

To the extent permitted by law, neither the Prime Broker, the Custodian nor any related entity will be liable for any loss suffered by the Fund under or in connection with the Customer Documents unless such loss results directly from the negligence, wilful default or fraud of the Prime Broker, Custodian or related entity as set out in the terms of the Customer Documents. The Custodian is not liable to the Fund for the solvency, acts or omissions of any agent, nominee, sub-custodian, settlement agent, securities depository or other third party appointed in accordance with the Customer Documents (other than related entities), but the Custodian will make available to the Fund, when and to the extent reasonably so requested, any rights that the Custodian may have against such person.

Under the Customer Documents the Fund indemnifies UBS and its related entities against certain claims, demands, damages, losses, costs, expenses and liabilities incurred in connection with the Customer Documents other than as a result of the negligence, wilful default or fraud of UBS or the relevant related entity.

Neither the Prime Broker nor the Custodian will participate in the investment decision-making process for the Fund. Although UBS will provide reporting and information to the Fund about the assets held by UBS, UBS is not responsible for monitoring the Fund's positions for the purpose of determining their composition or performance.

The Fund may remove UBS AG, Australia Branch as the Prime Broker and UBS Nominees Pty Limited as the Custodian by giving written notice.

UBS consents to being named in the PDS and any electronic version of the PDS in the form and context in which it is named in the PDS. UBS is not responsible for the preparation of, and has not authorised or caused the issue of, the PDS, and has not made or purported to make any statement included in or any statement on which a statement in the PDS is based.

To the maximum extent permitted by law, UBS expressly disclaims and takes no responsibility for any statements in, or omissions from, the PDS other than the statements made with its consent. UBS is not responsible for the activities of the Fund, will not participate in the Fund's investment decision-making process and makes no representation in respect of the Fund or the Fund's investments.

UBS AG, Australia Branch is a foreign Authorised Deposit-Taking Institution ('Foreign ADI') under the Banking Act 1959 (Cth) and is supervised by the Australian Prudential Regulation Authority. Note that provisions in the Banking Act 1959 for the protection of depositors do not apply to Foreign ADIs, including UBS AG, Australia Branch.

Constitution

The Fund was established by Paragon by a constitution dated 6 December 2012 ('**Constitution**'), registered with ASIC on 20 December 2012. The Constitution governs the operation of the Fund and the rights and obligations of Paragon and Unit Holders.

Paragon's responsibilities and obligations, as the responsible entity of the Fund are governed by the Constitution for the Fund, the Corporations Act and general trust law.

The following is a summary of some of the more important terms of the Constitution. This summary can only be relied upon as a guide. The provisions of the Constitution prevail over statements in this PDS if there is any inconsistency. Unit Holders may obtain a copy of the Constitution free of charge from Paragon.

A Unit Holder is bound by the terms of the Constitution. Unit Holders are urged to carefully review the Constitution and satisfy themselves as to their rights and obligations under it.

Nature of the Fund

The Fund is a unit trust. Paragon holds the Fund's assets on trust for the Unit Holders. Unit Holders are issued units in the Fund and are entitled to a pro rata beneficial interest in the whole of the assets of the Fund. No interest in a particular part of the Fund, or its assets, is conferred on a Unit Holder.

Classes and Series of Units

Under the Constitution, Paragon has the right to issue different classes of Units in the Fund, with such rights as it determines. This includes the right to issue Units in series.

Issue Price

Units are issued to an applicant at the Net Asset Value of the class, or reference series where series based, as at the relevant subscription date plus any relevant transaction charge. Further details on how this calculation is undertaken are set out in section 8.

Joint Holders of Units

Where two or more persons are registered as the holders of a Unit ('joint holders') they are, for the purpose of the administration of the Fund deemed to hold the Unit as joint tenants, on the following conditions:

- a) Paragon shall not be bound to register more than three persons as joint holders of the Unit;

- b) the joint holders shall be jointly and severally liable in respect of all payments including payments of tax that ought to be made in respect of the Unit;
- c) on the death of a joint holder, the survivor or survivors shall be the only person or persons whom Paragon will recognise as having any title to the Unit, subject to the production of any evidence of death that Paragon requires;
- d) any one of the joint holders may give an effective receipt that discharges Paragon in respect of any payment or distribution; and
- e) only the person whose name appears first in the register as one of the joint holders of a Unit shall be entitled to delivery of any notices or other communications from Paragon, and any notices or other communication given to that person is deemed to be given to all the joint holders.

Income and Distributions and AMIT

For the time being, Paragon intends to distribute all of the net income of each class to Unit Holders of that class as at 30 June each year. Each Unit Holder's distribution entitlement will be determined on the basis of the number of Units held as a proportion of the total Units on issue of the relevant class. Unless Unit Holders elect to receive their distributions, all distributions will be automatically reinvested in the Fund.

Paragon retains the discretion to determine the income of a particular class, and to retain any of the income of the Fund.

The Constitution also permits Paragon to elect into the AMIT regime.

Powers of Paragon

Paragon has the widest powers possible, including the power to invest the Fund's assets in any form of investment in any region or market in the world.

Remuneration of Paragon

Paragon is entitled to be remunerated out of the assets of the Fund. For details of the fees and charges relevant to an investment in the Fund, refer to section 7 for further information.

Paragon's remuneration will have priority over the payment of all other amounts payable from the Fund.

Retirement and Removal of Paragon

Paragon may retire or be removed as the responsible entity of the Fund in accordance with the provisions of the Corporations Act. This generally means that Paragon can:

- Retire by calling a meeting of Unit Holders to explain its reasons for wanting to retire and provide Unit Holders with an opportunity to vote on a resolution to choose a company to be the new responsible entity; and
- Be removed as the responsible entity pursuant to an extraordinary resolution of the Unit Holders as defined in the Corporations Act (requires at least 50% of all Unit Holders along with other conditions to be met).

Limitation of Liability

Paragon is not liable for any loss or damage to any person arising out of any matter where, in respect of that matter:

- To the extent permitted by law, it relied in good faith on the services of, or information or advice from, or purporting to be from, any person appointed by Paragon; or
- It acted as required by law; or
- It relied in good faith upon any signature, marking or documents.

Indemnity

Paragon has a right to be fully indemnified out of the assets of the Fund, in respect of all expenses, liabilities, costs and any other matters in connection with the Fund and against all actions, proceedings, costs, claims and demands brought against Paragon in its capacity as responsible entity of the Fund in respect of any matter or thing done or omitted except:

- In the case of Paragon's own fraud, negligence or wilful default; and
- In respect of the overhead expenses of Paragon.

Amendments to the Constitution

The Constitution can be amended or replaced in accordance with the provisions of the Corporations Act. Generally, this means that Paragon can unilaterally amend the Constitution provided that it reasonably determines that the amendments will not adversely affect Unit Holders rights. Otherwise, an amendment of the Constitution requires a special resolution (75% of Unit Holders present in person or by proxy at the meeting) of the Unit Holders.

Term of the Fund

The Fund commenced on 6 December 2012 and terminates on the earlier of:

- The day before the 80th anniversary of the commencement of the Fund;
- The date determined by Paragon being a date at least 3 months after the date of the provision of notice of such termination to all Unit Holders; or
- The date on which the Fund is otherwise terminated by law.

Termination and Winding-Up of the Fund

On the termination and winding-up of the Fund, Paragon shall distribute the net proceeds of realisation of the Fund's assets of each class pro-rata to Unit Holders according to the number of Units of a class held.

Deed Legally Binding

Each Unit Holder is bound by the terms of the Constitution (as amended from time to time) as if it was a party to the Constitution.

Unit Holders' Liability

Subject to certain conditions, the liability of each Unit Holder shall be limited to the Unit Holder's investment in the Fund.

Changes to the Fund

Information that is not materially adverse is subject to change from time to time. Up-to-date information can be obtained from Paragon's website at www.paragonfunds.com.au, by calling Paragon on 1300 522 500, or emailing Paragon at client.services@paragonfunds.com.au.

A paper copy of the updated information will be provided to Unit Holders on request.

Further information about the Fund or investing in the Fund can be obtained by contacting Paragon.

Independent Advice

The offer described in the PDS does not constitute investment advice, and does not take into account the investment objectives, financial situation and particular needs of any Unit Holder.

Applicants should read this PDS in its entirety prior to completing an Application Form as it contains important information about this investment opportunity.

In particular, when considering the prospects of the Fund, it is important to consider the risk factors that could affect the financial performance of the Fund. You should carefully consider these factors in the light of your particular investment needs, objectives and financial circumstances (including financial and taxation issues) and seek professional advice before deciding whether to invest. Refer to section 5 for some of the risk factors which should be considered by Unit Holders.

Compliance

Paragon has prepared and lodged a Compliance Plan for the Fund with ASIC. This document details the key procedures put in place by Paragon to comply with the Corporations Act and the Constitution of the Fund.

Paragon has appointed a compliance committee, of which there is a minimum of two independent members, for the purpose of monitoring Paragon's compliance responsibilities and ensuring these are compliant with the Compliance Plan. This committee meets on a quarterly basis.

Further, in accordance with legislation, the Fund's Compliance Plan and adherence to it will be subject to an external audit on an annual basis.

Labour Standards, Environmental & Ethical Considerations

Paragon does not take into account labour standards, environmental, social or ethical considerations for the purpose of selecting, retaining or realising the investments in the Fund. However, Paragon does recognise that such environmental, social and governance ('ESG') issues may affect the value of investments owned by the Fund.

Paragon will assess and manage all foreseeable and potentially material risk factors and in this context, considers ESG as a risk factor in the overall risk/reward assessment of an investment. However, Paragon has no predetermined view as to what constitutes ESG standards, which ESG considerations will be taken into account and the extent to which they will be taken into account when making decisions to acquire, hold and dispose of investments.

A copy of Paragon's ESG Policy can be provided upon request by emailing client.services@paragonfunds.com.au.

Consents

All third party service providers and the directors named in this PDS, have provided their written consent to be named in this PDS in the form and context in which they are named and have not withdrawn such consent before the date of this PDS.

Privacy

Privacy laws apply to the collection, storage, management, use and disclosure of personal information. At the time of investment, you will provide Paragon and the Administrator with personal details that will be used in order to process and report on your investment.

Personal information may be used for example to process your initial investment, to process ongoing transactions, and to provide you with regular information regarding your investment including distribution and tax statements.

In order to provide Unit Holders with services related to their investment, Paragon and/or the Administrator may be required to disclose personal details to certain third party service providers, including custodians, administrators, auditors, legal advisers and any affiliates. This will only be undertaken in accordance with privacy laws. Paragon will not disclose your personal details to any other party unless required by law.

If you would like to access your personal information held by Paragon, you may do so by requesting it in writing. Paragon and the Administrator will aim to keep all records of personal information as correct and up to date as possible. It is imperative that you advise Paragon or the Administrator of any changes in your details to ensure your records are up to date at all times.

Refer to Part B Section 8 titled Privacy Collection Notice of the Application Form for further information.

Complaints

Internal Dispute Resolution

Paragon's aim is to resolve all inquiries and complaints swiftly and to the satisfaction of our Unit Holders.

Paragon has a formal internal complaints and dispute handling resolution process (IDR). The Constitution establishes a procedure for the directors of Paragon to receive, consider, investigate and respond to complaints made by Unit Holders dissatisfied with the management or administration of the Paragon Australian Long Short Fund. Paragon's IDR process will adhere to the requirements of ASIC's Regulatory Guide 271 *Internal Dispute Resolution* and will override the Fund's constitution where applicable.

You can lodge a complaint with Paragon by:

1. Sending us an email to client.services@paragonfunds.com.au;
2. Writing to us – mailing address – PO Box 102 Elwood VIC 3184; or
3. Calling us on 1300 522 500.

If you do call, we may still request that you send us a follow up email or letter in writing detailing your complaint, particularly if there is a need for specific details to be received in order for us to adequately assess your complaint.

Unless we can resolve your complaint on the spot, you will receive an acknowledgement of your complaint from Paragon within one (1) business day. This can be in the form of an email, letter or phone call, as deemed appropriate in this instance.

Paragon will aim to resolve the complaint swiftly. You will receive an email or letter outlining the complaint and how it's been resolved. If the complaint is either partially or fully rejected, we will set out clearly the reasons for our decision.

The maximum timeframe permitted for Paragon to resolve your complaint is 30 calendar days from the date of first receiving your complaint or inquiry.

If due to unusual circumstances or events, Paragon is of the view that it will be unable to resolve/respond to the complaint within 30 days, you will be advised by email or letter, outlining the reason for the delay.

Exceptional circumstances are typically such as:

1. Resolution of the complaint is particularly complex. eg. it is about a transaction or event that occurred more than 6 years ago and requires reconstruction of account information; or
2. There are circumstances beyond Paragon's control. eg. information must be obtained from a third party.

External Dispute Resolution

If you are still not satisfied, and only after you have sought a resolution directly with us, you are entitled to refer your complaint to the Australian Financial Complaints Authority (AFCA). The AFCA external dispute resolution scheme is authorised under the Treasury Laws Amendment (Putting Consumers First—Establishment of the Australian Financial Complaints Authority) Act 2018(Cth) ('the AFCA Act'). AFCA independently assists consumers and small businesses to make and resolve complaints about financial firms, including managed investment schemes such as our Fund.

You may obtain further information regarding what complaints can be considered and what is required by referring to their website at www.afca.org.au.

Paragon's AFCA membership details are:

AFCA Member Name: Paragon Funds Management Ltd
AFCA Member ID: 46202

A complaint can be made online via AFCA's website at www.afca.org.au or otherwise by downloading and completing an AFCA Complaints form and mailing it with all necessary supporting documentation to:

Australian Financial Complaints Authority
GPO Box 3, Melbourne Vic 3001

Complaints enquiries can also be made by phone to: 1800 931 678.

Anti Money Laundering

The Anti-Money Laundering and Counter-Terrorism Financing Act ('AML Act') and the AML Requirements regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The AML Act is enforced by the Australian Transaction Reports and Analysis Centre ('AUSTRAC').

In order to comply with the AML Requirements, Paragon and the Administrator are required to collect identification documents and other supporting information to, amongst other things:

- Verify the identity of the applicant or Unit Holder, the identity of any underlying beneficial owner(s) of the Units, and the source or destination of any payment to or from the Fund, before providing services to an applicant or Unit Holder, and to re-identify the Unit Holder if they consider it necessary to do so; and
- Keep a record of this documentation for 7 years.

Paragon and the Administrator reserve the right to request such information as is necessary, including information in addition to that requested in the Application Form, to verify the identity of an applicant and the source of the payment before applications can be processed.

In the event of delay or failure by the applicant or Unit Holder to produce information requested, either entity may refuse to accept an application and the application monies relating to such application or may suspend the payment of withdrawal proceeds, if necessary to comply with AML Requirements applicable to them.

Paragon and the Administrator and their delegates shall not be liable to the applicant or Unit Holder for any loss suffered by the applicant or Unit Holder as a result of the rejection or delay of any subscription or delay in payment of withdrawal proceeds.

Paragon and the Administrator have certain reporting obligations under the AML Requirements and are prevented from informing you that any such reporting has taken place. Where required by law, an entity may disclose the information gathered to regulatory or law enforcement agencies, including AUSTRAC. Neither Paragon nor the Administrator will be liable for any loss you may suffer as a result of their compliance with the AML Requirements.

Administrator means Link Fund Solutions Pty Ltd ABN 44 114 914 215.

AMIT means the Tax Laws Amendment (New Tax System for Managed Investment Trusts) Act 2016 (and supporting legislation).

Application Form means the application form attached to this PDS.

ASIC means the Australian Securities and Investments Commission.

ASX means The Australian Securities Exchange which is Australia's primary securities exchange.

Asset Value means the aggregate gross value of all assets in the Fund.

Business Day means any day (except any weekend or public holiday) on which trading banks are open for usual business in Sydney, Australia.

Class means the class or series of Units offered pursuant to this PDS.

Constitution means the constitution established for the Fund dated 6 December 2012 or as amended from time to time.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Custodian means UBS Nominees Pty Ltd ('UBS Nominees') ABN 32 001 450 522 or a sub-custodian appointed by UBS Nominees in accordance with the Custody Agreement.

Dealing Day means each Business Day.

Derivatives means a security, such as an option or futures contract whose value depends on the performance of an underlying asset.

Fund means the Paragon Australian Long Short Fund ABN 84 865 092 509 ARSN 161 565 920, an Australian registered managed investment scheme established under the laws of Victoria, Australia.

GST means the same as in the GST Act.

GST Act means A New Tax System (Goods and Services Tax) Act 1999 (Commonwealth).

Hedging means the practice of undertaking one investment activity in order to protect against loss in another. While hedges can reduce potential losses, they can also reduce potential profits.

High Watermark means the highest value that a Unit has reached. In the context of the Performance Fee, a High Watermark ensures a Performance Fee is not payable unless the value in Units is higher than the previous performance period. i.e. there has been an increase in the Net Asset Value per Unit.

Hurdle rate means the minimum rate of return (currently 5% per annum) required to be achieved in order for Paragon to be paid a Performance Fee.

IDPS means an investor directed portfolio service or an investor directed portfolio like service, master trust, platform, wrap account or nominee service.

Issue Date means the Business Day on which date new Units are issued for new investments, additional investments and reinvestment of distributions in new Units.

Long Position means holding a positive amount of an asset (stock) in the expectation that the value of that asset (stock) will appreciate.

Net Asset Value means the Asset Value of the Fund less the liabilities (including accruals of fees) recorded against the Fund at that time.

Net Asset Value Per Unit means the amount calculated by dividing the Net Asset Value of a series or class of Units by the number of Units on issue in that series or class.

Paragon means Paragon Funds Management Ltd ABN 42 159 623 873.

PDS means this product disclosure statement and any supplementary product disclosure statements issued.

Performance Fee means the performance fee payable to Paragon as described in section 7 of this PDS.

Portfolio means a collection of investment holdings.

Prime Broker means UBS AG, Australia Branch ABN 47 088 129 613.

Redemption Date means the Business Day at which date withdrawals of Units are processed.

Responsible Entity means Paragon Funds Management Ltd ABN 42 159 623 873.

Retail Investor means a retail investor within the meaning of section 761G of the Corporations Act.

RITCs means Reduced Input Tax Credits per the GST Act.

Short Position means borrowing an asset (stock) and then immediately selling it in the expectation that the value of the asset (stock) will depreciate. The short position is covered by buying back the asset (stock), theoretically at a lower price thereby locking in a profit. The borrowed asset (stock) is then returned.

Stop Loss means a level set by the holder of the securities whereby a trade is executed when it reaches that point. It is a mechanism of minimising losses when prices on Long Positions are falling and prices on Short Positions are rising.

Unit means a Unit in the Fund.

Unit Holder means the holder of Units.

Valuation Time means any time the Net Asset Value is determined.

Volatility means the extent of fluctuation in share prices, exchange rates, interest rates, etc. The greater the volatility, the less certain a Unit Holder is of return, and hence volatility is one measure of risk.

Wholesale Investor means a wholesale investor within the meaning of section 761G and section 761GA of the Corporations Act.

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RESPONSIBLE ENTITY AND CLIENT SERVICES

Paragon Funds Management Ltd

ABN - 42 159 623 873 **AFSL** - 426800

Suite 823, 1 Queens Rd, Melbourne VIC 3004

tel. 1300 522 500

eml. client.services@paragonfunds.com.au

web. www.paragonfunds.com.au

PRIME BROKER

UBS AG, Australia Branch

ABN - 47 088 129 613

Level 16, Chifley Tower,
2 Chifley Square, Sydney NSW 2000

CUSTODIAN

UBS Nominees Pty Ltd

ABN - 32 001 450 522

Level 16, Chifley Tower,
2 Chifley Square, Sydney NSW 2000

ADMINISTRATOR

Link Fund Solutions Pty Ltd

ABN - 44 114 914 215

Level 12, 680 George St,
Sydney NSW 2000

AUDITOR

Moore Australia (VIC)

ABN - 16 847 721 257

Level 44, 600 Bourke St,
Melbourne VIC 3000



PARAGON FUNDS MANAGEMENT

www.paragonfunds.com.au

Paragon Funds Management Ltd
ABN 42 159 623 873 AFSL 426800

Suite 823, 1 Queens Rd, Melbourne VIC 3004
tel. 1300 522 500 **eml.** client.services@paragonfunds.com.au