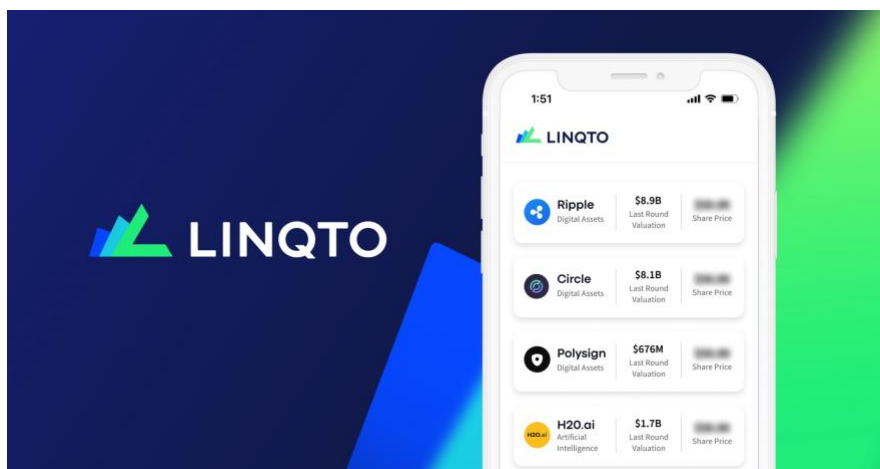


Sapien Linqto Victory Fund



Wholesale Unit Trust Fund Information Memorandum

July 2025

Trustee: Sapien Capital Partners Ltd | ACN: 088810860 | Australian Financial Services Licensee: 238128

Investment Manager: Sapien Asset Management Pty Ltd | ACN: 639585274 (A Sapien Group Company)

www.sapiengroup.co | www.sapienventures.vc | www.sapiengroup.ai

Sydney | Melbourne | Silicon Valley | Delaware | Singapore | Jakarta | Hangzhou | Hanoi | Bangkok

The offer of trust interests under this Term Sheet is made only to persons or entities that qualify as Wholesale or Sophisticated Investors as per defined in Chapter 6D (2.03) or s.708 of the *Australian Corporations Act 2001*. This material may not be reproduced, distributed or transmitted to any other person or incorporated in any way into another document or other material without our prior written consent.

Important notices

This information memorandum

This information memorandum ("IM") is made in relation to an offer of interests in the **Sapient Linqto Victory Fund** ("Fund"). The IM is dated 16th July 2025 and is issued by Sapient Capital Partners Ltd (ACN: 088810860 | AFSL: 238128) ("**Trustee**") in its capacity as the Trustee of the Fund. Sapient Asset Management Pty Ltd (ACN: 639585274) ("**Sapient**") is the Investment Manager of the Fund appointed by Trustee.

This IM is not a disclosure document under the Corporations Act and has been prepared for use by Wholesale Clients only. This document is not required to be and has not been lodged with the Australian Securities and Investments Commission ("ASIC"), and neither ASIC nor any of its officers takes any responsibility for the contents of the IM.

No person guarantees any specific rate of return or that you will make a positive return on your investment or retain your capital.

Your decision to invest

This IM is an important document which you should read before making a decision to acquire an interest in the Fund ("Interest"). A document of this kind cannot however take into account your investment objectives, financial situation or particular needs, and nothing in this IM should be regarded as a recommendation by Trustee, Sapient or by any other person concerning an investment in the Fund. Having considered the information in the IM, you should obtain independent financial and taxation advice as to the suitability of an investment in the Fund for you, having regard to your investment objectives, financial situation and particular needs.

Applications

This IM is available in paper form and in electronic form. If you wish to invest, you must complete the Application Form accompanying the IM and submit it as set out in accordance with the instructions set out in the Application Form. Investment confirmations will only be issued to you upon receipt and acceptance of a completed Application Form.

Restrictions on distribution of this IM

The offer to which this IM relates is only available to persons:

- receiving the IM in Australia; or
- who qualify as Wholesale or Sophisticated Investors as defined by Section 708 of the Australian Corporations Act 2001.

The IM does not constitute an offer of the Fund in any place in which, or to any person to whom, it would not be lawful to make an offer of the Fund. The distribution of the IM in jurisdictions outside Australia may be restricted by law, and any person who resides outside Australia and who comes into possession of the IM should seek advice about it and observe any restrictions.

Updated information

Updated information relating to this IM will be sent to Investors promptly by email. Alternatively, Investors can request a paper or electronic copy of this information by contacting Sapient on spv_funds@sapiengroup.co. The information that will be made available by way of updates is information which is subject to change from time to time and is not materially adverse to you. If a change in information is materially adverse to you, Trustee will replace this IM or issue a supplementary IM.

Scheme registration

The Fund is not registered with ASIC pursuant to Chapter 5C of the Corporations Act. At some stage in the future, Trustee may choose to register the Fund with ASIC. By investing in the Fund, you agree to the Trustee applying for registration with ASIC at some time in the future.

Definitions

Some expressions used in this IM are defined in the Glossary section. Unless the context requires otherwise, words used in the IM have the meaning given in the Glossary.

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Section 1 Key features

The following table sets out some of the important features of the Fund.

Fund features

Fund name	Sapien Linqto Victory Fund
Fund type	Wholesale Managed Investment Scheme Unit Trust
Trustee / AFSL	Sapien Capital Partners Ltd (ACN: 088810860, AFSL #238128)
Investment Manager	Sapien Asset Management Pty Ltd (ACN: 639585274)

Investment Targets

This investment aims to provide Linqto, Inc. (“**Company**”) with the necessary financial resources to support its legal defense and strategic public relations efforts amid ongoing litigation and regulatory scrutiny.

The objective is to assist Linqto in successfully countering the bankruptcy filing on July 8th 2025 by Dan Siciliano, thereby preserving the company’s assets and protecting the interests of its investors, while facilitating potential recovery of Company value through structured, event-driven outcomes.

Investment Requirements

Raising Target	<ul style="list-style-type: none"> USD \$20 million, extendable with mutual agreement between the Investor and Sapien
Investment Term	<ul style="list-style-type: none"> One-year initial term, with up to two automatic one-year extensions as mutually agreed between the Investor and Sapien.

Reporting

Fund Reporting	<ul style="list-style-type: none"> Confirmation of all transactions Annual statement
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Fees and Charges

Covered in Section 5 – Fees and Charges

Distributions

Income distributions	Investment profits, if and when realized, will be automatically distributed to investors, less any fees and charges.
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Section 2 About the Fund, the Investment Manager and the Opportunity

2.1 About the Fund

The Fund is a special purpose vehicle established to provide targeted financial support for Linqto amid its current legal and public relations challenges. In light of ongoing litigation, bankruptcy filing and regulatory scrutiny, Linqto is facing material legal and reputational risks that threaten to impair its corporate value and investor confidence. The Fund is designed to finance the company's legal defense and strategic communications, protect customer assets and shareholder, with the objective of achieving favorable legal and commercial outcomes.

Beyond capital protection, the Fund is structured to capture event-driven upside by deploying capital at a point of distress. Upon resolution of the legal proceedings, the Fund's capital contribution will be converted into Linqto equity based on a distressed asset pricing methodology, providing downside protection with asymmetric upside potential.

This structure enables the Fund to not only stabilize a high-value private company through a critical phase, but also to unlock long-term value creation aligned with the recovery and future growth of Linqto. The Fund is actively managed, with strict governance and deployment protocols in place to ensure capital efficiency and investor alignment throughout the investment lifecycle.

2.2 About the Investment Manager

Sapient Asset Management Pty Ltd (ACN: 639585274) ("Sapient") is the wholly-owned global asset-management arm of Sapient Group Ltd, itself a pre-imminent pan-APAC fintech-focused venture capital, private equity and multi-strategy funds management and asset management conglomerate. With offices across Silicon Valley, Delaware, Sydney, Melbourne, Singapore, Jakarta, Hangzhou, Hanoi and Bangkok, Sapient has established itself as a leading regional investment firm with a deep specialisation in fintech, blockchain and online marketplaces. Sapient has been regularly featured in the Australian and international media for having conducted some of the most pioneering deals in this space.

With a dedicated team of serial entrepreneurs, seasoned investors, financial services and technology industry executives, our team comes with decades of investment management experience from multiple geographies and markets. We are highly focused on leveraging our combined Silicon Valley knowhow and local market experiences to support great entrepreneurs and maximize investor returns:

- Our existing multinational portfolio companies includes domestically well-known and multi-award-winning technology companies, such as: **Ripple**, **Linqto**, **Airtasker** (IPO'ed), **LivePreso** (acquired), **Global Study Partners** (acquired), **Civic Ledger** (acquired), **InvestDigital** (ICO'ed), **StepN** (ICO'ed), **HFG**, **Studyfin**, **Liquidise**, **Finplex**, amongst many others.
- Sapient-managed VC funds have averaged over 46% IRR since 2016 through to 2023.

2.3 About the Investment Opportunity

Opportunity Background	<p>Linqto is a Silicon Valley-based fintech company specializing in providing retail investors with secondary market access to private equity in high-growth unicorn companies. Despite raising less than US\$5 million in venture capital, Linqto has rapidly grown to manage over US\$1 billion in assets under custody, serving more than 15,000 customers worldwide. The platform offers fractional investment opportunities in notable companies such as Ripple, Databricks, SpaceX, and Anthropic.</p> <p>By 2024, Linqto had achieved significant financial milestones, including over US\$58 million in revenue with EBITDA margins exceeding 25%, marking five consecutive years of growth. The company’s success attracted a US\$700 million merger proposal from a NASDAQ-listed SPAC in late 2024, which was ultimately declined by Linqto’s leadership.</p> <p>Founded with a mission to democratize private equity investment, Linqto enabled broader access to private markets through innovative fractional ownership structures, fostering a loyal customer base and maintaining operational profitability from an early stage.</p> <p>However, in early 2025, Linqto faced a severe governance crisis triggered by actions from its latest management team. Customer assets were frozen, core operations halted, and cash reserves depleted without adequate disclosure, prompting credible allegations of deliberate mismanagement aimed at destabilizing the company. This included orchestrating a bankruptcy filing in Texas through a shell entity, widely regarded as an attempt to circumvent appropriate jurisdiction and undermine shareholder and customer interests.</p> <p>In response, Sapien Group, a major Linqto shareholder, led the formation of a coalition representing an overwhelming majority of Company shareholders. This coalition aims to restore Linqto’s founding principles, protect investor interests, and reclaim control from the destabilizing management.</p> <p>The current situation presents a unique special situation investment opportunity. Despite the crisis, Linqto has built strong underlying fundamentals, including its proprietary technology, well-established customer base, and differentiated market position. The Fund aims to provide critical capital support for Linqto’s legal defense, governance restoration, and operational recovery. By enabling a return to stability and growth, the Fund positions itself to acquire equity at distressed valuations with significant potential upside aligned with the company’s recovery trajectory.</p>
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2.4 About the Fund's Investment Committee



Victor Jiang

Founder and Managing Partner

Sapient Group Global

- Victor Jiang is a serial entrepreneur and seasoned investor. Over his 25+ year career Victor has worked across technology, management consulting and investment management sectors across 12 countries in 4 continents, having advised or worked with 35 of the Global Fortune 50, as well as many startups. Today Victor advises many emerging companies and sits on the board of a number of companies across Australia, Asia and USA.
- Victor is the founder and managing director at: Sapient Group (SGL), Sapient Ventures (SVIM), Sapient Asset Management (SAM), Hash Financial Group (HFG), SJS Partners (SJSP) and Skillsapient. He also serves as board director on a number of Australian, Asian USA-based technology companies, including 4 as Chairman.
- Sapient Ventures is a venture capital and private equity firm with a strong focus on fintech, blockchain, AI and marketplaces. With offices across the Pacific Rim, it has achieved over \$100m in VC/PE AUM (in FY2024) and average IRR of 46% p.a. over 7 years.
- Sapient Asset Management is a multi-asset-class fund-of-funds manager and asset manager, operating a number of multi-strategy FoF (Fund of Funds) for international and domestic investor clients. In FY2024 it has achieved over A\$450 million in AUM with average IRR of 7-8% in fixed assets and over 20% p.a. in public equities.
- HFG is a unique blend of fintech platforms, financial services provider and licensing institution centred around property financing. With over 6000 registered brokers, over 227,000 borrowers serviced, over A\$62 billion in loan originations, over A\$3.6 billion in loan settlements and over A\$1 billion in AUM, HFG has become one of the most pre-eminent fintech-based loan brokerage and asset-financing conglomerates in Australia.
- SJS Partners is a Singapore-based multi-family-office, with a VCC (Variable Capital Company) structuring offering investors legal tax-exemption on qualifying investment profits and AUM of ~US\$600 million.

Some of Victor's well-known VC/PE investments include:

- **Ripple** (entry via the Linqto platform at US\$7B valuation in 2020, exited in 2024 at \$22B valuation)
- **Linqto** (entry at US\$8M valuation in early 2018, company valued by a NASDAQ-listed SPAC at US\$700M valuation by mid-2024)
- **Airtasker** (first invested in Feb 2016 and listed on the ASX in March 2021 at 2x listing price and over 6x since first Sapient's investment)
- **LivePreso** (entry at A\$5M valuation in 2016 and exited in 2019 at A\$35M valuation)
- **Global Study Partners** (entry at A\$8M valuation in 2017 and acquired by a global unicorn in 2023 at A\$22M valuation)
- **InvestDigital** (token entry at US\$2M valuation in late 2017, project ICO'ed and reached a height of US\$26M in token valuation by 2018)
- **StepN** (token entry at US\$8M valuation in 2021, project ICO'ed and reached a height of US\$1.3B in token valuation by 2022)
- **HFG** (with over 223k mortgage customers; over 6000 mortgage brokers and over A\$62B in debt originations and over A\$1B in AUM).



Robert Blair
Managing Partner
 Sapien Group USA

- Robert is a pioneer of the Silicon Valley ecosystem, having witnessed and participated the earliest days of the formation of the technology sector in the Valley since the late 1960's.
- For nearly 50 years, Robert has been a seasoned serial entrepreneur, venture investor and technology industry executive across Silicon Valley and Europe.
- He is a cofounding partner of Sapien Ventures, which later became Sapien Group. He is currently our Managing Partner for Sapien Group USA.
- He has also been an active venture investor and board director at:
 - Linqto Inc, Pinnable Semiconductors, CoreMobile, Mobi33, NewCardio, VivoMedical, Skillsapien; etc.
- He was a former CEO / SVP at:
 - LSI Logic & LSI Europe, Fairchild Semiconductors, CrossPoint Solutions, Monterey Design Systems; etc.
- During Robert's tenure as board director at Linqto from 2018-2022, Linqto saw revenue growth by over 15x and became highly profitable.
- As CMO, Robert helped oversee LSI Logic become the largest US tech IPO before Microsoft; then as its European CEO, grew that business from zero to over US\$1billion in revenue within 6 years
- Robert is also the cofounder and co-convenor of the Stanford University Library's "Interviews of Semiconductor Industry Pioneers" series, together with Rob Walker, cofounder of LSI Logic.



Peter Loukianoff
Co-Managing Partner
 Sapien Group USA

- Peter is a seasoned venture capital veteran a serial entrepreneur. He has over 25 years of experience as a business innovator, leader, and investor across Silicon Valley, Europe, and Asia.
- Peter has been the founding partner of:
 - Portal Venture Partners; Alumni Ventures Group (AVG) – ranked by Pitchbook as the #3 most active VC firm in the US deploying over \$250M per year in capital and managing a global portfolio of over 400 start-up companies
 - Strawberry Creek Ventures – an UC Berkeley franchise
 - Black River Ventures, a US/European cross-border investment fund
 - Almaz Capital, one of the first VC funds focused on the Russian/CIS market
- Earlier in his career, Mr. Loukianoff was a partner at Alloy Ventures and Senior Advisor to McKinsey & Co., where he worked on innovation strategies for multinational corporations.
- He got his start in venture capital as an intern at Kleiner Perkins during business school.
- He has negotiated dozens of investment deals, served on numerous boards, and done business in 40+ countries around the world. Notable start-ups that he and his funds have backed, include:
 - Yandex (Nasdaq: YNDX), Relayr (acq. by MunichRe), Marqeta (Nasdaq: MQ), Coursera (Nyse: COUR), Qik (acq. by Skype), LitRes (acq. by Ozon.ru), nScaled (acq. by Acronis), and Xactly (Nasdaq: XTLY).
- Formerly, Peter was a founding team member and senior operating executive with several start-ups, including Autonomy, a pioneer in unstructured data applications, and Silicon Valley Data Science (acq. by Apple).

	<ul style="list-style-type: none">▪ As an internationally recognized expert in cross-border innovation, venture capital, and entrepreneurship, Mr. Loukianoff has advised several heads-of-state and world leaders on these subjects. Peter has also been a contributor to Forbes and the EastWest Institute, a guest commentator on television shows such as CNBC's Street Signs, and has been covered by The Wall Street Journal, New York Times, Bloomberg, et al. He is also a member of the Forbes Global CEO network and frequent speaker at industry conferences.▪ Peter earned an MBA and BS in Engineering from UC Berkeley, and is co-inventor on four mobile messaging patents.
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Section 3 Risks of investing in the Fund

What are the significant risks of the Fund?

All investments are subject to risk. This means the value of your investment may rise or fall. Before making an investment decision, it is important to understand the risks that can affect the value of your investment.

The level of risk associated with your Account will depend in part on the investments that you have selected. You need to consider the specific risks of the investments that you select, which are included in any Product Disclosure Statement, Information Memorandum or other disclosure documents you may receive in addition to the risks described in this IM.

While it is not possible to identify every risk of investing in the Fund or the underlying investments you have selected, the risks identified below are significant risks that may affect your investment.

Type of risk	Description
Market risk	Certain market conditions can be unfavourable for many investment strategies. Markets are subject to a host of factors, including economic conditions, government regulations, market sentiment, local and international political events and environmental and technological issues. These can give rise to periods of large falls, high volatility, or reduced liquidity in markets. There is always a risk of the suspension of trading on securities and commodities exchanges which could have a detrimental effect on the Fund. Even where there is no suspension of trading, the market for specific securities can reduce substantially for significant periods of time. In both cases this can make it difficult or impossible to sell assets at desired prices, or occasionally to sell at all.
Interest rate risk	Changes in interest rates may have a direct impact on the investment value and/or returns of all types of assets in the Fund. Interest rates may directly or indirectly affect the value of securities because it affects a company's cost of borrowings and value of fixed interest securities.
Currency risk	This risk applies where the Fund (or in turn the Fund's investments) invests in global assets and where the investor is measuring their return in a currency other than USD (e.g. AUD or AUD). Exchange rates for a currency tend to rise when interest rates for that currency increase relative to interest rates for other currencies. A fall in USD relative to other currencies may negatively affect investment values and returns when measured in USD relative to the currency the investor is measuring their return in. Being an USD-denominated fund, the Trustee does not seek to hedge any currency exposures.
Credit and counterparty risk	Credit risk refers to the risk of loss to the Fund arising from the failure of a borrower or other party to a contract to meet its obligations. This may arise in derivatives, fixed interest securities and mortgage securities. Entry into transactions such as swaps creates counterparty risk. Substantial losses could be incurred if a counterparty fails to deliver on its contractual obligations, or experiences financial difficulties.

Type of risk	Description
Liquidity risk	<p>There are circumstances under which access to your money may be delayed. Further, the level of overall market liquidity is an important factor that may contribute to the profitability of the Fund and access to your money. Illiquid markets can make it difficult to trade profitably and to realise assets in a timely fashion. Many of the investments in your Account may be illiquid.</p>
Fund and regulatory risks	<p>There may be changes to the Fund at any time, including (but not limited to):</p> <ul style="list-style-type: none"> ▪ Closure or termination of the Fund; ▪ Changing the Fund or changing the rules that govern the Fund (e.g. changing fees, notice periods or withdrawal processes). <p>There is also the risk that the value or tax treatment of either the Fund itself or investments of the Fund, or the effectiveness of the Fund's trading or investment strategy may be adversely affected by changes in government (including taxation) policies, regulations and laws, or changes in generally accepted accounting policies or valuation methods. In some cases these things can occur without prior notice to investors.</p>
Related party risk	<p>The Investment Manager has significant roles and responsibilities in relation to the Fund. It may be a related party to the Trustee. There is a risk that decision-making between the entities may not be impartial. This may adversely affect the interests of the Investors. However, as the trustee of the Fund and an Australian financial services licensee, the Trustee is required to act in the best interest of the Investors and has in place procedures and mechanism to control and manage the conflict of interest. The Investment Manager also manages such risks and potential conflicts of interest by adhering to the procedures and mechanism to control and manage the conflict of interest consistent with the Trustee's. The Trustee and the Investment Manager intend to transact with each other on arm's length basis.</p>

Section 4 Making an investment

Making an investment

To invest you need to complete the Application Form and send it to us with your Application Monies. The investor must be Wholesale or Sophisticated Investors only. Payments can be made by bank or wire transfer to:

Bank Info	National Australia Bank
Account Name	Sapien Group USD Acct
BSB:	082-039
Account Number:	SAPINUSD01
SWIFT Code:	NATAAU3303M
Transfer Note:	Sapien Linqto Victory Fund

We will confirm with you if we accept your Application. If for any reason Trustee is unable to process your Application (e.g. if your Application is incorrectly completed), we may hold your Application for up to two weeks (while we resolve any outstanding items) in which case your Application Monies will be held in our trust account. If your Application is not processed by the expiration of two weeks, your Application Monies may be returned to you without interest.

The minimum amount requirement may be waived at our discretion. We may also establish higher minimum investment amounts or reject an application for investment at our discretion. Applicants must contact the Investment Manager (contact details are on the inside back cover) for instructions before investing via bank transfer. Applications will generally be processed as at the five business days of the receipt of Application Monies.

Section 5 Fees and charges

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money or from the returns on your investment or from the Fund assets as a whole. You should read all of the information about fees and charges, as it is important to understand their impact on your investment.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund		
Management fee	2% p.a.	Upfront, then annually for the duration of the Investment.
Performance fee	20% on profits upon investment liquidation or Fund closure.	Upon liquidation of investment or Fund closure.

Additional explanation of fees and costs:

Management costs: Management costs are the additional fees or costs that an investor incurs by investing in the Fund rather than investing directly in the underlying assets. These costs include the base annual fee, management fee, performance fee and third-party expense recoveries.

Management fee: This is the fee the Investment Manager charges for operating the respective funds and managing the investments. This fee is calculated as a percentage of the investor principal and is paid quarterly in arrears from the assets of the Fund.

Performance fee: In addition to the management fee, the Investment Manager is entitled to receive a performance incentive ("Performance Fee") normally calculated as a percentage of the total return to investors after an investor has received an annual return (after fees and expenses) of a hurdle rate in a financial year (the "Hurdle"), or pro-rata in the case of an investment issued during a financial year. The actual Hurdles will be specified in your Term Sheet.

The Performance Fee will be accrued quarterly on the Fund value and paid subsequent to 30 June each year and is based on the Net Asset Value of the Fund at the relevant calculation date. The Performance Fee is subject to both a High Watermark and a Hurdle. The High Watermark is the previous highest Net Asset Value for the Fund immediately after payment of a Performance Fee (or if none has been paid, the initial investment amount into the Fund), adjusted for distributions and Performance Fees previously paid. Should the Net Asset Value fall below the highest Net Asset Value upon which a Performance Fee has previously been paid, no further Performance Fee is payable until the loss has been fully recovered.

Third Party costs: Third party costs necessary for operating the Fund may include: Directors and Officers and public liability insurances, fund legal and establishment costs, any state or federal taxes including GST, external auditor fees, indemnification of the investment manager from Fund assets for any litigation costs which are not due to fraud, malfeasance or gross negligence of the manager, etc.

Government charges: Government taxes such as stamp duties and GST are applied to your investment as appropriate.

See Section 6 for more information concerning the application of tax to your investment.

Goods and services tax: All fees quoted in this IM are quoted exclusive of GST. The Fund may not be entitled to claim a full input tax credit in all instances.

Changes to fees: The fees are current as at the preparation date of this IM and exclude GST less any reduced input tax credits that may be claimed by the Fund. Fees and costs can change without your consent. Reasons might include changing economic conditions and changes in regulation. However, we will give 30 days' notice to any increase in fees.

Waiver, deferral or rebate of fees: We and the Investment Manager may, in our absolute discretion, accept lower fees and expenses than we are entitled to receive, or may defer payment of those fees and expenses for any time. If payment is deferred, then the fee will accrue until paid. In addition, we and the Investment Manager may waive, negotiate or rebate our fees, for example, in the case of a large investment amount.

Section 6 Additional information

Taxation

It is likely that you will need to pay tax in relation to your investments held in the Fund.

It is important that you seek professional advice before you invest or deal with your investment.

You may be liable for income tax in respect of your investments in the Fund, but you might be able to claim some tax credits or have the benefits of some concessions. Your tax liability ultimately depends on your circumstances, including whether you are an Australian resident for tax purposes. You should obtain your own independent taxation advice prior to making any investment decisions.

Email instruction conditions for investors

An initial Application will only be accepted if it is an original document. However Trustee offers an email instruction service which allows you to email instructions about your account. These services can save you time and allow you to use your Account more effectively. By using the email instruction service you release Trustee from, and indemnify Trustee against, all losses and liabilities arising from any payment made or action taken on any instruction that is received by email and that bears your account number and a signature which appears to be yours or that of an authorised signatory on your Account. You also agree that neither you, nor anyone claiming through you, has any claim against Trustee in relation to any such payments or actions.

If you do not want the email instructions service to apply to your Account, you must notify the Trustee in writing. There is a risk that fraudulent email withdrawal requests can be made by someone who has access to your account number and a copy of your signature. The Trustee may vary these terms at any time.

The role of the Trustee

Trustee is the Trustee of the Fund. Trustee is regulated principally by ASIC under the Corporations Act and is also subject to the general law as it applies to trusts and trustees.

The Constitution

The rights and obligations of investors are governed by the Constitution of the Fund and this IM, but are also affected by the general law relating to trusts and, where applicable, the Corporations Act, exemptions and declarations issued by ASIC. To the extent that there is any inconsistency between the IM and the Constitution, the terms of the Constitution prevail.

The Constitution grants Trustee rights to be paid fees and expenses and be indemnified from the Fund. It governs (amongst other things) Trustee's powers (which are very broad), investor meetings and Fund issue, pricing and withdrawal, as well as what happens if the Fund terminates. The Trustee will indemnify the Investment Manager for any litigation or compliance costs required under Australian law, except for any act of negligence, fraud or malfeasance found to have been committed by the Investment Manager.

The Constitution limits Trustee's need to compensate you if things go wrong. Generally, Trustee is not liable in equity, contract, tort or otherwise to investors for any loss suffered in any way relating to the Fund.

The Constitution also contains a provision that it alone is the source of the relationship between you and Trustee and not any other laws (except, of course, those laws that cannot be excluded).

Trustee must have investor approval to make changes to the Constitution which adversely affect investors' rights. You can obtain a free copy of the Fund's Constitution by calling the Trustee.

Monies received

All monies received by Trustee from you will be held in a regulated trust account until the Fund is issued to you. You are not entitled to any interest earned on money held in trust for you. Any such interest will be retained by Trustee.

Dealing with related parties

When Trustee invests for the Fund it deals with professional organisations in the execution of transactions. These organisations may include a related body corporate of Trustee. Trustee can trade investments through, or with, related or associated companies unless Trustee believes that the investments are not in the best interest of investors. These companies may receive commissions at prevailing market rates for the execution of transactions.

Labour standards, environmental, social and ethical considerations

Trustee does not take into account labour standards or environmental, social or ethical considerations in determining the selection, retention or realisation of the assets of the Fund.

Privacy policy

Trustee and Sapient collects personal information from you in order to administer your investment, to liaise with your financial adviser and to conduct research. Trustee and Sapient may also tell you about other products and services offered, or distributed, by Trustee or Sapient. You should advise Trustee and Sapient if you do not want your personal information to be used in this way. You are entitled to view your personal information we hold. If you think that records kept by Trustee or Sapient are wrong or out of date – particularly your address or email address – please contact Trustee or Sapient so that the records can be corrected.

In order to meet the requirements of anti-money laundering, counter-terrorism and taxation legislation, Trustee or Sapient may require further information from you as to your identity or source of funds. If you do not provide this information, Trustee or Sapient may not be able to process your transactions.

Trustee and Sapient will not share any information that we have about you unless:

- you agree;
- the law requires Trustee to, or a regulator requests;
- Trustee considered that they need the information; or
- to administer your investment.

If you do not provide Trustee or Sapient with your contact details and other personal information that we ask for, we may not be able to have or keep you as an investor.

Complaints

If you have a complaint or concern, please contact Trustee either by phone or in writing. Trustee will always acknowledge any written complaint within 14 days of receipt and will attempt to resolve the complaint within 45 days.

For trustee-related issues or complaints:

Sapien Capital Partners Ltd (ACN: 088810860)

For investment manager-related issues or complaints:

Sapien Asset Management Pty Ltd (ACN: 639585274)

Address:

HQ Office: Level 9, Tower B, The Zenith, 821 Pacific Highway, Chatswood, NSW 2067, Australia

Email: spv_funds@sapiengroup.co

Section 7 Glossary

Terms used in this Product Disclosure Statement have the following meanings:

Term	Meaning
Account	means an investment in the Sapien Linqto Victory Fund
AFSL	Australian financial services licence
Applicant	a person who submits an Application
Application	an application under this IM
Application Form	the application form accompanying to this IM
Application Monies	monies lodged with an Application
ASIC	the Australian Securities and Investments Commission
Banking Day	means a day that banks are open for business in Sydney and Melbourne
Break Costs	means the economic cost to the Trustee of unwinding an Investment in the Fund
Constitution	The trust deed governing the Fund, as amended from time to time
Corporations Act	Corporations Act 2001 (Cth), as its regulations, as amended from time to time
Financial Adviser	in respect of an Investor, the Financial Adviser notified on their Application Form (as subsequently amended by notice in writing)
Fund	Sapien Linqto Victory Fund
IM	This information memorandum, as amended or updated from time to time
Investment Manager or Sapien	Sapien Asset Management Pty Ltd (ACN: 639585274), Corporate Authorised Representative of Australian Financial Services Licensee 238128
Investor	the holder of an Account, as recorded in the Fund register
Performance Fee	the performance fee charged by the Investment Manager, as set out in Section 5
Relevant Party	each of the Trustee and any other person which is a party to any part of an investment arrangement comprising (amongst other things) investments in the Fund
RTGS	real time gross settlement
Trustee	Sapien Capital Partners Ltd (ACN: 088810860, AFSL: 238128)
Term Sheet	A term sheet prepared by us and signed by you in relation to your investment in the Fund
Wholesale Clients	<p>Any of the following investors will be a "Wholesale Client":</p> <ul style="list-style-type: none"> a person that invests \$500,000 or more (<i>Note: One may aggregate amounts invested at or about the same time by the person, an associate of the person or a body corporate controlled and wholly owned by the person, in products within the same class offered by the same issuer</i>) "Superannuation-sourced monies" cannot form part of the \$500,000. Superannuation sourced monies are monies which the applicant knows the superannuation trustee will pay to a person as a superannuation lump sum or has been paid as an eligible termination payment or lump sum superannuation benefit during the previous 6 months;

Term	Meaning
	<ul style="list-style-type: none"> ▪ a person that can demonstrate, by way of an accountant's certificate that is not more than 2 years old, that the person has net assets of at least \$2.5 million or a gross income for each of the last 2 financial years of at least \$250,000 <i>Note: In determining whether the person has net assets of at least \$2.5 million, the net assets or gross income (as relevant) of a company or trust controlled by the person may be included. If the person qualifies as a wholesale client under this test, then a company or trust controlled by the person who has a certificate from a qualified accountant is also a wholesale client (regardless of the financial position of the company or trust).</i> ▪ a financial services licensee ▪ a person who is regulated by APRA, other than a trustee of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme ▪ a person registered as a body under the Financial Corporations Act 1974 (Cth) ▪ a person who is the trustee of a superannuation fund, an approved deposit fund, a pooled superannuation trust or a public sector superannuation scheme and the fund, trust or scheme has net assets of at least \$10 million ▪ a person that has or controls at least \$10 million (including any assets held by an associate or under a trust that the person manages) ▪ a person who is a listed entity, or a related body corporate of a listed entity ▪ a person who is an exempt public authority ▪ a person who is a body corporate or an unincorporated body that carries on a business of investment in financial products, interests in land or other investments, and for those purposes invests funds received following an offer or invitation to the public where the terms of the offer provided for the funds subscribed to be invested for those purposes ▪ a related body-corporate of any body-corporate that is a wholesale client ▪ a person who is a foreign entity that, if established or incorporated in Australia, would be covered by one of the preceding categories of wholesale client (apart from the first two categories) ▪ a person that is a business other than a small business ▪ <i>Note generally a business is a small business if it employs less than 20 people. However, a manufacturing business is a small business if it employs less than 100 people</i> ▪ a person that a financial services licensee is satisfied has previous experience in using financial services and investing in financial products that allows the person to assess the merits, value and risks of the investment (amongst other things), and the licensee gives the person a statement of its reasons for being satisfied as to those matters and the person signs an acknowledgement