

KiwiWRAP KiwiSaver Scheme

Product Disclosure Statement

22 February 2023

Issued by Consilium NZ Limited

This is a replacement Product Disclosure Statement, which replaces the Product Disclosure Statement dated 31 March 2021.

This document gives you important information about this investment to help you decide whether you want to invest.

There is other useful information about this offer on www.disclose-register.companiesoffice.govt.nz. Consilium NZ Limited has prepared this document in accordance with the Financial Markets Conduct Act 2013. You can also seek advice from a financial adviser to help you to make an investment decision.

KiwiWRAP

01 Key information summary

What is this?

This is a managed investment scheme. Your money will be pooled with other investors' money and invested in various investments. Consilium NZ Limited (Consilium, we or us) will invest your money and charge you a fee for our services. The returns you receive are dependent on the performance of the investments you have selected.

The value of those investments may go up or down. The types of investments and the fees you will be charged are described in this document.

WARNING

The law normally requires people who offer financial products to give certain specified information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

The usual disclosure rules do not apply to this offer because there is an exemption for offers of investments in Personal Plans. When you invest in a Personal Plan, you choose the investment options you want in your Personal Plan from a list of options provided by Consilium. As a result of the exemption, you may not have information that allows you to easily understand the overall risks and fees that apply to your Personal Plan. You will also not be able to easily compare an investment in the Personal Plans with other similar managed funds.

Investments in Personal Plans will not be suitable for all retail investors. Unless you are an eligible investor, you are required to receive advice from an appropriately qualified and registered financial adviser before committing yourself. An appropriately qualified and registered financial adviser can help you understand your risk profile, assist you to select investments that are suitable for you, and assist you with determining your investment policy and objectives.

We recommend you ask questions and read all documents carefully.

What will your money be invested in?

The KiwiWRAP KiwiSaver Scheme allows you to select investments and build a portfolio that meets your investment objectives and risk profile under the advice of an Adviser. All references to Adviser within this document refer to an appropriately qualified and registered financial adviser who advises you on your investments in the Scheme under an agreement with Consilium.

You can select from any of the investments in the Investment Options Supplement (IOS).

The IOS can be found on the KiwiWRAP KiwiSaver Scheme website www.kiwiwrap.co.nz and on the Disclose Register www.disclose-register.companiesoffice.govt.nz, or from your Adviser.

The investments you can select from include a wide range of New Zealand and international managed funds, bonds, non ASX/NZX listed shares, and non-NZX listed exchange traded funds (ETFs). Consilium is responsible for maintaining the IOS and it is updated at least annually.

The IOS details the available investments, a description of each of them, the estimated total annual fund charges for each investment, whether a performance fee is applicable and a link to find out more information on the specific investment.

Investments are NOT eligible for the IOS if they fall into any one of the below categories:

- Is a direct listed ASX/NZX company or NZX listed exchange traded fund
- Is a managed fund with a total estimated fund charge (excluding any performance fees) of greater than 1.25% per annum
- Is an investment that has a standard redemption timeframe of more than eight business days
- Is an investment that makes margin calls, such as a private equity fund
- Any other reason that Consilium deems appropriate

Consilium may change the eligibility requirements from time to time.

Investments not contained in the IOS cannot be held within a Personal Plan. Should an investment be removed from the IOS, your Adviser will arrange with you for it to be sold and its proceeds re-allocated according to your replacement Investment Direction within 21 business days.

Who manages the KiwiWRAP KiwiSaver Scheme?

Consilium NZ Limited is the Manager of the KiwiWRAP KiwiSaver Scheme.


 See section 7 'Who is involved?' for more information.

How can you get your money out?

KiwiSaver is a long term retirement savings vehicle. You can usually begin withdrawing your KiwiSaver savings when you turn 65. In limited circumstances you may be able to withdraw some or all of your KiwiSaver savings early, including for:


- A first home purchase
- Significant financial hardship
- Serious illness or life-shortening congenital conditions
- Permanent emigration
- Deceased member

There are requirements that need to be met for these withdrawals and not all funds may be accessible.

 See section 2 'How does this investment work?' for more information on withdrawal restrictions.

How will your investment be taxed?

The KiwiWRAP KiwiSaver Scheme is not a portfolio investment entity (PIE). Taxable income from your investments in the Scheme are taxed at a flat rate of 28%.

 See section 6 'What taxes will you pay?' for more information.

Where can you find more key information?

Consilium will produce and provide you with personalised quarterly reports for your Personal Plan. The report will show your current personalised risk indicator, the return for the previous 12 month period and fees charged, among other things. Your personalised quarterly reports will be available within 20 business days of the end of each calendar quarter, with new and historical reports accessible to you at any time through your investor login. Due to the nature of the Scheme, quarterly fund updates are not required to be produced, however, an annual report will be produced.

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02 How does this investment work?

The KiwiWRAP KiwiSaver Scheme is a KiwiSaver scheme registered under the Financial Markets Conduct Act 2013 (often called the FMC Act). The Scheme is designed to help you save for your retirement. The KiwiWRAP KiwiSaver Scheme can only be accessed through an Adviser. If you are an eligible investor under the FMC Act and have provided us with the required documentation, you can access the Scheme without receiving personalised financial advice, but you will still require an Adviser to implement and monitor your Personal Plan.

This Product Disclosure Statement (PDS) is an offer of membership into the Scheme. The Scheme does not make any distributions and there are limited ways in which funds can be accessed.

 See 'Withdrawing your investments' on page 3.

The KiwiWRAP KiwiSaver Scheme is a trust, governed by a trust deed between Consilium and Trustees Executors as the Supervisor.

All capitalised terms in this document have the same meanings as defined for them in the KiwiWRAP KiwiSaver Scheme Trust Deed.

The KiwiWRAP KiwiSaver Scheme allows you to work with an advice professional, who can manage your KiwiSaver savings alongside your other investments, in one place.

Only Advisers that have an agreement with Consilium can provide access to the KiwiWRAP KiwiSaver Scheme.

Consilium establishes and maintains an IOS that contains the authorised investment list from which you, working with an Adviser, can design your own investment portfolio.

Your Adviser will consider your personal circumstances, appetite for risk and long term goals, and develop a statement of advice. Your statement of advice will contain your Investment Direction, which is the details of the investments you have selected and the proportion in which they will be held. You and your Adviser will agree a fee for this service.

The investments are held in the name of FNZ Custodians Limited as the Custodian for the Scheme. This is called your Personal Plan. You can view your Personal Plan balance by logging into Consilium Wrap, a custody and administration system powered by FNZ Limited.

Through your Consilium Wrap login, you have full visibility of investment holdings and fees at all times. You can also create and access portfolio reporting at any point in time.

Like any other KiwiSaver scheme, your own contributions and those from your employer (if applicable) are managed by the Scheme.

Scheme assets are held collectively by the Custodian, but each Personal Plan is recorded separately.

As the Scheme is not unitised, the value of your Personal Plan is the market value of the investments held, less any fees and taxes owed. The assets of one Personal Plan are not available to be used to meet the liabilities of another.

Joining the Scheme

To join the Scheme, you must:

- Contribute a minimum initial balance of \$50,000 New Zealand dollars. This may be either through a transfer from another provider or through an initial contribution; and
- Have engaged an Adviser that has an agreement with Consilium to access the Scheme (even if you are an eligible investor); and
 - » Be an existing KiwiSaver member; or
 - » Be a New Zealand citizen who is entitled to membership, and living in, or normally living in New Zealand (with some exceptions)

To be classified as an eligible investor, you must provide an eligible investor certificate which is available at www.kiwiwrap.co.nz.

Unless you are an eligible investor, your Adviser must have given you personalised financial advice and a statement of advice containing your Investment Direction.

Making investments

You can contribute to your Personal Plan in a number of ways. If you are already a member of another KiwiSaver scheme when you join the KiwiWRAP KiwiSaver Scheme, the balance from your existing scheme provider will be transferred. You can only be a member of one KiwiSaver scheme at any time.

If you are employed, you can choose to contribute a regular amount of 3%, 4%, 6%, 8% or 10% of your before tax income (a default rate of 3% applies if no election is made). The rate at which you are contributing can be changed. You can also apply for a savings suspension 12 months after your first KiwiSaver contribution is paid to the Inland Revenue Department (IRD) (unless you are in financial hardship).

If you are contributing, your employer is also required to contribute 3% of your before tax income to your KiwiSaver account (this contribution is subject to employer superannuation contribution tax (ESCT)). Your employee and employer contributions are paid to the IRD by your employer who will then pass these onto the Custodian for the Scheme, FNZ Custodians Limited, to be invested on your behalf in accordance with your Investment Direction. Any interest earned on contributions while they are with the IRD will also be passed on to FNZ to be invested.

The government is also required to pay a contribution if you are contributing and aged between 18 and 65.

In some circumstances, if you are aged 65 or over, joined KiwiSaver prior to 1 July 2019, and have not been a KiwiSaver member for five years, you will also be eligible for the government contribution. If you are eligible for a government contribution, the government will pay 50 cents for every dollar you contribute, up to a maximum payment of \$521.43 per year.

This means that you must contribute \$1,042.86 annually to qualify for the maximum government contribution of \$521.43.

You can also make voluntary one off or regular contributions at any time, including if you are self-employed.



For more information on contributions, visit <https://www.ird.govt.nz/kiwisaver>.

Withdrawing your investments

KiwiSaver is a long term retirement savings vehicle and funds can only be accessed in specific circumstances.

You can access your funds when you reach the qualifying age for New Zealand superannuation (currently 65).

If you are not yet at the qualifying age, the table below summarises the circumstances in which a withdrawal may be possible in accordance with the KiwiSaver Act 2006.



See the Other Material Information document for full details of the withdrawal requirements.

Withdrawal type	Your contributions and returns	Your employer's contributions and returns	Government contribution	Government kick-start payment (if any)	Superannuation savings transferred from Australia ²
Retirement (having reached qualifying age of 65)	✓	✓	✓	✓	✓
Buying your first home ¹	✓	✓	✓		
Serious illness	✓	✓	✓	✓	✓
Significant financial hardship	✓	✓			✓
Permanent emigration	✓	✓		✓	
Deceased member	✓	✓	✓	✓	✓
Transfer to another KiwiSaver scheme	✓	✓	✓	✓	✓
To pay tax which arises from a foreign superannuation scheme withdrawal	✓	✓			
Life-shortening congenital condition	✓	✓	✓	✓	✓
Retirement withdrawal of Australian superannuation savings from age 60 ³					✓

¹ You must maintain a minimum \$1,000 balance when making a first home withdrawal. There are some circumstances where you may be able to use your KiwiSaver savings if you have owned a home before. Please refer to www.kaingaora.govt.nz.


² Funds transferred from an Australian complying superannuation scheme

³ You will also need to meet the Australian definition of retired

An order from the New Zealand courts can also require you to withdraw from your Personal Plan.


For more details on withdrawals, refer to the Other Material Information document or ask your Adviser.

For early withdrawals, you will be required to complete the necessary forms. Depending on the type of withdrawal, we may require supporting documentation from you.

 Withdrawal forms and details of supporting documents can be found at www.kiwiwrap.co.nz.

How to switch between investments

Because the investments in the KiwiWRAP KiwiSaver Scheme are selected by you, you can change some, or all, of your investments at any time. Consilium does not charge a fee for this service, but it is likely there will be transaction costs. Your Adviser will provide you with the details of these. Any change in underlying investments in your Personal Plan constitutes a change in Investment Direction. You will need to provide your Adviser with a written instruction for every change. Your Adviser cannot charge an additional fee for changes in Investment Direction through the Scheme. The investments you choose may only be from the IOS.

 See the Investment Options Supplement (IOS) for the list of investment options.

03 Description of your investment options

The IOS contains the list of investments your Personal Plan can invest in with advice from your Adviser.

The investments you can select from include a wide range of New Zealand and international managed funds, bonds, non-ASX/NZX listed shares and exchange traded funds.

The IOS is updated annually by Consilium's investment team to ensure the details of the investments are up to date and that the investments are still eligible. The IOS may also be re-published quarterly if an Adviser has requested an investment to be added.


The IOS details the available investments, a description of each, the estimated total annual fund charges for each investment, whether a performance fee is applicable, and a link to find out more information on the specific investment.

Investments are not eligible to be included in the IOS if they fall into any one of the following categories:

- Is a direct listed ASX/NZX company or NZX listed exchange traded fund
- Is a managed fund with a total estimated fund charge (excluding any performance fees) of greater than 1.25% per annum
- Is an investment that has a standard redemption timeframe of more than eight business days
- Is an investment that makes margin calls, such as a private equity fund
- Any other reason that Consilium deems appropriate

Consilium may change the eligibility requirements from time to time.

Investments not contained in the IOS cannot be held in your Personal Plan. Should an investment be removed from the IOS, your Adviser will arrange with you for it to be sold and its proceeds re-allocated according to your replacement Investment Direction within 21 business days. If an investment is illiquid at the time it is removed from the IOS, it may be Side-Pocketed.

 See the Other Material Information document for more information about Side-Pocketing.

The design of your Personal Plan will also be subject to the Plan Investment Methodology described in the Other Material Information document.

You will not be notified when the IOS is updated unless you hold an investment that can no longer be held, in which case your Adviser will contact you.

The current IOS is available from your Adviser, from the KiwiWRAP KiwiSaver Scheme website www.kiwiwrap.co.nz and on the Disclose Register www.disclose-register.companiesoffice.govt.nz.

Consilium does not guarantee the performance of any investment, nor give financial advice. Consilium has no liability to Members for any losses incurred due to the removal of an investment from the IOS.

Responsible investment, including environmental, social, and governance considerations, is not taken into account in the investment policies and procedures of the Scheme as at the date of this PDS. Your Adviser will consider your responsible investing preferences when recommending investments for your Personal Plan.

04 What are the risks of investing?

To help you clarify your own attitude to risk, unless you are an eligible investor, you must seek financial advice from an appropriately qualified and registered financial adviser. In addition, you may work out your risk profile at www.sorted.org.nz/tools/investor-kickstarter.

Where an investment you have selected is one that issues its own fund updates, the latest risk indicator for the investment is included in that fund update. The IOS contains a link to the fund manager's website where these updates can be found. Your Adviser will provide you with a risk indicator in relation to your Personal Plan.

General investment risks

Investing through this product has risks. All investments have a degree of risk. The value of your financial products may go down as well as up. You may not achieve the returns you expect and may not receive all your investment back. When investing in any combination of bond, property or equity investments, you are exposed to varying degrees of risk.

For short or long time periods, portfolio returns can be negative, so it is important that you and your Adviser carefully consider your attitude to risk and investment time frame before investing.

The general risks that Members may be exposed to are:

Market risk

The possibility that you experience losses due to economic conditions or other factors that affect the overall performance of financial markets, such as global events like the COVID-19 pandemic.

Currency risk


The risk that the New Zealand dollar value of an investment denominated in a foreign currency is affected by the movement in the relevant exchange rate.

Regulatory risk

The risk that future regulatory or taxation changes may affect the value of the investments held. Your Adviser should remain up to date with the prevailing regulatory and taxation environment and discuss with you if any changes occur.

Credit risk

The risk of any investment in the portfolio becoming insolvent and being placed in receivership, liquidation or statutory management, or being otherwise unable to meet its financial obligations. If this occurs, you may not recover the full amount of the investment made. If an investment becomes insolvent, it may be Side-Pocketed.

 See the Other Material Information document for more information about Side-Pocketing.

Investment selection risk

Each investment in the IOS has different levels of risk. A Personal Plan containing riskier assets will experience larger up and down movements in value. Your Adviser will help you determine the appropriate level of risk and is responsible for monitoring this.

Time horizon risk


As KiwiSaver is a long term retirement savings vehicle, most Members invest for the long term. However, under certain circumstances you may withdraw early. There is a risk that the investments you have selected are not appropriate for this shortened time horizon.

Concentration risk

There is a risk that you may over concentrate your Personal Plan into a specific investment or industry. This means your Personal Plan may not be sufficiently diversified and subject to a greater level of volatility.

Liquidity risk

Whilst the IOS requires all investments to have a maximum redemption timeframe of eight business days, there is a risk that you will need to exit an investment at a time of lower liquidity meaning you may receive less in sale proceeds. If an investment becomes illiquid, it may be Side-Pocketed.

 See the Other Material Information document for more information about Side-Pocketing.

Other specific risks

Fund manager risk

When you select a managed fund to invest in, you are exposed to the investment style of the relevant fund manager, and to the risk that decisions made by the fund manager may not turn out positively.

Tax risk

Because taxable income generated by your Personal Plan is always taxed at 28%, there is a risk that you are paying higher tax than you would in a scheme with a PIE structure. Your Adviser will be able to inform you if this Scheme is right for you, from a tax perspective.

Adviser risk

Because you must receive personalised financial advice before joining the KiwiWRAP KiwiSaver Scheme (unless you are an eligible investor), there is a risk that your selected Adviser does not provide appropriate advice for your circumstances or adequately monitor your portfolio. Consilium takes steps to mitigate this risk by undertaking due diligence on Advisers, as well as account monitoring. However, it is expected that you undertake your own due diligence on the Adviser you are selecting.

While Consilium conducts due diligence on adviser firms before accrediting them, Consilium is not responsible for the personalised financial advice they provide.

05 What are the fees?

You will be charged fees for investing in the KiwiWRAP KiwiSaver Scheme. Fees are deducted from your investment and will reduce your returns.

The fees you pay will be charged in two ways:

- Regular charges (for example, annual fund charges and fees payable to your Adviser). Small differences in these fees can have a big impact on your investment over the long term
- One-off fees (for example, brokerage and currency conversion)



Information on the fees for each investment option can be found in the Investment Options Supplement.

Details of the fees actually charged to your Personal Plan in the most recent Scheme year will be provided to you in your personalised quarterly report.

Fees can be changed

The fees charged by the Scheme can be changed with written notice to you, subject to any maximum levels detailed in the Scheme's trust deed. The fees charged in respect of the investments in the Investment Options Supplement can be changed without notice.

06 What taxes will you pay?

The KiwiWRAP KiwiSaver Scheme is not a PIE. All taxable income is taxed at a flat rate of 28% within the Scheme and there will be no further tax to pay.

Tax can have significant consequences for your investment. It is important that if you have any queries relating to the tax consequences of the investments you are selecting, you obtain advice from your Adviser or a tax expert.

For further information on the tax consequences of investing in the Scheme, please refer to the Other Material Information document available on the Disclose Register www.disclose-register.companiesoffice.govt.nz or the Manager's website www.kiwiwrap.co.nz.

07 Who is involved?

About Consilium NZ Limited

Consilium NZ Limited is the Manager of the KiwiWRAP KiwiSaver Scheme. Consilium also provides Consilium Wrap, the custody and administration system powered by FNZ, that Members use to view their portfolios online and create reports.

Consilium can be contacted at:

209 Cambridge Terrace, PO Box 1106, Christchurch 8013 | Phone: 03 353 1007 | Email: support@consilium.co.nz

Who else is involved?

	Name	Role
Supervisor	Trustees Executors Limited	Supervises Consilium NZ Limited as the Manager
Custodian	FNZ Custodians Limited	Holds the assets of the Scheme on behalf of Members. In some markets, FNZ Custodians Limited may appoint a sub-custodian
Administration manager & registrar	FNZ Limited	Performs administrative functions for the Scheme, and is responsible for the performance of registry functions (some of which are delegated to Trustees Executors Limited)

Advisers that have entered into an Adviser Business Agreement with the Manager also play an integral role in relation to the Scheme by providing financial advice to inform your investment selections, and in using Consilium Wrap to instruct the Custodian to implement your Investment Direction.

Your investment in the Scheme isn't guaranteed by Consilium, Trustees Executors Limited, FNZ Limited, FNZ Custodians Limited, any of their directors or any other persons. The government doesn't guarantee any KiwiSaver scheme or any member's balance in any KiwiSaver scheme.

08 How to complain

Consilium has an internal complaints process.

Complaints may be made to:

Who: General Manager - Legal, Risk and Compliance
Where: Consilium, Ground Floor, 209 Cambridge Terrace
PO Box 1106, Christchurch
Phone: 03 353 1007 | Email: support@consilium.co.nz

We are a member of the Insurance and Financial Services Ombudsman (IFSO) disputes resolution scheme.

If you are not happy with the handling of a complaint or the resolution offered, you can refer your complaint to IFSO at <https://www.ifso.nz/make-a-complaint>.

The IFSO scheme is a free and independent service to help resolve disputes with financial service providers.

IFSO can be contacted at:

Where: Insurance and Financial Services Ombudsman
PO Box 10-845, Wellington 6143
Phone: 0800 888 202 | Email: info@ifso.nz

You can also complain to the Supervisor at:

Who: Trustees Executors Limited
Where: Level 11, 51 Shortland Street
PO Box 4197, Auckland 1140
Phone: 0800 878 783 | Email: complaints@trustees.co.nz

The Supervisor is a member of an approved dispute resolution scheme operated by Financial Services Complaints Limited (FSCL).

If your complaint to the Supervisor has not been resolved you can refer it to FSCL.

FSCL can be contacted at:


Where: Financial Services Complaints Limited
4th Floor, 101 Lambton Quay
PO Box 5967, Wellington 6145
Phone: 0800 347 257 | Email: complaints@fscl.org.nz

FSCL will not charge a fee to investigate or resolve a complaint.

09 Where can you find more information?

Further information relating to the Scheme (e.g. financial statements, annual reports and the Trust Deed) is available on the offer register and the scheme register at www.disclose-register.companiesoffice.govt.nz. A copy of information on the offer register or scheme register is available on request to the Registrar.

The annual report, the IOS and other information relating to the KiwiWRAP KiwiSaver Scheme is available free of charge on our website www.kiwiwrap.co.nz, or by request to us in writing or by phone. Your Adviser will also be able to provide you with copies of these documents.

 You can view your Personal Plan at any time by logging in to <https://my.consiliumwrap.co.nz> and navigating to 'Documents'.

Your personalised quarterly reports can be found in your login or by request from your Adviser or Consilium.

10 How to apply

You can apply to join the Scheme through an Adviser. Your Adviser will obtain the required information and documents from you and send them to Consilium.

By applying to join the Scheme, you give your consent for Consilium to conduct electronic identity verification checks before any membership is authorised. For more information on these checks, speak with your Adviser.

KiwiWRAP 

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