

ANNUAL REPORT

For the year ended 31 March 2017

DEVON FUNDS

Details of the Scheme

Name of the Scheme

DEVON INVESTMENT FUNDS SCHEME (**Scheme**)

The Scheme comprises the following six Devon Funds as at 31 March 2017:

- Devon Alpha Fund
- Devon Australian Fund
- Devon Diversified Income Fund
- Devon Dividend Yield Fund (previously known as Devon Equity Income Fund)
- Devon Global Themes Fund
- Devon Trans-Tasman Fund

(each a **Fund** and together the **Funds** or **Devon Funds**)

Type of Scheme

The Scheme is a registered Managed Investment Scheme (MIS) which is an “other” managed fund i.e. a managed fund that is not a KiwiSaver scheme, workplace savings scheme or superannuation scheme.

Manager

Devon Funds Management Limited (**Devon**)

Supervisor

Trustees Executors Limited

Product Disclosure Statement

The current Product Disclosure Statement for the Devon Funds is dated 30 September 2016 and is open for applications.

Fund Updates

The latest Fund Updates for each of the Devon Funds are for the quarter ended 30 June 2017 and were made publicly available on 27 July 2017. Copies of these can be found on the offer register www.companiesoffice.govt.nz/disclose.

Financial Statements and Auditor's report

The financial statements and auditor's report for the Scheme for year ending 31 March 2017 (the **Accounting Period**) have been lodged with the Registrar of Financial Service Providers. A copy of these can be accessed on the scheme register www.business.govt.nz/disclose.

The auditor's report did not contain any materially adverse findings nor was it qualified or modified in any respect.

Information on contributions and scheme participants

There were six managed investment products on issue throughout the Accounting Period.

The table below sets out the number of units on issue in each Fund at the start and at the end of the Accounting Period.

Fund	Units on issue	Units on issue
	as at 1 April 2016	as at 31 March 2017
Devon Alpha Fund	62,671,003.75	62,641,072.28
Devon Australian Fund	34,871,772.08	22,669,312.71
Devon Diversified Income Fund	945,295.91	3,557,283.26
Devon Dividend Yield Fund	25,363,846.93	40,651,908.42
Devon Global Themes Fund	19,500,610.17	18,985,734.48
Devon Trans-Tasman Fund	35,198,709.12	34,116,088.86

Changes relating to the scheme

There have been no material changes to the nature of the scheme, the investment objectives and strategy, or the management of the scheme over the Accounting Period.

No related party transactions were entered into during the Accounting Period that were not on arm's length terms.

Other information for particular types of managed funds

The table below sets out the unit prices for the Funds at the start and at the end of the Accounting Period.

Fund	Unit price (\$)	
	as at 1 April 2016	as at 31 March 2017
Devon Alpha Fund	1.5705	1.5918
Devon Australian Fund	1.2908	1.4375
Devon Diversified Income Fund	1.5314	1.5378
Devon Dividend Yield Fund	1.831	1.8765
Devon Global Themes Fund	2.1386	2.5385
Devon Trans-Tasman Fund	3.4848	3.7088

Changes to persons involved in the scheme

Manager

Devon Funds Management Limited was the manager during the Accounting Period.

There were no changes to the directors of Devon during the Accounting Period.

Mel Firmin was replaced by Slade Robertson as Managing Director of Devon on 1 March 2017, but remains on the board of directors. There were no other changes to key personnel of Devon during the Accounting Period.

Supervisor

Trustees Executors Limited was the supervisor throughout the Accounting Period.

The Board of Trustees Executors Limited at 31 March 2017 comprised:

- David Neidhart
- Robert Russell

During the Accounting Period, the Supervisor had the following Board changes:

- Peter Metz ceased to be a director on 6 May 2016.
- Paul Hocking ceased to be a director on 7 December 2016.

Since the end of the Accounting Period, Andrew Scott-Howman was appointed as a director on 24 April 2017.

Administration Manager and Securities Registrar

MMC Limited was the administration manager and securities registrar for the Scheme throughout the Accounting Period.

Custodian

During the Accounting Period, BNP Paribas Fund Services Australasia Pty Limited acted as the custodian to the Scheme.

Auditor

PwC was the auditor to the Scheme throughout the Accounting Period.

How to find further information

Further information relating to the Scheme and the Funds including the Trust Deed, SIPO and financial statements is available on the offer register and the scheme register at www.business.govt.nz/disclose. A copy of information on the offer register or scheme register is available on request to the Registrar of Financial Service Providers. Information about the Funds and Devon, such as Fund Updates, Monthly Reports and the latest unit prices, can be found on the Devon website www.devonfunds.co.nz. You can obtain a copy of these documents, free of charge, from us using the contact details below.

See below how to obtain the latest information on the Funds.

Information	How to obtain
Fund Updates	Copies of the latest Devon Fund Updates are available on www.devonfunds.co.nz , on the offer register (OFR10754) at www.business.govt.nz/disclose or on request from us.
Product Disclose Statement (PDS)	A copy of the current Devon Funds PDS is available on www.devonfunds.co.nz , on the offer register (OFR10754) at www.business.govt.nz/disclose or on request from us.
Statement of Investment Policy and Objectives (SIPO)	A copy of the latest SIPO for the Devon Funds is available on the scheme register (SCH10753) at www.business.govt.nz/disclose or on request from us.
Other Material Information (OMI)	A copy of the latest Devon Funds OMI is available on the offer register (OFR10754) at www.business.govt.nz/disclose or on request from us.
Unit Prices	The latest unit prices are available on our website www.devonfunds.co.nz or on request from us.
Trust Deed	A copy of the Trust Deed is available on the scheme register (SCH10753) at www.business.govt.nz/disclose .
Financial Statements	A copy of the latest Financial Statements is available on the scheme register (SCH10753) at www.business.govt.nz/disclose .

Contact details and complaints

If you have any queries or complaints about the Scheme, you can contact Devon, in the first instance, or Trustees Executors Limited using the details provided below

Manager

Devon Funds Management Limited

Level 10, 2 Commerce Street

Auckland 1010

PO Box 105609

Auckland City 1143

Telephone: 0800 944 049

Email: compliance@devonfunds.co.nz

Please direct queries or complaints

to Niall Hartigan

Supervisor

Trustees Executors Limited

Level 7, 51 Shortland Street

Auckland 1010

PO Box 4197 Shortland Street

Auckland 1140

Telephone: 0800 809 962

Email: enquiries@trustees.co.nz

You may also contact the securities registrar using the following details:

MMC Limited

Level 13 Citigroup Centre, 23 Customs Street East

Auckland City 1010

PO Box 106 039

Auckland City

Auckland 1143

Telephone: 09 309 8926

Devon is a member of the Insurance & Financial Services Ombudsman Scheme (**IFSO**), an approved independent dispute resolution scheme for the purposes of the Financial Service Providers (Registration and Dispute Resolution) Act 2008. If you are not satisfied with the response received from Devon, you may refer the matter (free of charge), directly to the IFSO using the following details:

Insurance & Financial Services Ombudsman Scheme

PO Box 10-845, Wellington 6143

Telephone: 0800 888 202

Email: info@ifso.nz

Further information about referring a complaint to IFSO can be found at www.ifso.nz.

Alternatively, you can contact:

Financial Services Complaints Limited

Level 4, 101 Lambton Quay, Wellington 6011

PO Box 5967, Wellington 6145

Telephone: 0800 347 257

Email: info@fscl.org.nz or complaints@fscl.org.nz

Financial Services Complaints Limited (**FSCL**) is an independent dispute resolution scheme approved under the Financial Service Providers (Registration and Dispute Resolution) Act 2008.

Trustees Executors is a member of FSCL.

Further information about referring a complaint to FSCL can be found at www.fscl.org.nz. There is no cost to you in referring a complaint to FSCL.

**If you have any questions please contact us on +64 9 925 3990
or visit our website www.devonfunds.co.nz**