

# PERPETUAL WHOLESALE FUNDS

## Supplementary Product Disclosure Statement

### ABOUT THIS SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

This Supplementary Product Disclosure Statement number 1 (SPDS1) is to be read in conjunction with Product Disclosure Statement issue number 10 dated 1 May 2017 (PDS) for Perpetual Wholesale Funds.

From 23 October 2017, the Product Disclosure Statement for Perpetual Wholesale Funds comprises:

- the PDS
- this SPDS1.

### PURPOSE OF THIS SPDS1

The purpose of this SPDS1 is to:

- add Perpetual Wholesale High Grade Treasury Fund\* to the group of Funds offered in the PDS
- update relevant tax-related disclosures following our election into the Attribution Managed Investment Trust (AMIT) regime for each Fund for the 2017/2018 and subsequent financial years
- provide an updated application form to replace the original application form included in the PDS.

\* The constitution for Perpetual High Grade Treasury Fund allows for multiple unit classes. This SPDS1 offers investment in the 'Class R' units of that Fund under its Perpetual marketing fund name for this PDS. Any reference to Perpetual Wholesale High Grade Treasury Fund in this SPDS1 is a reference to Class R units in Perpetual High Grade Treasury Fund.

### WELCOME TO PERPETUAL WHOLESALE FUNDS

#### THE KEY BENEFITS OF INVESTING

#### ASSET CLASSES AVAILABLE

The following two new paragraphs are added under the 'Description of investment' for the 'Cash' asset class in 'The main asset classes' table on page 2 of the PDS.

Deposits are products offered by authorised deposit-taking institutions (ADIs). ADIs are regulated by the Australian Prudential Regulation Authority (APRA), which enforces standards designed to ensure that under all reasonable circumstances ADIs can meet their obligations to depositors.

Money market instruments are considered highly liquid fixed income instruments with a short maturity profile.

### SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT NUMBER 1 DATED 23 OCTOBER 2017

for Product Disclosure Statement issue number 10 dated 1 May 2017

Issued by Perpetual Investment Management Limited

ABN 18 000 866 535 AFSL 234426

Perpetual 

## FUND PROFILES

The following new profile for Perpetual Wholesale High Grade Treasury Fund is added to the 'Fund profiles' on pages 7-14 of the PDS.

	<b>FIXED INCOME</b>
	<b>PERPETUAL WHOLESALE HIGH GRADE TREASURY FUND</b>
<b>Registered managed investment scheme</b>	Perpetual High Grade Treasury Fund ARSN 098 496 998
<b>APIR code</b>	PER0562AU
<b>Commencement date</b>	March 2011 <sup>24</sup>
<b>Risk level</b>	1 – Very low
<b>Suggested length of investment</b>	One year or longer
<b>Distribution frequency and dates</b>	Quarterly – 31 March, 30 June, 30 September and 31 December
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>• provide investors with regular income by investing in deposits, money market and fixed income securities</li> <li>• outperform the Bloomberg AusBond Bank Bill Index on an ongoing basis (before fees and taxes).</li> </ul>
<b>Investment approach</b>	<p>The Fund invests in a diversified portfolio of securities. By investing in corporate debt, asset-backed and debt-like hybrid securities and discount securities, Perpetual aims to enhance returns while substantially retaining low-risk characteristics.</p> <p>Perpetual aims to enhance returns by:</p> <ul style="list-style-type: none"> <li>• considering a range of securities, providing they meet the minimum required credit rating</li> <li>• selecting securities that offer attractive yields relative to their risk</li> <li>• actively managing for changes in market-wide and security-specific credit margins</li> <li>• diversifying among different securities issued by various borrowers.</li> </ul> <p>Derivatives may be used in managing the Fund.</p>
<b>Investment guidelines</b>	Invest predominantly in investment grade securities <sup>3</sup> .

<sup>3</sup> See footnote 3 in the PDS for details.

<sup>24</sup> This is the commencement date for Class R units. Perpetual High Grade Treasury Fund commenced as a registered managed investment scheme in October 2001. A separate 'wholesale' class of units was originally and is currently offered to wholesale clients (as defined in the Corporations Act 2001) via Information Memorandum.

## FEES AND OTHER COSTS

### FEES AND OTHER COSTS

The two paragraphs in the 'Amount' column for 'Management costs' in the 'Fees and other costs' table on page 19 of the PDS are deleted and replaced with the following two paragraphs.

The estimated management cost ranges from 0.30% to 1.27% pa, depending on the Fund.<sup>1</sup>

The estimated management cost for each Fund is shown in the 'Estimated management costs' table on page 20 of the PDS and below in this SPDS1.

### ESTIMATED MANAGEMENT COSTS

FUND	MANAGEMENT FEE (% PA)	ESTIMATED PERFORMANCE FEES <sup>1</sup> (% PA)	ESTIMATED INDIRECT COSTS (% PA)		ESTIMATED TOTAL MANAGEMENT COST (% PA)
			ESTIMATED EXPENSE RECOVERIES <sup>2</sup>	ESTIMATED OTHER INDIRECT COSTS <sup>3</sup>	
Perpetual Wholesale High Grade Treasury Fund	0.30%	n/a	0.00%	0.00%	0.30%

Footnote 2 in the PDS is deleted and replaced with the following footnote 2.

- 2 Subject to footnotes 4 and 5 below, since we currently choose to pay normal operating expenses out of our management fee, these amounts represent any abnormal operating expenses recovered from the Funds for the financial year ended 30 June 2016 (except for Perpetual Wholesale High Grade Treasury Fund where the amount represents any abnormal operating expenses recovered from that Fund for the financial year ended 30 June 2017), which may vary in future years.

## MAXIMUM FEES AND CHARGES

The following row is added to the 'Maximum fees and charges' table on page 23 of the PDS.

### MAXIMUM FEES AND CHARGES

FUND	CONTRIBUTION FEE (%)	WITHDRAWAL FEE (%)	MANAGEMENT FEE (% PA)	PERFORMANCE FEE (%)
Perpetual Wholesale High Grade Treasury Fund	5.00%	5.00%	3.00% <sup>2</sup>	n/a

- 2 Calculated on the Fund's gross asset value.

## OPERATING YOUR ACCOUNT

### INVESTMENTS

#### BPAY

The following row is added to the 'BPAY biller codes' table on page 26 of the PDS.

#### BPAY BILLER CODES

FUND	BPAY BILLER CODE
Perpetual Wholesale High Grade Treasury Fund	313940

## ADDITIONAL EXPLANATION OF FEES AND COSTS

### MANAGEMENT COSTS

The following row is added to the 'Estimated management costs' table on page 20 of the PDS, with a consequential amendment to footnote 2.

## DISTRIBUTIONS

### DISTRIBUTION PAYMENT OPTIONS

The wording before the three dot points in the 1st paragraph on page 29 of the PDS is deleted and replaced with the following wording.

Your distributions for each Fund may be:

The 3rd paragraph on page 29 of the PDS is deleted and replaced with the following paragraph.

As the Funds have elected into the AMIT regime, there may be implications for distributions (see 'Tax' on page 31 for details).

## TAX

### ATTRIBUTION MANAGED INVESTMENT TRUST (AMIT) REGIME

The 2nd paragraph on page 31 of the PDS is deleted and replaced with the following paragraph.

We have elected into the AMIT regime for the Funds for the 2017/2018 and subsequent financial years.

### TAX POSITION OF THE FUNDS

The sub-sections 'Current tax law' and 'AMIT regime' on page 31 of the PDS are deleted and replaced with the following paragraph.

Investors will be subject to tax on the income of the Funds that is attributed to them under the AMIT rules each year ending 30 June. The amount attributed to an investor will be shown on their annual tax statement. If there is income of a Fund that is not attributed to an investor, the Fund will be subject to tax at the highest marginal tax rate (plus Medicare levy).

### AUSTRALIAN RESIDENT INVESTORS

#### DISTRIBUTIONS

The 2nd paragraph on page 31 of the PDS is deleted and replaced with the following paragraph.

The income of the Funds distributed to you must be included in your income tax return for the year of the entitlement even if the distribution is received or reinvested in the following year – see 'Annual tax statement' on this page.

The sub-heading 'AMIT regime' and the ensuing text ahead of the two dot points on page 31 of the PDS are deleted and replaced with the following text.

The AMIT rules also allow us to:

#### CAPITAL GAINS TAX

The paragraph on page 31 of the PDS is deleted and replaced with the following paragraph.

In addition to any realised net capital gains attributed to you, any withdrawal (including switching between Funds) or transfer of units in the Funds may create a taxable gain or loss, which will be treated as a capital gain or loss, or as ordinary income, depending on your circumstances.

## ANNUAL TAX STATEMENT

The paragraph on page 31 of the PDS is deleted and replaced with the following paragraph.

We'll issue annual tax statements, referred to as an AMIT Member Annual Statement (AMMA), for the Funds at the end of August each year, or shortly after. It will show the taxable and non-taxable components of the income attributed to you (which includes any distributions received or reinvested).

## NON-RESIDENT INVESTORS

The paragraph on page 31 of the PDS is deleted and replaced with the following paragraph.

Australian tax will be deducted from certain Australian sourced income and capital gains attributed to non-resident investors. Non-resident investors may also be subject to tax in the country they reside in, but may be entitled to a credit for some or all of the tax deducted in Australia.

## REPORTING

The opening paragraph on page 31 of the PDS is deleted and replaced with the following paragraph.

We are required to report to the ATO certain information relating to your investment in the Funds, including transactions and the income attributed to you.

## TAX FILE NUMBER (TFN)/ AUSTRALIAN BUSINESS NUMBER (ABN)

The 1st paragraph on page 32 of the PDS is deleted and replaced with the following paragraph.

Providing your TFN isn't compulsory but without it or the appropriate exemption information we have to withhold tax from the income attributed to you at the highest marginal tax rate (plus Medicare levy) until your TFN or exemption<sup>1</sup> is provided.

## APPLICATION FORM

The original application form in the PDS is replaced with the application form attached to this SPDS1.



### 3. Investor details

Existing investors in the Funds need only complete this section if you wish to change any details provided previously.

#### A. Individual and joint account holders

##### Investor 1 (individual account holder)

title	
Mr <input type="checkbox"/>	Mrs <input type="checkbox"/>
Miss <input type="checkbox"/>	Ms <input type="checkbox"/>
other <input type="checkbox"/>	
first name(s)	
last name	
occupation	
date of birth	gender
<input type="text"/> / <input type="text"/> / <input type="text"/>	male <input type="checkbox"/> female <input type="checkbox"/>
<b>Residency status for tax purposes</b> <i>Tax residency rules differ by country. Whether an individual is a tax resident of a particular country is often (but not always) based on the amount of time a person spends in a country, the location of a person's residence or place of work. For the United States, tax residency can also be as a result of citizenship or residency.</i>	
<b>Please answer BOTH of the following tax residency questions:</b>	
<b>1. Are you a tax resident of Australia?</b> yes <input type="checkbox"/> (complete the following details and then proceed to question 2 below)    no <input type="checkbox"/> (proceed to question 2 below)	
tax file number (TFN)	
<input type="text"/>	or
TFN exemption code	
<b>2. Are you a tax resident of another country?</b> yes <input type="checkbox"/> (complete the following details)    no <input type="checkbox"/>	
<b>If 'yes', please list all relevant countries and provide your tax identification number (TIN) for each country.</b> <i>A TIN refers to the number assigned by a country for the purpose of administering its tax laws and is the equivalent of a TFN in Australia. If a TIN is not provided, please list one of the three reasons specified below (A, B or C) for not providing a TIN.</i>	
Country 1	
TIN	If no TIN, list reason A, B or C
Country 2	
TIN	If no TIN, list reason A, B or C
<i>If there are more than two countries, provide details on a separate sheet and tick this box.</i>	
<b>Reason A:</b> The country of tax residency does not issue TINs to tax residents.	
<b>Reason B:</b> I have not been issued with a TIN.	
<b>Reason C:</b> The country of tax residency does not mandate provision of the TIN.	

##### Investor 2 (joint account holder)

title	
Mr <input type="checkbox"/>	Mrs <input type="checkbox"/>
Miss <input type="checkbox"/>	Ms <input type="checkbox"/>
other <input type="checkbox"/>	
first name(s)	
last name	
occupation	
date of birth	gender
<input type="text"/> / <input type="text"/> / <input type="text"/>	male <input type="checkbox"/> female <input type="checkbox"/>
<b>Residency status for tax purposes</b> <i>Tax residency rules differ by country. Whether an individual is a tax resident of a particular country is often (but not always) based on the amount of time a person spends in a country, the location of a person's residence or place of work. For the United States, tax residency can also be as a result of citizenship or residency.</i>	
<b>Please answer BOTH of the following tax residency questions:</b>	
<b>1. Are you a tax resident of Australia?</b> yes <input type="checkbox"/> (complete the following details and then proceed to question 2 below)    no <input type="checkbox"/> (proceed to question 2 below)	
tax file number (TFN)	
<input type="text"/>	or
TFN exemption code	
<b>2. Are you a tax resident of another country?</b> yes <input type="checkbox"/> (complete the following details)    no <input type="checkbox"/>	
<b>If 'yes', please list all relevant countries and provide your tax identification number (TIN) for each country.</b> <i>A TIN refers to the number assigned by a country for the purpose of administering its tax laws and is the equivalent of a TFN in Australia. If a TIN is not provided, please list one of the three reasons specified below (A, B or C) for not providing a TIN.</i>	
Country 1	
TIN	If no TIN, list reason A, B or C
Country 2	
TIN	If no TIN, list reason A, B or C
<i>If there are more than two countries, provide details on a separate sheet and tick this box.</i>	
<b>Reason A:</b> The country of tax residency does not issue TINs to tax residents.	
<b>Reason B:</b> I have not been issued with a TIN.	
<b>Reason C:</b> The country of tax residency does not mandate provision of the TIN.	

### 3. Investor details (continued)

#### A. Individual and joint account holders

**Investor 1** (individual account holder)

Residential address (mandatory)	
unit number	street number
<input type="text"/>	<input type="text"/>
street name	
<input type="text"/>	
<input type="text"/>	
suburb	
<input type="text"/>	
state	postcode
<input type="text"/>	<input type="text"/>
country	
<input type="text"/>	
phone (business hours)	
<input type="text"/>	
phone (after hours)	
<input type="text"/>	
mobile	
<input type="text"/>	
email address	
<input type="text"/>	
<input type="text"/>	

**Investor 2** (joint account holder)

Residential address (mandatory)	
unit number	street number
<input type="text"/>	<input type="text"/>
street name	
<input type="text"/>	
<input type="text"/>	
suburb	
<input type="text"/>	
state	postcode
<input type="text"/>	<input type="text"/>
country	
<input type="text"/>	
phone (business hours)	
<input type="text"/>	
phone (after hours)	
<input type="text"/>	
mobile	
<input type="text"/>	
email address	
<input type="text"/>	
<input type="text"/>	

By providing this email address, I/we agree that Perpetual may use this email address to provide me/us with information about my/our investment (such as transaction confirmations, statements, reports and other materials or notifications required by the Corporations Act) or Perpetual's products, services and offers. From time to time we may still need to send you mail.

Postal address (if different to residential address)		
po box	unit number	street number
<input type="text"/>	<input type="text"/>	<input type="text"/>
street name		
<input type="text"/>		
<input type="text"/>		
suburb		
<input type="text"/>		
state	postcode	
<input type="text"/>	<input type="text"/>	
country		
<input type="text"/>		

same contact details as investor 1 <input type="checkbox"/>		
po box	unit number	street number
<input type="text"/>	<input type="text"/>	<input type="text"/>
street name		
<input type="text"/>		
<input type="text"/>		
suburb		
<input type="text"/>		
state	postcode	
<input type="text"/>	<input type="text"/>	
country		
<input type="text"/>		

### 3. Investor details (continued)

#### B. All other account holders

company name/corporate trustee																																																																																																			
name of superannuation fund, trust, partnership, association, government body or co-operative																																																																																																			
tax file number																																																		and/or ABN																																																	
principal business activity																																																																																																			
c/-																																																																																																			
po box																				unit number																				street number																																																											
street name																																																																																																			
suburb																																																																																																			
state																				postcode																				country																																																											
phone (business hours)																														mobile																														fax																																							
email address																																																																																																			

By providing this email address, I/we agree that Perpetual may use this email address to provide me/us with information about my/our investment (such as transaction confirmations, statements, reports and other materials or notifications required by the Corporations Act) or Perpetual's products, services and offers. From time to time we may still need to send you mail.

## 4. Investment allocation

Funds	APIR code	short code	initial investment minimum \$25,000 per Fund	additional investment by direct debit minimum \$2,000 per Fund	savings plan or regular withdrawal plan minimum \$100 per Fund	distributions (indicate preference with an X)		
						reinvest	Perpetual Cash Management Fund	bank account 1
<b>Fixed income</b>								
Perpetual Wholesale Active Fixed Interest Fund	PER8045AU	PIFHAA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Diversified Income Fund	PER0260AU	PIWDIN	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Dynamic Fixed Income Fund	PER0557AU	PIWDFI	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale High Grade Treasury Fund	PER0562AU	PIYEF2	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Share income</b>								
Perpetual Wholesale Income Share Fund	PTC0002AU	PIPICF	\$	\$	\$ *	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Australian shares</b>								
Perpetual Wholesale Australian Share Fund	PER0049AU	PWASF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Concentrated Equity Fund	PER0102AU	PWCEF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Ethical SRI Fund	PER0116AU	PWSRF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Geared Australian Share Fund	PER0071AU	PIWGAF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Industrial Share Fund	PER0046AU	PWISF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale SHARE-PLUS Long-Short Fund	PER0072AU	PIWSPF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Smaller Companies Fund	PER0048AU	PWSCF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>International shares</b>								
Perpetual Wholesale Global Share Fund	PER0733AU	PIGPVA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Global Share Fund Hedged	PER0752AU	PIGPHA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Diversified – conservative</b>								
Perpetual Wholesale Conservative Growth Fund	PER0077AU	PIWCGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Diversified – balanced</b>								
Perpetual Wholesale Diversified Growth Fund	PER0114AU	PWDGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Diversified Real Return Fund	PER0556AU	PIDRRF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Diversified – growth</b>								
Perpetual Wholesale Balanced Growth Fund	PER0063AU	PWBGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Split Growth Fund	PER0066AU	PWSGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Total</b>			\$	\$	\$			

\* The savings plan feature is not available on this Fund until further notice.

## 5. Features

Existing investors in the Funds need only complete this section if you wish to add any new features or change existing features.

**Indicate which optional features you would like applied to your account**

<b>BPAY</b> for additional investments	yes (default) <input type="checkbox"/>	no <input type="checkbox"/>
<b>Savings plan</b>	yes <input type="checkbox"/>	fortnightly <input type="checkbox"/> monthly (default) <input type="checkbox"/> quarterly <input type="checkbox"/>
<b>Regular withdrawal plan</b>	yes <input type="checkbox"/>	monthly <input type="checkbox"/> quarterly <input type="checkbox"/> half-yearly <input type="checkbox"/> yearly (default) <input type="checkbox"/>
<b>Phone withdrawal facility</b>	yes <input type="checkbox"/>	
<b>Investor Online Account Access</b>	view & transact (default) <input type="checkbox"/>	view only <input type="checkbox"/>
<b>Adviser Online Account Access</b> Note: your adviser can access information about your account online	view & transact (default) <input type="checkbox"/>	view only <input type="checkbox"/>
<b>Investment information to be sent in the mail</b> Note: most of your investment information is also available through Online Account Access	online only (default) <input type="checkbox"/>	online and mail <input type="checkbox"/>
<b>Annual financial reports to be sent in the mail</b> Note: annual financial reports are also available on our website	yes <input type="checkbox"/>	no (default) <input type="checkbox"/>

- For each optional feature you have selected, please ensure you have read and understood the relevant section in the PDS for that optional feature.

## 6. Bank account details

Existing investors in the Funds need only complete this section if you wish to add or change your bank account details.

You can only nominate a bank account that is held in your name(s). By providing your bank account details in this section, you accept the terms in the Direct Debit Request Service Agreement and authorise Perpetual to use these details for all future transaction requests that you nominate.

### Bank account 1

Complete your account details in this section if you would like us to debit or credit your bank account for applications, withdrawals and payment of distributions, as applicable.

name of financial institution

branch name

branch number (BSB)

 - 

account number

name of account holder



signature of account holder A

signature of account holder B

date  /  /

### Bank account 2

**Only** complete your account details in this section if you would like us to debit a **different** bank account for your **savings plan**.

name of financial institution

branch name

branch number (BSB)

 - 

account number

name of account holder



signature of account holder A

signature of account holder B

date  /  /

## 7. Authorised representative

Existing investors in the Funds need only complete this section if you wish to add or change an authorised representative. Would you like to appoint an authorised representative?

no <input type="checkbox"/> please go to section 8.	
yes <input type="checkbox"/> please complete the details below. I have read the terms and conditions associated with appointing an authorised representative.	
Online Account Access for my authorised representative	
view and transact (default) <input type="checkbox"/> or view only <input type="checkbox"/> or no access <input type="checkbox"/>	
<b>authorised representative details:</b>	
first name(s)	<input type="text"/>
last name	<input type="text"/>
po box	unit number
<input type="text"/>	<input type="text"/>
street number	
<input type="text"/>	
street name	
<input type="text"/>	
suburb	
<input type="text"/>	
state	postcode
<input type="text"/>	<input type="text"/>
country	
<input type="text"/>	
signature of authorised representative	date <input type="text"/> / <input type="text"/> / <input type="text"/>

## 8. Member advice fee

Complete this section if you have agreed with your financial adviser to have a member advice fee deducted. In collecting this fee, Perpetual acts as agent for your adviser.

<b>Ongoing member advice fee (including GST)</b>	
<input type="text"/> . <input type="text"/> % per annum	or \$ <input type="text"/> per month
<b>signature of investor 1 or company officer</b>	<b>signature of investor 2 or company officer</b>
<input type="text"/>	<input type="text"/>

Please also sign section 9 of this application form. We can refuse a request to pay a member advice fee.

## 9. Declaration and signature

I/We declare and agree that:

- I/we have read the PDS and all Supplementary Product Disclosure Statements (SPDSs) (if applicable), and any relevant incorporated material to which this application applies, and have received and accepted the offer to invest in Australia or New Zealand
- all of the information provided in my/our application is true and correct
- I am/we are bound by any terms and conditions in this PDS and all SPDSs (if applicable) and the provisions of the constitutions (as amended) of the Funds that I am/we are invested in
- I/we have the legal power to invest and/or are at least 18 years of age
- I/we have read and understood the privacy disclosure as detailed in the PDS. I/We consent to my/our personal information being collected, held, used and disclosed in accordance with the privacy disclosure. I/We consent to Perpetual disclosing this information to my/our financial adviser (named in this form) in relation to the investments described in this form. Where the financial adviser named in this form no longer acts on my/our behalf, I/we will notify Perpetual of the change
- if I/we have received this PDS from the internet or other electronic means that I/we received it personally or a print out of it, accompanied by or attached to this application form
- if this is a joint application, each of us agrees, unless otherwise indicated on this application, our investment is as joint tenants. Each of us is able to operate the account and bind the other(s) to any transaction including investments, switches or withdrawals by any available method
- in relation to trust investors, only the trustee has rights and obligations under the Funds
- withdrawals by companies must be signed by an authorised representative or in accordance with the company's constitution or under power of attorney
- I/we confirm that I/we have provided my/our financial adviser with acceptable identification documentation as described in section 11 or the relevant customer identification form OR I/we are not investing through a financial adviser, and therefore have included certified copies of acceptable identification documentation with the completed application form as described in section 11 or the relevant customer identification form.

I/We acknowledge and agree that:

- the information contained in the PDS is not investment advice or a recommendation that the Fund is suitable having regard to my/our investment objectives, financial situation or particular needs
- Perpetual may be required to pass on my/our personal information or information about my/our investment to the relevant regulatory authorities, including for compliance with the Anti-Money Laundering and Counter-Terrorism Act 2006 or associated regulation and any tax-related requirements for tax residents of other countries
- investments in the Funds are not investments, deposits or other liabilities of Perpetual Limited or its subsidiaries and are subject to investment and other risks, including possible delays in repayment and the loss of income and principal invested
- neither Perpetual Investment Management Limited nor Perpetual Limited or its subsidiaries guarantee the repayment of capital or the performance of the Funds or any particular rate of return from the Funds
- the PDS has referred me/us to additional information or terms and conditions ("information") of this product which may assist me/us in making my/our investment decision and I/we have referred to this information to the extent I/we considered it was necessary to make my/our investment decision
- Perpetual Group may contact me/us where required by using the email address(es) provided on the application form. I/We will notify Perpetual of any change to my/our email address(es). I/We understand that failure to advise such a change may result in me/us not receiving correspondence relating to my/our investment.

### **Additional declaration for New Zealand investors**

I/We understand that the PDS is not an investment statement under New Zealand law and that there are likely to be differences between the information provided in a PDS as compared to an investment statement under New Zealand law. I/We have read and understand the 'Important additional information for New Zealand investors' section in the PDS.

## 9. Declaration and signature (continued)

Joint applicants must both sign

signature of investor 1 or company officer	signature of investor 2 or company officer
print name	print name
capacity (company investments only)	capacity (company investments only)
<input type="checkbox"/> sole director <input type="checkbox"/> director <input type="checkbox"/> secretary	<input type="checkbox"/> director <input type="checkbox"/> secretary
date	date

### Important notes:

- If signing under power of attorney, the attorney certifies that he or she has not received notice of revocation of that power. The power of attorney, or a certified copy, must be sent to Perpetual, if not previously provided.
- Perpetual has the absolute discretion to accept or reject any application.
- Investors should retain a copy of the PDS.
- A business day is a working day for Perpetual in Sydney.

### Final checklist

Have you:

- Completed all sections of your application form?
- Signed your application form?
- Provided your financial adviser Customer Identification Forms and certified copies of your identification material?
- OR if you don't have a financial adviser have you enclosed your Customer Identification Forms and certified copies of your identification material?

Please send your completed application form to:

**Reply Paid 4171**  
**Perpetual Wholesale Funds**  
**GPO Box 4171**  
**Sydney NSW 2001**



## 11. Identification verification for individuals and joint investors

This section is only applicable if you are investing as an individual or joint investor (as selected in section 1 of this form). If you are investing as a company, trust or any other investor type, please complete the relevant 'Customer Identification form' available on our website or by contacting us.

The identity documentation requested below is required to meet our obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. **We cannot process your application without this information.**

### Identity documentation

Please provide a document from Part I. If you do not have a document from Part I, please provide the documents listed in Part II OR Part III.

If you are a joint investor, please provide the relevant documents for BOTH investors.

- **If you are applying directly with Perpetual** – You will need to provide a certified copy of the document(s) with your application.
- **If you are lodging this application through a financial adviser** – You may provide a certified copy with your application OR have your adviser sight an original or certified copy of your document(s) and complete the 'Record of verification procedure' section in this form.

<b>PART I – Primary ID documents</b>
<b>PROVIDE ONE OF THE FOLLOWING:</b>
<input type="checkbox"/> current Australian State / Territory driver's licence containing your photograph
<input type="checkbox"/> Australian passport (current or a passport that has expired within the preceding 2 years is acceptable)
<input type="checkbox"/> current card issued under a State or Territory law for the purpose of proving a person's age containing your photograph
<input type="checkbox"/> current foreign passport or similar travel document containing your photograph and signature

**OR**

<b>PART II – should only be completed if you do not own a document from Part I</b>
<b>PROVIDE ONE OF THE FOLLOWING:</b>
<input type="checkbox"/> Australian birth certificate
<input type="checkbox"/> Australian citizenship certificate
<input type="checkbox"/> concession card such as a pension, health care or seniors health card issued by the Department of Human Services (excludes Medicare cards)
<b>AND PROVIDE ONE VALID DOCUMENT FROM THE FOLLOWING:</b>
<input type="checkbox"/> a document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to you and contains your name and residential address
<input type="checkbox"/> a document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by you to the Commonwealth (or by the Commonwealth to the individual), which contains your name and residential address
<input type="checkbox"/> a document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to your address or to you (the document must contain your name and residential address)

**OR**

<b>PART III – should only be completed if you do not own document(s) from Part I OR Part II</b>
<b>BOTH DOCUMENTS FROM THIS SECTION MUST BE PROVIDED</b>
<input type="checkbox"/> foreign driver's licence that contains a photograph of you and your date of birth
<input type="checkbox"/> national ID card issued by a foreign government containing your photograph and your signature

*Any documents written in a language that is not English must be accompanied by an English translation prepared by an accredited translator.*

## How to certify your documents

A certified copy means a document that has been certified as a true and correct copy of a document by a person in one of the occupations listed below, including all persons described in the Statutory Declarations Regulations 1993.

To create a certified copy, one of the persons listed below must write the following on the copy of the document.

'I, [full name], [category of persons as listed below], certify that this [name of document] is a true and correct copy of the original. [signature and date]'

- A bank, building society, credit union or finance company officer with a minimum of 2 years continuous service\*
- A fellow of the National Tax Accountants' Association\*
- A judge of a court, Justice of the Peace or magistrate\*
- A legal practitioner\*
- A notary public or the local equivalent
- A medical practitioner including dentist, nurse, optometrist, pharmacist, physiotherapist, psychologist or veterinary surgeon\*
- A permanent employee or agent of the Australian Postal Corporation with a minimum of 2 years continuous service
- A police officer\*
- A teacher employed on a full-time basis at a school or tertiary education institution\*
- An accountant who is a member of the Institute of Chartered Accountants in Australia, CPA Australia, the National Institute of Accountants or the Association of Taxation and Management Accountants
- An Australian Consulate or Diplomatic Officer
- An Australian Financial Services Licence holder or their authorised representative (includes any licensed financial adviser) with a minimum of 2 years continuous service

\* Limited to persons licensed or registered to practice these occupations in Australia.

### IMPORTANT: Please ensure that you have either

- enclosed certified copies of your identity documents **OR**
- agreed that your adviser will complete the 'Record of verification procedure' below.

## Record of verification procedure (Financial adviser use only)

This section is to be used by financial advisers when a record of verification is provided, rather than certified copies of identity documentation.

ID document details	Document 1	Document 2
verified from	<input type="checkbox"/> original <input type="checkbox"/> certified copy	<input type="checkbox"/> original <input type="checkbox"/> certified copy
document name/type		
document issuer		
issue date		
expiry date		
document number		
accredited English translation	<input type="checkbox"/> N/A <input type="checkbox"/> sighted	<input type="checkbox"/> N/A <input type="checkbox"/> sighted

By completing and signing this record of verification procedure I declare that:

- an identity verification procedure has been completed in accordance with the AML/CTF rules, in the capacity of an AFSL holder or their authorised representative and
- the information provided in relation to residency status for tax purposes is reasonable considering the identity documentation provided.

AFS licensee name	<input type="text"/>	AFSL number	<input type="text"/>
representative/employee name	<input type="text"/>	phone number	<input type="text"/>
signature	<input type="text"/>	date verification completed	<input type="text"/>

# PERPETUAL WHOLESALE FUNDS

Product Disclosure Statement

Supplementary included

PRODUCT DISCLOSURE STATEMENT  
ISSUE NUMBER 10 DATED 1 MAY 2017  
Issued by Perpetual Investment Management Limited  
ABN 18 000 866 535 AFSL 234426

Perpetual 

## IMPORTANT NOTES

In this Product Disclosure Statement (PDS), 'Funds' means Perpetual Wholesale Funds collectively and 'Fund' means one of the Funds in the relevant context. Each Fund is a managed investment scheme that is registered with the Australian Securities and Investments Commission (ASIC) – refer 'Fund profiles' for details.

References in this PDS to 'we', 'us', 'our', 'Perpetual Investments' and 'Perpetual' are to Perpetual Investment Management Limited as:

- the responsible entity of the Funds
- the issuer of units in the Funds and this PDS
- the investment manager responsible for the selection of any external specialist investment managers.

Perpetual Investment Management Limited is a wholly owned subsidiary of Perpetual Limited (ABN 86 000 431 827).

'Perpetual Group' means Perpetual Limited and its subsidiaries.

We authorise the use of this PDS as disclosure only for investors investing directly in the Funds.

'You' or 'your' refers to direct investors in the Funds.

This PDS describes the important features of the Funds. You should read it carefully before you decide to invest as it will help you to decide whether the Funds are appropriate for you. It contains general information only and doesn't take into account your objectives, financial situation or needs. This PDS may also help when comparing the Funds to others you may be considering.

We recommend that you consider the appropriateness of this information having regard to your objectives, financial situation and needs and seek financial advice before making an investment decision. If you have questions about investing in the Funds, you should speak to your financial adviser. You should consider the tax implications of investing in the Funds, which your financial and/or tax adviser will be able to help you with.

We may update this PDS (as well as the terms and features of the Funds where we can according to the Funds' constitutions and the law) with changes that are not materially adverse without issuing a supplementary PDS. The PDS and updated information will be available at our website and you can also obtain a paper copy free of charge, on request. If we become aware of any change that is materially adverse, we'll replace this PDS or issue a supplementary PDS. Any replacement and/or supplementary PDS will be available at our website and you can also obtain a paper copy free of charge, on request. If there is an increase in our fees or charges, we'll give you at least 30-days' prior written notice.

You should keep a copy of the current PDS and any replacement and/or supplementary PDS for future reference. You can access further information that has been made publicly available at our website or by contacting us.

Visit our website or contact us for the most up-to-date past investment returns for the Funds. Past investment returns are not indicative of future returns, so you shouldn't base your decision to invest in the Funds on past investment returns.

Neither we nor any company in the Perpetual Group guarantee that you will earn any return on your investment or that your investment will gain in value or retain its value. Investment in the Funds is subject to investment risk, including possible delays in repayment and loss of income and capital invested.

This PDS can only be used by investors receiving it (electronically or otherwise) in Australia or New Zealand.

All amounts in this PDS are in Australian dollars and all times quoted are Sydney time (unless otherwise specified). A business day is a working day for Perpetual in Sydney.



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# WELCOME TO PERPETUAL WHOLESALE FUNDS

## THE KEY BENEFITS OF INVESTING

Perpetual Wholesale Funds are a suite of investment funds managed by Perpetual where you can choose to invest in:

- a single asset class fund(s), including Australian shares, international shares and fixed income
- a multi asset class fund(s) where we determine the allocation of investments between various asset classes.

This gives you the flexibility to structure an investment portfolio to best suit your needs.

## ASSET CLASSES AVAILABLE

The main asset classes that the Funds may invest in are shown in the table below. The Funds may also invest in other types of assets (see 'Fund profiles' on pages 7-14 for details).

## ABOUT PERPETUAL INVESTMENTS

Perpetual Investments is one of Australia's leading investment managers, with \$31.9 billion in funds under management (as at 31 December 2016). Perpetual Investments is part of the Perpetual Group, which has been in operation for over 130 years. By employing some of the industry's best investment specialists and applying a proven investment philosophy, Perpetual Investments has been able to help generations of Australians manage their wealth.

We may from time to time appoint external specialist investment managers to manage one or more asset classes in the Funds in whole or in part. Details about current external specialist investment managers at any time are available at our website (see 'Incorporation by reference' on page 36 for details) or can be obtained free of charge by contacting us.

We may also invest in other external managed investment funds from time to time.

## THE MAIN ASSET CLASSES

ASSET CLASS	DESCRIPTION OF INVESTMENT
<b>Cash</b>	Cash investments include discount securities (eg bank bills), short-term deposits and money market funds which may invest in fixed income instruments and loans. Cash provides a relatively consistent rate of return in the form of regular interest payments, generally in line with short-term interest rates and is widely considered the lowest investment risk.
<b>Enhanced cash</b>	Enhanced cash investments include cash investments, fixed income instruments, hybrids, loans and other income generating securities. The maturity dates of investments are typically longer than cash and they may have a lower credit rating than those in a money market fund, however, they are usually managed to short-term interest rate exposures.
<b>Fixed income</b>	Fixed income instruments are securities issued by an issuer for a pre-determined period. The issuers may include governments, banks, corporations and asset backed trusts. The instruments when issued usually provide a return in the form of defined periodic income payments and the return of principal at maturity. These income payments are either fixed when issued or set periodically against a benchmark.
<b>Property</b>	A property investment involves buying shares that represent a portion of ownership in a property related security, buying units in a listed or unlisted property trust or buying property directly. Property investments can be in a range of sectors including commercial, industrial, residential and retail. Returns are usually generated from rental income and changes in the value of the underlying properties.
<b>Shares</b>	Shares represent a portion of ownership in a company. Shareholders can benefit if a company passes on some of its profits to them through dividends and/or from capital growth if the share price rises.

# THE FUNDS AT A GLANCE

CHOICE OF FUNDS	SUMMARY INFORMATION	FURTHER INFORMATION
A range of Funds managed by Perpetual	A variety of single asset class and multi asset class Funds to choose from	pages 8-14
CURRENT MINIMUM AMOUNTS	SUMMARY INFORMATION	FURTHER INFORMATION
Initial investment per Fund	\$25,000 by cheque or direct debit	page 26
Additional investment into an existing Fund	\$2,000 by direct debit or BPAY® \$100 by savings plan	page 26
Switches between Funds	No minimum	page 27
Withdrawals	No minimum (\$100 for regular withdrawal plan)	page 27
Investment balance in a Fund after a switch or withdrawal	\$25,000	page 27
OPTIONAL FEATURES	SUMMARY INFORMATION	FURTHER INFORMATION
Direct debit	For authorising us to debit your nominated account directly to make your initial and/or additional investments	page 26
BPAY®	For making additional investments electronically	page 26
Savings plan	For making regular investments by direct debit	page 26
Switching	For restructuring your investment portfolio	page 27
Regular withdrawal plan	For receiving regular payments from your investment	page 28
Phone transactions	For making withdrawals and various changes	page 28
Online Account Access	For switching and easy online access to information about your investments	page 30
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Initial investment statement	For your initial investment	page 33
Additional investment statement	For each additional investment	page 33
Investment restructure statement	For every Fund switch	page 33
Partial withdrawal statement	For every partial withdrawal	page 33
Withdrawal (exit) statement	When you make a full withdrawal from a Fund	page 33
Distribution statement	Generally following a distribution	page 33
Annual statement	Yearly as at 30 June	page 33
Annual report	Provided online (copy by mail available on request)	page 33
Tax statement	Yearly (after the end of the financial year) <sup>1</sup>	page 33

® Registered to BPAY Pty Ltd ABN 69 079 137 518.

<sup>1</sup> Tax statements are issued to Australian and New Zealand resident investors. Tax statements are available on request for other non-resident investors.

# UNDERSTANDING INVESTMENT RISK

## THE RISKS OF INVESTING

All investments carry risk. The value of your investment may fall for a number of reasons, which means that you may receive back less than your original investment when you withdraw or you may not receive income over a given timeframe. Before making an investment decision, it's important to understand the risks that can affect the value of your investment. While it's not possible to identify every risk relevant to investing in the Funds, we have detailed in the following table significant risks that may affect your investment.

Different strategies may carry different levels of risk, depending on the assets that make up the strategy, and assets with the highest long-term returns may also carry the highest level of short-term risk due to their generally larger fluctuations in returns.

Your financial adviser can assist you in determining which Funds are suited to your financial needs.

## SIGNIFICANT RISKS

TYPE OF RISK	DESCRIPTION OF RISK
Market and economic risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment.
Asset risk	A particular asset that a fund invests in may fall in value, which can result in a reduction in the value of your investment.
Currency risk	For investments in international assets, which have currency exposure, there is potential for adverse movements in exchange rates to reduce their Australian dollar value. For example, if the Australian dollar rises, the value of international investments expressed in Australian dollars can fall.
Interest rate risk	Changes in interest rates may have a negative impact, either directly or indirectly, on investment returns.
Credit risk	The issuer or party to a transaction may not repay the principal, make interest payments or fulfil other financial obligations in full and/or on time. The market value of an investment can also fall significantly when the perceived risk of a note or bond increases or its credit rating declines.
Liquidity risk	The absence of an established market or shortage of buyers for an investment can result in a loss if the holder of the investment needs to sell it within a particular timeframe. A shortage of liquidity can also result in delays in the payment of withdrawals from a fund – see 'Withdrawals' on page 27 and 'Suspension of applications, switches and withdrawals' on page 36 for further information.
Derivatives risk	Derivative values can fluctuate significantly and in certain circumstances a derivative can be more volatile than the underlying asset or index. The value of a derivative contract may fall as a result of an adverse movement in the underlying asset or index. Losses can be magnified where a greater exposure is created through the derivative position than is backed by the assets of a fund. Derivatives may also be subject to liquidity risk and/or counterparty risk. Depending on market conditions derivative positions can be costly or difficult to reverse. A counterparty may also be required to take collateral from a Fund's assets to support a derivatives contract. Therefore, there is a risk that if the counterparty becomes insolvent, the Fund's assets may not be returned in full. See 'Use of derivatives' on page 15 for further information about how derivatives may be used in the management of the Funds.
Counterparty risk	A loss may occur if the other party to a contract, including derivatives contracts, lending arrangements (cash or stocks) or currency hedging agreement, defaults on their obligations under the contract.
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Investment strategy risks	A fund's investment strategy may involve specific risks. These include gearing risk, short-position risk, prime broker risk and portfolio concentration risk – see 'Investment strategy risks' on page 5 for details.
Other risks	The investment professionals employed to manage the Funds may change, which may affect the future performance of a Fund. Investing in a Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income in a distribution. Transactions may be suspended, which may result in delays in paying withdrawal requests – see 'Suspension of applications, switches and withdrawals' on page 36 for further information. A Fund may be terminated.

## INVESTMENT STRATEGY RISKS

### GEARING RISK

With gearing, the investment manager borrows money from a lender to increase the amount the fund can invest. While this can result in larger investment gains in a rising market, it is also likely to magnify losses in a falling market.

**Gearing increases the volatility of a fund's investment returns. Consequently, a geared fund is considered to have a higher investment risk than a comparable fund that is ungeared.**

The returns of a geared fund depend on the types of investments in it as well as the level of gearing and the costs of borrowing, including interest rates.

The greater the level of gearing, the greater the potential for loss of capital. As the following example shows, a 10% fall in the market value of assets in an ungeared fund could translate into a 20% fall in the value of the same portfolio in a geared fund with a gearing level of 50% (excluding fees and borrowing costs).

#### EXAMPLE

YOUR INVESTMENT AMOUNT	\$1,000	\$1,000
Fund gearing level	nil	50%
Amount borrowed by fund	n/a	\$1,000
Amount invested in the market	\$1,000	\$2,000
<b>IF THE VALUE OF THE FUND'S ASSETS FALLS BY 10%:</b>		
Fall in value of fund's assets	\$100	\$200
Value of fund's assets after fall	\$900	\$1,800
Outstanding loan	n/a	\$1,000
<b>Value of your investment</b>	<b>\$900</b>	<b>\$800</b>
<b>Loss of investment capital</b>	<b>\$100</b>	<b>\$200</b>
<b>Effective rate of loss</b>	<b>10%</b>	<b>20%</b>

Consequently, the greater the level of gearing, the less the fall in asset value needs to be for a greater loss of your investment capital.

The gearing level may change regularly due to factors such as market movements, applications, withdrawals or changes to the amount borrowed. In certain circumstances, it may be necessary to suspend withdrawals to manage the fund's gearing position within its approved limits and protect the interests of all investors in the fund.

The lender may have the right to reduce the gearing level set for the geared fund or terminate the lending facility. This means that a geared fund may need to promptly reduce the gearing level by selling assets, which may force the sale of assets at unfavourable prices. To control this risk, the investment manager may establish alternate sources of funding to limit the exposure to any one lender.

### SHORT-POSITION RISK

For Perpetual Wholesale SHARE-PLUS Long-Short Fund, a short position can be created when the Fund sells a borrowed security before buying it back from the open market to return to the securities lender. As the following example shows, if the market price of the security:

- falls in value, the Fund makes a profit because it buys it back for less than it was sold
- rises in value, the Fund will incur a loss when buying it back for more than it was sold.

#### EXAMPLE

NUMBER OF SECURITIES BORROWED	1,000	1,000
Market price when borrowed securities are sold	\$10	\$10
Proceeds from sale of borrowed securities	\$10,000	\$10,000
Market price when securities are repurchased to return to lender	\$8	\$12
Cost to repurchase securities	\$8,000	\$12,000
<b>Profit/(loss) from short position (before any borrowing costs)</b>	<b>\$2,000</b>	<b>(\$2,000)</b>

Establishing a short position in a security involves a higher level of risk than investing in a security. This is because when you invest in a security, the maximum loss is generally limited to the amount 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.

A further risk is that the securities lender may recall a borrowed security, so the Fund will have to find another securities lender willing to lend the security, or may have to buy the security quickly at an unfavourable price.

### PRIME BROKER RISK

Perpetual engages a prime broker to provide financing for gearing and stock for the borrowing and lending of securities in Perpetual Wholesale Geared Australian Share Fund and Perpetual Wholesale SHARE-PLUS Long-Short Fund, as well as settlement services for these Funds and any other services agreed between the parties.

When one of these Funds borrows securities or cash, the prime broker is entitled to take collateral from the assets of the particular Fund. Any assets taken by the prime broker may be used by the prime broker for its own purposes (including lending those assets to third parties) for the period that the Fund retains the relevant liability. Therefore, there is a risk that if the prime broker becomes insolvent whilst the Fund remains indebted to the prime broker, the assets of the Fund may not be returned in full.

### **PORTFOLIO CONCENTRATION RISK**

Investing in a Fund with a smaller number of investments may lead to more volatile returns than investing in a Fund with a more diversified portfolio.

### **HOW WE MANAGE THESE RISKS**

We can't eliminate investment risks, however we aim to manage the impact of these risks by setting consistent and carefully considered investment guidelines.

# FUND PROFILES

ASSET CLASS	FUND	PAGE
Fixed income	Perpetual Wholesale Active Fixed Interest Fund	8
	Perpetual Wholesale Diversified Income Fund	8
	Perpetual Wholesale Dynamic Fixed Income Fund	8
Share income	Perpetual Wholesale Income Share Fund	9
Australian shares	Perpetual Wholesale Australian Share Fund	9
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The Fund profiles on pages 8-14 provide a summary of the Funds offered within Perpetual Wholesale Funds. For more details and any updated information about the Funds, visit our website or contact us.

The following information explains certain terms and concepts detailed in the Fund profiles.

## REGISTERED MANAGED INVESTMENT SCHEME

This shows the Fund's registered name as at the date of this PDS, which may vary from the Fund's marketing name otherwise used in this PDS, and its Australian registered scheme number (ARSN) issued by ASIC.

## APIR CODE

This is a unique industry identifier for each Fund.

## COMMENCEMENT DATE

This is the month and year that the Fund received its first investment.

## RISK LEVEL

The risk level represents the Standard Risk Measure (SRM), which is based on industry guidance to allow investors to compare funds that are expected to deliver a similar number of negative annual returns over any 20 year period, as follows.

RISK BAND	RISK LABEL	ESTIMATED NUMBER OF NEGATIVE ANNUAL RETURNS OVER ANY 20 YEAR PERIOD
1	Very low	Less than 0.5
2	Low	0.5 to less than 1
3	Low to medium	1 to less than 2
4	Medium	2 to less than 3
5	Medium to high	3 to less than 4
6	High	4 to less than 6
7	Very high	6 or greater

The SRM is not a complete assessment of all forms of investment risk, for instance it does not detail what the size of the negative return could be or the potential for a positive return to be less than an investor may require to meet their objectives. Further, it does not take into account the impact of administration fees on the likelihood of a negative return.

You should still ensure you are comfortable with the risks and potential losses associated with your chosen Fund(s).

The SRMs for the Funds may change over time for various reasons, including as a result of reviews of the underlying capital market assumptions that are used in their calculation and future changes to asset allocations by the investment manager. Any changes to SRMs at any time will be available at our website.

## SUGGESTED LENGTH OF INVESTMENT

This is a guide only and not a recommendation. You should discuss your investment in the Fund(s) with your financial adviser to ensure that it meets your needs.

## DISTRIBUTION FREQUENCY AND DATES

The distribution frequency is how often the Fund usually makes a distribution. The distribution dates are the effective dates for distributions. Payment of distributions not reinvested occurs after the distribution date (see 'Distributions' on page 29 for details).

## OBJECTIVE

The objective is a summary of what the Fund aims to achieve.

## INVESTMENT APPROACH

This is the method or principles that the investment manager uses, either directly or indirectly, to manage the Fund to meet its objectives.

## INVESTMENT GUIDELINES

This provides an indication of what the Fund will invest in directly or indirectly.

## FUND PROFILES

	FIXED INCOME	FIXED INCOME	FIXED INCOME																		
	PERPETUAL WHOLESAL ACTIVE FIXED INTEREST FUND	PERPETUAL WHOLESAL DIVERSIFIED INCOME FUND	PERPETUAL WHOLESAL DYNAMIC FIXED INCOME FUND																		
<b>Registered managed investment scheme</b>	Perpetual Active Fixed Interest Fund <sup>1</sup> ARSN 110 147 969	Perpetual Diversified Income Fund <sup>5</sup> ARSN 110 147 665	Perpetual Dynamic Fixed Income Fund ARSN 147 094 415																		
<b>APIR code</b>	PER8045AU	PER0260AU	PER0557AU																		
<b>Commencement date</b>	February 2017 <sup>2</sup>	October 2005	November 2010																		
<b>Risk level</b>	4 – Medium	5 – Medium to high	6 – High																		
<b>Suggested length of investment</b>	Three years or longer	Three years or longer	Three years or longer																		
<b>Distribution frequency and dates</b>	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December																		
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide investors with regular income by investing in fixed income securities, primarily corporate bonds</li> <li>outperform the Bloomberg AusBond Composite Index (before fees and taxes) on an ongoing basis.</li> </ul>	<p>Aims to provide regular income and consistent returns above the Bloomberg AusBond Bank Bill Index (before fees and taxes) over rolling three-year periods by investing in a diverse range of income generating assets.</p>	<p>Aims to provide:</p> <ul style="list-style-type: none"> <li>capital stability and regular income by investing in a diversified range of income generating assets</li> <li>a positive return (before fees and taxes) irrespective of market conditions over a rolling three-year period.</li> </ul>																		
<b>Investment approach</b>	<p>Perpetual aims to enhance returns by:</p> <ul style="list-style-type: none"> <li>diversifying the Fund among different securities issued by various borrowers</li> <li>actively managing for changes in market-wide and security-specific credit margins</li> <li>identifying and investing in relative value within the universe of credit securities</li> <li>actively managing the portfolio with respect to interest rates, swap and credit margins and managing the portfolio's sensitivity to changes in these.</li> </ul> <p>Derivatives may be used in managing the Fund.</p>	<p>The Fund's approach to delivering returns and managing risk is through an active and risk aware investment process which invests in a diversified core portfolio of liquid investment grade credit securities. Perpetual believes these assets provide investors with protection in times of market stress. When the environment is supportive Perpetual seeks to enhance returns by taking more risk whether that be in maturity, credit rating, subordination or gearing. The Fund can also invest in alternative income generating securities such as mortgages, infrastructure debt and private debt. This approach to portfolio construction is Perpetual's preferred method to deliver investors the highest possible risk adjusted returns.</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual aims to achieve the objective by:</p> <ul style="list-style-type: none"> <li>investing in both Australian and international fixed income assets</li> <li>actively managing the credit risk through: <ul style="list-style-type: none"> <li>diversifying the Fund among different securities issued by various borrowers</li> <li>actively managing for changes in market-wide and security-specific credit margins</li> <li>identifying and investing in relative value within the universe of credit securities</li> </ul> </li> <li>managing duration risk<sup>6</sup> considering a variety of factors, including valuations and current market conditions.</li> </ul> <p>Currency hedges may be used from time to time.</p> <p>Derivatives may be used in managing the Fund.</p>																		
<b>Investment guidelines</b>	<table border="1"> <tr> <td>Cash and investment grade securities<sup>3</sup></td> <td>0-100%</td> </tr> <tr> <td>Sub-investment grade securities<sup>4</sup> and non-rated securities</td> <td>0-10%</td> </tr> </table>	Cash and investment grade securities <sup>3</sup>	0-100%	Sub-investment grade securities <sup>4</sup> and non-rated securities	0-10%	<table border="1"> <tr> <td>Cash and investment grade securities<sup>3</sup></td> <td>0-100%</td> </tr> <tr> <td>Sub-investment grade securities<sup>4</sup> and non-rated securities (includes mortgages and other private debt)</td> <td>0-25% 0-15%</td> </tr> <tr> <td>Gearing level (of the Fund's net asset value)</td> <td>0-25%</td> </tr> </table>	Cash and investment grade securities <sup>3</sup>	0-100%	Sub-investment grade securities <sup>4</sup> and non-rated securities (includes mortgages and other private debt)	0-25% 0-15%	Gearing level (of the Fund's net asset value)	0-25%	<table border="1"> <tr> <td>Fixed rate exposure</td> <td>0-100%</td> </tr> <tr> <td>Floating rate exposure</td> <td>0-100%</td> </tr> <tr> <td>Cash and investment grade securities<sup>3</sup></td> <td>0-100%</td> </tr> <tr> <td>Sub-investment grade securities<sup>4</sup> and non-rated securities</td> <td>0-25%</td> </tr> </table>	Fixed rate exposure	0-100%	Floating rate exposure	0-100%	Cash and investment grade securities <sup>3</sup>	0-100%	Sub-investment grade securities <sup>4</sup> and non-rated securities	0-25%
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You should refer to page 14 for details of footnotes.

## FUND PROFILES

	SHARE INCOME	AUSTRALIAN SHARES	AUSTRALIAN SHARES
	PERPETUAL WHOLESALE INCOME SHARE FUND	PERPETUAL WHOLESALE AUSTRALIAN SHARE FUND	PERPETUAL WHOLESALE CONCENTRATED EQUITY FUND
<b>Registered managed investment scheme</b>	Perpetual Income Share Fund ARSN 093 446 256	Perpetual Australian Share Fund ARSN 091 189 132	Perpetual Concentrated Equity Fund ARSN 091 185 590
<b>APIR code</b>	PTC0002AU	PER0049AU	PER0102AU
<b>Commencement date</b>	October 1993	February 1997	August 1999
<b>Risk level</b>	7 – Very high	7 – Very high	7 – Very high
<b>Suggested length of investment</b>	Five years or longer	Five years or longer	Five years or longer
<b>Distribution frequency and dates</b>	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December
<b>Objective</b>	<p>Aims to provide investors with:</p> <ul style="list-style-type: none"> <li>• exposure to a diversified portfolio of tax-effective high income yielding Australian securities that are also expected to produce some long-term capital growth</li> <li>• above market dividend yield as measured by the S&amp;P/ASX 200 Accumulation Index and capital growth over the medium to long term through investment in quality shares.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>• provide long-term capital growth and regular income through investment in quality industrial and resource shares</li> <li>• outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>• provide long-term capital growth and income through investment in quality industrial and resource shares</li> <li>• outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>
<b>Investment approach</b>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>• conservative debt levels</li> <li>• sound management</li> <li>• quality business and</li> <li>• recurring earnings.</li> </ul> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>• conservative debt levels</li> <li>• sound management</li> <li>• quality business and</li> <li>• recurring earnings.</li> </ul> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>• conservative debt levels</li> <li>• sound management</li> <li>• quality business and</li> <li>• recurring earnings.</li> </ul> <p>The Fund's investment portfolio will typically consist of between 20 and 45 stocks.</p> <p>Derivatives may be used in managing the Fund.</p>
<b>Investment guidelines</b>	<p>Listed and fixed income securities 80-100%</p> <p>Cash 0-20%</p>	<p>Australian shares<sup>7</sup> 90-100%</p> <p>Cash 0-10%</p>	<p>Australian shares<sup>7</sup> 90-100%</p> <p>Cash 0-10%</p>

You should refer to page 14 for details of footnotes.

## FUND PROFILES

	AUSTRALIAN SHARES	AUSTRALIAN SHARES	AUSTRALIAN SHARES
	PERPETUAL WHOLESALE ETHICAL SRI FUND	PERPETUAL WHOLESALE GEARED AUSTRALIAN SHARE FUND	PERPETUAL WHOLESALE INDUSTRIAL SHARE FUND
<b>Registered managed investment scheme</b>	Perpetual Ethical SRI Fund ARSN 099 975 041	Perpetual Geared Australian Share Fund ARSN 103 864 688	Perpetual Wholesale Industrial Fund ARSN 091 187 049
<b>APIR code</b>	PER0116AU	PER0071AU	PER0046AU
<b>Commencement date</b>	April 2002	March 2003	December 1996
<b>Risk level</b>	7 – Very high	7 – Very high	7 – Very high
<b>Suggested length of investment</b>	Five years or longer	Seven years or longer	Five years or longer
<b>Distribution frequency and dates</b>	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and regular income through investment in quality shares of socially responsible companies</li> <li>outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>enhance long-term capital growth through borrowing (gearing) to invest in quality industrial and resource shares</li> <li>outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and regular income through investment in quality industrial shares</li> <li>outperform the S&amp;P/ASX 300 Industrials Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>
<b>Investment approach</b>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> <li>recurring earnings.</li> </ul> <p>In addition to the above investment approach, Perpetual utilises a strategy for screening ethical and socially responsible investments (see 'Environmental, social and ethical factors and labour standards – Perpetual Wholesale Ethical SRI Fund' on page 15).</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> <li>recurring earnings.</li> </ul> <p>The gearing level of the Fund must be kept within pre-determined guidelines. Within these, Perpetual aims to ensure that the gearing level is maximised, subject to the cost of borrowing being adequately covered by net income.</p> <p>Derivatives may be used in managing the Fund, including for gearing purposes.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> <li>recurring earnings.</li> </ul> <p>Derivatives may be used in managing the Fund.</p>
<b>Investment guidelines</b>	<p>Australian shares<sup>7</sup> 90-100%</p> <p>Cash 0-10%</p>	<p>Australian shares<sup>7</sup> 90-100%</p> <p>Cash 0-10%</p> <p>Gearing level<sup>8</sup> 0-60%</p>	<p>Industrial shares<sup>9</sup> 90-100%</p> <p>Cash 0-10%</p>

You should refer to page 14 for details of footnotes.

## FUND PROFILES

	AUSTRALIAN SHARES	AUSTRALIAN SHARES	INTERNATIONAL SHARES																
	PERPETUAL WHOLESAL SHARE-PLUS LONG-SHORT FUND	PERPETUAL WHOLESAL SMALLER COMPANIES FUND	PERPETUAL WHOLESAL GLOBAL SHARE FUND																
<b>Registered managed investment scheme</b>	Perpetual SHARE-PLUS Long-Short Fund ARSN 103 864 937	Perpetual Smaller Companies Fund ARSN 091 188 082	Perpetual Global Share Fund <sup>12</sup> ARSN 601 199 035																
<b>APIR code</b>	PER0072AU	PER0048AU	PER0733AU																
<b>Commencement date</b>	March 2003	October 1996	November 2009 <sup>13</sup>																
<b>Risk level</b>	6 – High	7 – Very high	7 – Very high																
<b>Suggested length of investment</b>	Five years or longer	Five years or longer	Seven years or longer																
<b>Distribution frequency and dates</b>	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December																
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and income through investment in quality shares and taking short positions in selected Australian shares</li> <li>outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and income through investment in quality Australian industrial and resource shares which, when first acquired, do not rank in the S&amp;P/ASX 50 Index</li> <li>outperform the S&amp;P/ASX Small Ordinaries Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide investors with long-term capital growth through investment in quality global shares</li> <li>outperform the MSCI World Net Total Return Index (AUD) (before fees and taxes) over rolling three-year periods.</li> </ul>																
<b>Investment approach</b>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> <li>recurring earnings.</li> </ul> <p>In addition, Perpetual aims to take short positions in Australian shares that it believes will fall in value. The short positions are determined based on each stock's expected returns and the investment constraints (designed to reduce the risks associated with taking short positions).</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> <li>recurring earnings.</li> </ul> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual aims to achieve the Fund's investment objectives by:</p> <ul style="list-style-type: none"> <li>adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on fundamental quality and valuation</li> <li>constructing a portfolio that is benchmark independent in terms of stock and sector weights, although the Fund's performance is measured against the MSCI World Net Total Return Index (AUD) for the purpose of reporting and determining whether performance fees are payable</li> <li>adding value from the portfolio manager's high conviction approach to stock selection.</li> </ul> <p>Currency hedging can be used with the aim of protecting the value of the Fund's assets.</p> <p>Derivatives may be used in managing the Fund.</p>																
<b>Investment guidelines</b>	<table border="0"> <tr> <td>Australian shares<sup>7</sup></td> <td>90-125%</td> </tr> <tr> <td>Short positions in Australian shares<sup>10</sup></td> <td>0-25%</td> </tr> <tr> <td>Australian shares<sup>7</sup> (net)<sup>10</sup></td> <td>65-100%</td> </tr> <tr> <td>Cash</td> <td>0-35%</td> </tr> </table>	Australian shares <sup>7</sup>	90-125%	Short positions in Australian shares <sup>10</sup>	0-25%	Australian shares <sup>7</sup> (net) <sup>10</sup>	65-100%	Cash	0-35%	<table border="0"> <tr> <td>Australian smaller company shares<sup>11</sup></td> <td>80-100%</td> </tr> <tr> <td>Cash</td> <td>0-20%</td> </tr> </table>	Australian smaller company shares <sup>11</sup>	80-100%	Cash	0-20%	<table border="0"> <tr> <td>International shares</td> <td>75-100%</td> </tr> <tr> <td>Cash</td> <td>0-25%</td> </tr> </table>	International shares	75-100%	Cash	0-25%
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## FUND PROFILES

	INTERNATIONAL SHARES	DIVERSIFIED - CONSERVATIVE	DIVERSIFIED - BALANCED																														
	PERPETUAL WHOLESALE GLOBAL SHARE FUND HEDGED	PERPETUAL WHOLESALE CONSERVATIVE GROWTH FUND	PERPETUAL WHOLESALE DIVERSIFIED GROWTH FUND																														
<b>Registered managed investment scheme</b>	Perpetual Global Share Fund Hedged <sup>14</sup> ARSN 608 416 771	Perpetual Conservative Growth Fund ARSN 105 779 628	Perpetual Diversified Growth Fund ARSN 098 429 746																														
<b>APIR code</b>	PERO752AU	PERO077AU	PERO114AU																														
<b>Commencement date</b>	January 2016	September 2003	October 2001																														
<b>Risk level</b>	6 - High	5 - Medium to high <sup>16</sup>	6 - High																														
<b>Suggested length of investment</b>	Seven years or longer	Three years or longer	Three years or longer																														
<b>Distribution frequency and dates</b>	Half-yearly - 30 June and 31 December	Quarterly - 31 March, 30 June, 30 September and 31 December	Quarterly - 31 March, 30 June, 30 September and 31 December																														
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide investors with long-term capital growth through investment in quality global shares</li> <li>outperform the MSCI World Net Total Return Index fully hedged to the Australian dollar (AUD) (before fees and taxes) over rolling three-year periods</li> <li>minimise the impact of movements in the Australian dollar (AUD) on investment returns by hedging the majority of foreign currency exposure arising from international share investments back to the AUD.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide moderate growth over the medium term and income through investment in a diversified portfolio with an emphasis on cash, enhanced cash and fixed income securities</li> <li>outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and income through investment in a diversified portfolio of growth and income assets</li> <li>outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods.</li> </ul>																														
<b>Investment approach</b>	<p>Perpetual aims to achieve the Fund's investment objectives by:</p> <ul style="list-style-type: none"> <li>adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on fundamental quality and valuation</li> <li>constructing a portfolio that is benchmark independent in terms of stock and sector weights, although the Fund's performance is measured against the MSCI World Net Total Return Index fully hedged to the Australian dollar (AUD) for the purpose of reporting and determining whether performance fees are payable</li> <li>adding value from the portfolio manager's high conviction approach to stock selection.</li> </ul> <p>Currency hedging is outsourced to a currency overlay manager to implement hedging strategies with the aim of reducing the impact of adverse currency movements.</p> <p>Derivatives may be used in managing the Fund.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on cash, enhanced cash and fixed income securities.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>																														
<b>Investment guidelines</b>	<table border="1"> <tr> <td>International shares</td> <td>70-100%</td> </tr> <tr> <td>Cash</td> <td>0-30%</td> </tr> <tr> <td>Minimum level of currency hedging<sup>15</sup></td> <td>75%</td> </tr> </table>	International shares	70-100%	Cash	0-30%	Minimum level of currency hedging <sup>15</sup>	75%	<table border="1"> <tr> <td>Australian shares<sup>17</sup></td> <td>0-25%</td> </tr> <tr> <td>International shares<sup>17</sup></td> <td>0-20%</td> </tr> <tr> <td>Property</td> <td>0-10%</td> </tr> <tr> <td>Fixed income</td> <td>15-55%</td> </tr> <tr> <td>Cash and enhanced cash<sup>18</sup></td> <td>15-55%</td> </tr> <tr> <td>Other assets<sup>19</sup></td> <td>0-30%</td> </tr> </table>	Australian shares <sup>17</sup>	0-25%	International shares <sup>17</sup>	0-20%	Property	0-10%	Fixed income	15-55%	Cash and enhanced cash <sup>18</sup>	15-55%	Other assets <sup>19</sup>	0-30%	<table border="1"> <tr> <td>Australian shares<sup>17</sup></td> <td>10-35%</td> </tr> <tr> <td>International shares<sup>17</sup></td> <td>10-30%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income</td> <td>10-45%</td> </tr> <tr> <td>Cash and enhanced cash<sup>18</sup></td> <td>0-30%</td> </tr> <tr> <td>Other assets<sup>19</sup></td> <td>0-30%</td> </tr> </table>	Australian shares <sup>17</sup>	10-35%	International shares <sup>17</sup>	10-30%	Property	0-15%	Fixed income	10-45%	Cash and enhanced cash <sup>18</sup>	0-30%	Other assets <sup>19</sup>	0-30%
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## FUND PROFILES

	DIVERSIFIED – BALANCED	DIVERSIFIED – GROWTH	DIVERSIFIED – GROWTH																																
	PERPETUAL WHOLESALE DIVERSIFIED REAL RETURN FUND	PERPETUAL WHOLESALE BALANCED GROWTH FUND	PERPETUAL WHOLESALE SPLIT GROWTH FUND																																
<b>Registered managed investment scheme</b>	Perpetual Diversified Real Return Fund ARSN 146 128 181	Perpetual Balanced Growth Fund ARSN 091 187 601	Perpetual Split Growth Fund ARSN 091 185 438																																
<b>APIR code</b>	PER0556AU	PER0063AU	PER0066AU																																
<b>Commencement date</b>	October 2010	October 1997	March 1999																																
<b>Risk level</b>	5 – Medium to high	6 – High	7 – Very high																																
<b>Suggested length of investment</b>	Five years or longer	Five years or longer	Five years or longer																																
<b>Distribution frequency and dates</b>	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December	Yearly – 30 June																																
<b>Objective</b>	<p>Targets a pre-tax return of 5% per annum above inflation<sup>20</sup> (before fees and taxes) over rolling five-year periods.</p> <p>Aims to provide investors with exposure to a balanced portfolio that is constructed with reference to risk premiums (risk contribution to overall portfolio) rather than capital allocations.</p>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and income through investment in a diversified portfolio with an emphasis on Australian and international share investments</li> <li>outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>achieve long-term capital growth through investment in a mix of international shares and Australian industrial shares and other securities with lower risk than 100% exposure to either asset class</li> <li>outperform a composite benchmark (before fees and taxes) comprising the S&amp;P/ASX 300 Industrial Accumulation Index (40%) and the MSCI World ex Australia Accumulation Index (AUD) (60%) over rolling three-year periods.</li> </ul>																																
<b>Investment approach</b>	<p>The Fund will invest in a diversified range of asset classes which are weighted according to the level of risk they contribute to the portfolio. Assets will be managed to effectively diversify these risk exposures. The combination of assets held by the Fund at any time are those which we believe provide the greatest probability of achieving the target return over rolling five-year periods. Perpetual may quickly adjust the Fund's asset allocation to respond to changing market conditions and/or to take advantage of new opportunities.</p> <p>In managing the Fund to meet its investment objective, the Fund may implement a considerable amount of its exposures via derivatives, and may include alternative and private market assets.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Exposure to foreign currency will be limited to 40% of the gross asset value of the Fund.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on Australian and international shares.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>	<p>Perpetual adopts a fundamental, bottom-up approach to stock selection focusing on quality companies. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives may be used in managing the Fund.</p>																																
<b>Investment guidelines</b>	<table border="1"> <tr> <td>Australian shares<sup>21</sup></td> <td>0-50%</td> </tr> <tr> <td>International shares<sup>21</sup></td> <td>0-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Private market investments<sup>22</sup></td> <td>0-20%</td> </tr> <tr> <td>Global fixed income (including Australia)</td> <td>0-70%</td> </tr> <tr> <td>Commodities</td> <td>0-15%</td> </tr> <tr> <td>Other investments<sup>23</sup></td> <td>0-30%</td> </tr> <tr> <td>Cash and enhanced cash<sup>18</sup></td> <td>0-100%</td> </tr> </table>	Australian shares <sup>21</sup>	0-50%	International shares <sup>21</sup>	0-50%	Property	0-15%	Private market investments <sup>22</sup>	0-20%	Global fixed income (including Australia)	0-70%	Commodities	0-15%	Other investments <sup>23</sup>	0-30%	Cash and enhanced cash <sup>18</sup>	0-100%	<table border="1"> <tr> <td>Australian shares<sup>17</sup></td> <td>10-50%</td> </tr> <tr> <td>International shares<sup>17</sup></td> <td>10-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income</td> <td>0-35%</td> </tr> <tr> <td>Cash and enhanced cash<sup>18</sup></td> <td>0-30%</td> </tr> <tr> <td>Other assets<sup>19</sup></td> <td>0-30%</td> </tr> </table>	Australian shares <sup>17</sup>	10-50%	International shares <sup>17</sup>	10-50%	Property	0-15%	Fixed income	0-35%	Cash and enhanced cash <sup>18</sup>	0-30%	Other assets <sup>19</sup>	0-30%	<table border="1"> <tr> <td>International shares and Australian industrial shares</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	International shares and Australian industrial shares	90-100%	Cash	0-10%
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You should refer to page 14 for details of footnotes.

## FOOTNOTES TO FUND PROFILES

- 1 The constitution for Perpetual Active Fixed Interest Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A' units. Any reference to this Fund in this PDS is a reference to Class A units in that Fund. A separate class of units is currently offered to wholesale clients (as defined in the Corporations Act 2001) via Information Memorandum.
- 2 Perpetual Active Fixed Interest Fund commenced as a registered managed investment scheme in April 2005.
- 3 Investment grade is a term given to securities that have a high probability of payment of interest and repayment of principal.
- 4 Sub-investment grade is a term given to securities where there is a higher risk that the issuer may not be able to meet interest payments or the repayment of principal if difficult conditions arise. The Fund typically invests in investment grade securities, but we may increase our sub-investment grade exposure under favourable economic conditions. Sub-investment grade securities may include, but are not limited to, non-rated securities, hybrids, mortgages, mezzanine mortgages and private debt.
- 5 The constitution for Perpetual Diversified Income Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'wholesale' units. Any reference to this Fund in this PDS is a reference to wholesale units in that Fund.
- 6 Interest rate duration is a measure, expressed as a number of years, of the sensitivity of the principal value of a fixed income investment to a change in interest rates. Generally, the closer duration is to zero the less interest rate risk there is in the Fund.
- 7 The Fund invests primarily in shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 20% exposure to shares listed on or proposed to be listed on any recognised global exchange. Currency hedges may be used from time to time.
- 8 The gearing level is the Fund's borrowings divided by the total gross value of assets. It will depend on the present levels and future expectation of the Fund's net income (income after fees and expenses and excluding franking credits) and the cost of borrowings. If the Fund's gearing level exceeds 60% (due to withdrawals or negative market movements), Perpetual will reduce the gearing level to 60% (or lower) within a reasonable period of time by repaying part of the borrowings through inflows or selling some of the Fund's assets.
- 9 The Fund invests primarily in shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 10% exposure to shares listed on or proposed to be listed on any recognised global exchange. Currency hedges may be used from time to time.
- 10 The net market exposure is the value of the Fund's long positions minus the value of the Fund's short positions.
- 11 The Fund may invest in shares listed on or proposed to be listed on any recognised Australian exchange.
- 12 The constitution for Perpetual Global Share Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A units'. Any reference to this Fund in this PDS is a reference to Class A units in that Fund.
- 13 The Fund commenced in November 2009 as an unregistered fund, with Perpetual Group as its sole investor. The first public offer to invest in the Fund following the Fund's registration with ASIC as a managed investment scheme occurred in August 2014.
- 14 The constitution for Perpetual Global Share Fund Hedged allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A units'. Any reference to this Fund in this PDS is a reference to Class A units in that Fund.
- 15 Currency hedging may need to be suspended temporarily if it becomes impractical or unlawful to apply at any time or if our agreement with the currency overlay manager is terminated by either party for any reason. This means that the Fund may be unhedged, or may not have a minimum of 75% hedged, until such time as currency hedging recommences and/or we were able to appoint a new alternative currency overlay manager (on commercially acceptable terms).
- 16 Irrespective of the Fund name, Perpetual Wholesale Conservative Growth Fund has a Standard Risk Measure risk band rating of 5. It has been estimated that this Fund may have 3 to less than 4 negative annual returns over any 20-year period.
- 17 The Fund may gain its exposure to Australian shares by investing in one or more underlying Australian share funds. Where the Fund invests in Perpetual Australian Share Fund, that underlying fund invests primarily in shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 20% exposure to shares listed on or proposed to be listed on any recognised global exchange. The investment guidelines showing the Fund's maximum investment in international shares do not include this potential additional exposure. Underlying Australian share funds may use short positions as part of their investment strategy. Currency hedges may be used from time to time.
- 18 This Fund may invest in enhanced cash funds that allow gearing.
- 19 Perpetual may allocate up to 30% of the portfolio to other assets which may include, but is not limited to, infrastructure, mortgages (including mezzanine mortgages), private equity, opportunistic property, absolute return funds, commodities and real return strategies. Exposure to other assets aims to enhance the Fund's diversification and may help reduce volatility.
- 20 Inflation is defined as the quarterly All Groups Consumer Price Index (CPI), as measured and published by the Australian Bureau of Statistics.
- 21 International shares may include some exposure to Australian shares and vice versa. The combined exposure to Australian and international shares is subject to a maximum of 70%.
- 22 Private market investments can include mortgages (including mezzanine mortgages) and may also include but is not limited to less liquid alternative investments such as private equity and infrastructure.
- 23 Other investments may include, but are not limited to, hedge fund replication strategies, insurance-linked strategies, specialist credit and structured products.

# ADDITIONAL INVESTMENT INFORMATION

## USE OF DERIVATIVES

A derivative is a financial instrument that usually derives its value from the price of a physical security or market index. Derivatives include, but are not limited to, futures, options, swaps and forward foreign exchange contracts.

Derivatives may be used in the management of the Funds for a range of investment activities including, but not limited to, the following purposes:

- managing investment risk and volatility of a stock, security or market
- managing actual and anticipated interest rate risk and credit exposure
- managing currency risk and adjusting currency exposure
- achieving asset exposures without buying or selling the underlying securities
- creating short exposure to a stock, security or market where permitted
- generating additional income
- adding to the gearing levels of relevant Funds' portfolios
- managing strategic and tactical asset allocation strategies
- taking advantage of price differences (known as arbitrage).

The use of derivatives is consistent with each Fund's investment guidelines and objectives.

Investing in derivatives can expose a Fund to additional risks. Please refer to 'Derivatives risk' within the 'Significant risks' table on page 4 for more information.

## ENVIRONMENTAL, SOCIAL AND ETHICAL FACTORS AND LABOUR STANDARDS

Perpetual is a signatory to the United Nations-supported Principles for Responsible Investment (PRI). PRI signatories undertake to consider environmental, social (including labour standards) and corporate governance (ESG) factors in their investment decision-making and ownership practices.

## PERPETUAL WHOLESALE ETHICAL SRI FUND

Perpetual evaluates companies that meet the investment approach, set out in the 'Fund profiles' on page 10, on a range of environmental, social and ethical issues to determine their suitability for inclusion/retention in, or divestment from, this Fund's portfolio. We seek to invest in quality companies that have satisfied our range of ethical, environmental and socially responsible investment criteria.

There are two main steps to the process, namely ethical exclusions and socially responsible investments (SRI) screening, utilising research from external specialists.

### ETHICAL EXCLUSIONS

We don't invest in companies that derive a material proportion of their revenue from the manufacture or sale of alcohol or tobacco, the operation of gambling facilities or the manufacture of gambling equipment, coal seam gas or uranium extraction or the manufacture of weapons or armaments.

### SRI SCREENING

Companies remaining after the ethical exclusions are then subject to an SRI screening to evaluate how their business practices impact society and the environment. The SRI screening involves three steps:

1. **Negative scoring:** Companies are rated on their negative environmental or social impacts and practices in relation to a number of criteria including human rights, labour standards, the environment, corporate governance, animal rights and genetically modified organisms.
2. **Positive scoring:** Companies are rated on their positive environmental or social impacts and practices in relation to a number of criteria including renewable energy, waste, ethics, environmental improvement and charity commitment.
3. **Universe inclusion:** Scores from all negative and positive screens are then combined. Companies with negative total scores are excluded while other companies become allowable investments.

The Fund's investments are regularly reviewed to determine whether they continue to pass the ethical SRI screening process when updated information is received. If we become aware that the Fund is invested in a company that no longer passes the ethical SRI screening process, the investment will be sold as soon as practical, in an orderly, price-sensitive manner.

Where a company is not covered by our research provider we may invest in the stock (following preliminary internal analysis) until coverage is initiated. Should the stock fail the screening process when coverage commences the stock will be sold as described above.

In rare circumstances where an issue that has caused an exclusion deemed to be minor we may override the exclusion for that issue, or for a period of time while the company rectifies the issue. These decisions are made independently of the Fund's portfolio manager to ensure conflicts of interest do not occur.

Emerging issues are monitored to ensure that the screening criteria remains relevant and in the spirit of the Fund. From time to time, and with the advice of our research provider, we may alter the screening criteria to take account of these emerging issues. We may engage with companies that are at risk from emerging issues to encourage them to consider the issue and improve their practices. We can modify the screening process for Perpetual Wholesale Ethical SRI Fund at any time.



CERTIFIED BY RIAA

The Certification Symbol signifies that a product or service offers an investment style that takes into account environmental, social, governance or ethical considerations. The Symbol also signifies that Perpetual Wholesale Ethical SRI Fund adheres to the strict disclosure practices required under the Responsible Investment Certification Program for the category of Fund Manager. The Certification Symbol is a Registered Trade Mark of the Responsible Investment Association Australasia (RIAA). Detailed information about RIAA, the Symbol and Perpetual Wholesale Ethical SRI Fund's methodology, performance and stock holdings can be found at [www.responsibleinvestment.org](http://www.responsibleinvestment.org), together with details about other responsible investment products certified by RIAA.<sup>1</sup>

<sup>1</sup> The Responsible Investment Certification Program does not constitute financial product advice. Neither the Certification Symbol nor RIAA recommends to any person that any financial product is a suitable investment or that returns are guaranteed. Appropriate professional advice should be sought prior to making an investment decision. RIAA does not hold an Australian Financial Services Licence.

## OTHER FUNDS

Apart from Perpetual Wholesale Ethical SRI Fund, our consideration of ESG factors does not include making ethical or moral judgements on particular practices or issues. Instead, when deciding whether to buy, retain or sell an investment, our investment managers consider those ESG risks only to the extent that they are relevant to the current or future value of the investment. For share investments, we may also actively engage with companies to encourage them to improve their ESG practices where we believe it is in the interest of a Fund's investors.

## ADDITIONAL INFORMATION ABOUT CERTAIN 'COMPLEX' FUNDS

ASIC requires the following specific information be provided for certain funds that pursue complex investment strategies (eg via use of leverage, derivatives and short selling) and/or have other characteristics (eg complex structures and/or performance fees) that may result in increased risk:

- periodic reporting
- investment strategy
- investment manager
- fund structure
- valuation, location and custody of assets
- liquidity
- leverage
- derivatives
- short selling
- withdrawals.

## PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

Perpetual Wholesale SHARE-PLUS Long-Short Fund is required to provide the above additional information since its investment strategy includes short selling and the Fund charges a performance fee.

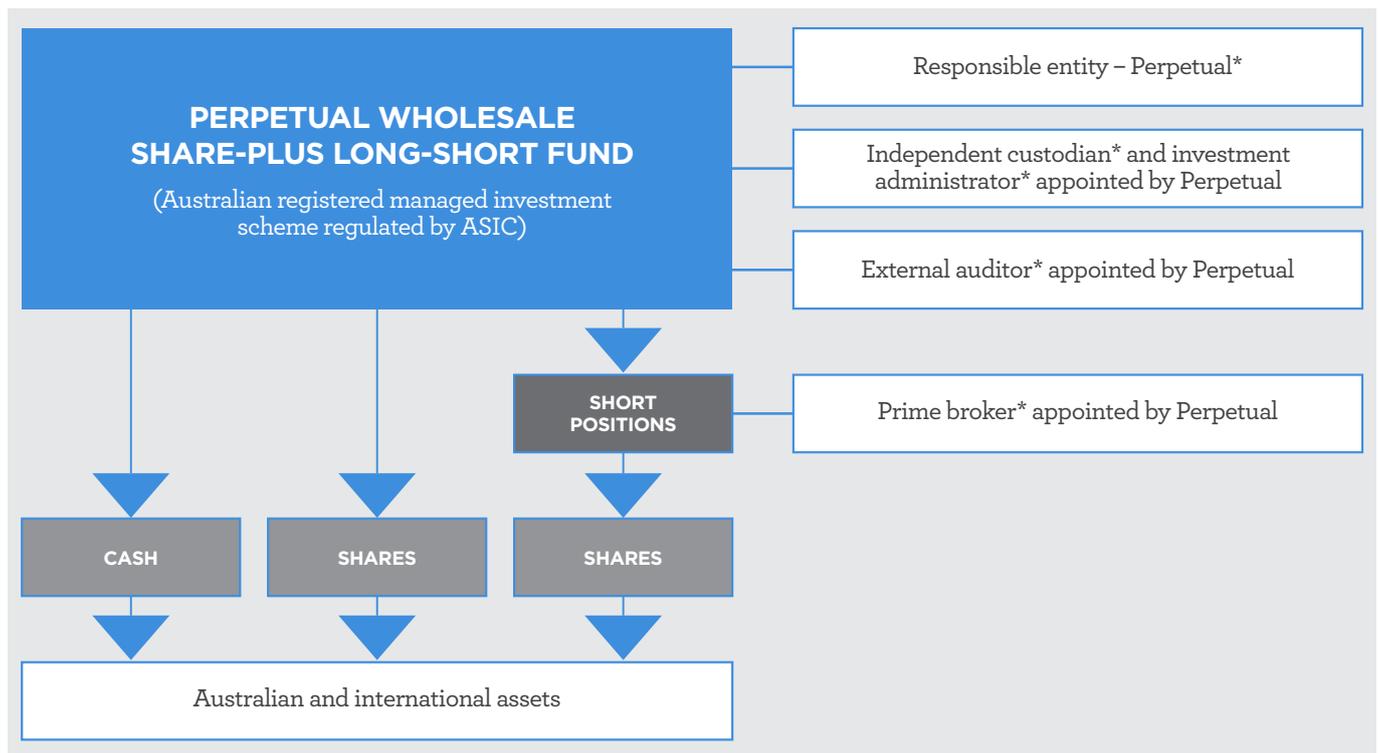
The 'Key features relating to Perpetual Wholesale SHARE-PLUS Long-Short Fund' table on page 17 provides a summary of how Perpetual complies with this requirement. To the extent that any particular details are not already contained within this document, additional information, which also forms part of this PDS, will be available at our website (see 'Incorporation by reference' on page 36 for details) or can be obtained free of charge by contacting us.

## KEY FEATURES RELATING TO PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

FEATURE	DETAILS
<b>Periodic reporting</b>	<p>The following information, updated at least annually, will be available at our website:</p> <ul style="list-style-type: none"> <li>the derivative counterparties engaged by the Fund</li> <li>any changes to key service providers.</li> </ul> <p>The following information, updated monthly, will be available at our website:</p> <ul style="list-style-type: none"> <li>the asset allocations of the Fund, including the geographic location of any material international assets</li> <li>the Fund's long, short and net position percentages</li> <li>net asset value of the Fund</li> <li>net returns of the Fund</li> <li>any material changes in the Fund's risk profile</li> <li>any material changes in the Fund's investment strategy.</li> </ul>
<b>Investment strategy</b>	<p>The objective, investment approach and investment guidelines for the Fund are shown in the Fund's profile on page 11.</p> <p>You should also refer to 'Understanding investment risk' on page 4 and 'Short selling' below for information about the risks of investing in the Fund and how these risks are managed.</p>
<b>Investment manager</b>	<p>Perpetual is the responsible entity and investment manager of the Fund – refer 'About Perpetual Investments' on page 2 for further information. The biography of the Fund's portfolio manager is available at <a href="http://www.perpetual.com.au/about-asset-management-team.aspx">www.perpetual.com.au/about-asset-management-team.aspx</a>.</p>
<b>Fund structure</b>	<p>The Fund may invest in assets directly or indirectly via other Perpetual managed funds that have compatible investment objectives and authorised investments – refer 'Fund structure' on page 18 for further information.</p> <p>The Fund's management costs include a management fee and performance fee – refer 'Management costs' on page 20 for details.</p>
<b>Valuation, location and custody of assets</b>	<p>The Fund invests primarily in listed Australian shares and cash (refer 'Asset classes available' on page 2 for descriptions of these types of assets) following the 'Investment guidelines' and 'Investment approach' detailed in the Fund's profile on page 11.</p> <p>There are no specific guidelines or constraints on the geographic location of the Fund's international assets. Shares may be listed or proposed to be listed on any recognised global exchange.</p> <p>All of the Fund's investments are valued at market value by an independent investment administrator appointed by Perpetual (refer 'Key service providers' on page 18 for details). The net asset value of the Fund is generally determined each business day – refer to 'How units are priced and investments are valued' on page 33 for further information.</p> <p>Perpetual has also appointed an independent custodian to hold the Fund's assets – refer 'Key service providers' on page 18 for details.</p>
<b>Liquidity</b>	<p>Since the Fund invests predominantly in shares listed on major Australian and global exchanges, under normal market conditions we expect that at least 80% of the Fund's assets could be liquidated at market value within 10 days. The Fund is therefore considered liquid and is operated as a liquid managed investment scheme – refer 'Liquidity risk' on page 4, 'Withdrawals' on page 27 and 'Suspension of applications, switches and withdrawals' on page 36 for further information.</p>
<b>Leverage</b>	<p>Borrowing is only permitted for short-term cash management purposes and cannot be used to leverage the Fund.</p>
<b>Derivatives</b>	<p>Derivatives may be used in the management of the Fund – refer 'Use of derivatives' on page 15 for details and 'Derivatives risk' on page 4 for information about associated risks.</p> <p>The derivatives used by the Fund are mostly exchange-traded derivatives. For any over-the-counter derivatives, counterparties must have minimum long and short-term credit ratings from a recognised ratings agency that are acceptable to us. A list of counterparties currently approved by Perpetual for any over-the-counter derivatives used in managing the Fund is available at our website.</p>
<b>Short selling</b>	<p>The Fund uses short selling as a key part of its investment strategy – refer 'Short-position risk' and 'Prime broker risk' on page 5 for information about particular associated risks.</p> <p>Short positions are actively monitored and may be closed if there are concerns over the market price or market liquidity. A stock will be purchased, closing out the short position, if:</p> <ul style="list-style-type: none"> <li>its stop loss limit is reached</li> <li>its valuation is no longer attractive</li> <li>market sentiment on the stock has changed.</li> </ul>
<b>Withdrawals</b>	<p>You can generally withdraw all or part of your investment in the Fund at any time as long as you maintain the required minimum balance after any partial withdrawal from the Fund – refer 'Withdrawals' on page 27 and 'Suspension of applications, switches and withdrawals' on page 36 for further information.</p>

## FUND STRUCTURE

The following diagram illustrates the investment structure that applies to the Fund at the date of this PDS.



\* All of these entities are domiciled in Australia.

## KEY SERVICE PROVIDERS

Perpetual has appointed the following independent key service providers for the Fund as at the date of this PDS:

- investment administrator – RBC Investor Services Trust<sup>1</sup>
- custodian – UBS Nominees Pty Ltd<sup>1</sup>
- prime broker – UBS AG, Australia branch<sup>1</sup>
- auditor – KPMG<sup>1</sup>
- unit registry – Tech Mahindra Limited<sup>1,2</sup>.

1 These service providers are domiciled in Australia.

2 This service provider is also domiciled in India.

Any subsequent changes to these key service providers will be notified via our website.

Perpetual monitors the investment administrator, custodian, prime broker and unit registry service providers in a number of ways, including:

- obtaining internal controls reports which are independently audited
- holding regular relationship meetings
- receiving periodic compliance certifications.

# FEES AND OTHER 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 contribution fees and management costs where applicable. Ask us or your financial adviser.

## TO FIND OUT MORE

If you would like to find out more or see the impact of fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website ([www.moneysmart.gov.au](http://www.moneysmart.gov.au)) has a managed funds fee calculator to help you check out different fee options.

## FEES AND OTHER COSTS

This document shows fees and other costs that you may be charged. These fees and other costs may be deducted from your money, from the returns on your investment or from the Fund's assets as a whole.

Fees and costs for particular Funds are set out in the 'Estimated management costs' table on page 20.

Tax information, including goods and services tax (GST), is set out on pages 31-32. Unless otherwise stated, all fees and other costs disclosed in this PDS are inclusive of the net effect of GST.

You should read all information about fees and costs because it's important to understand their impact on your investment.

## FEES AND OTHER COSTS

PERPETUAL WHOLESALE FUNDS		
TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
<b>FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE MANAGED INVESTMENT PRODUCT</b>		
<b>Establishment fee</b> The fee to open your investment	Nil.	Not applicable.
<b>Contribution fee</b> The fee on each amount contributed to your investment	Nil. <sup>1,2</sup>	Not applicable.
<b>Withdrawal fee</b> The fee on each amount you take out of your investment	Nil. <sup>1,2</sup>	Not applicable.
<b>Exit fee</b> The fee to close your investment	Nil.	Not applicable.
<b>MANAGEMENT COSTS<sup>3</sup></b>		
The fees and <b>estimated</b> costs for managing your investment	The estimated management cost ranges from 0.45% to 1.27% pa, depending on the Fund. <sup>1</sup> The estimated management cost for each Fund is shown in the 'Estimated management costs' table on page 20.	Management costs may be charged directly to the Funds and/or incurred indirectly in underlying funds. Management fees, which are expressed as a percentage of the net asset value of each Fund (except for Perpetual Wholesale Geared Australian Share Fund where the management fee is based on the Fund's gross asset value and Perpetual Wholesale SHARE-PLUS Long-Short Fund where the management fee is based on the sum of the Fund's long and short positions), are calculated and accrued daily and generally paid to us monthly. They are deducted directly from each Fund's assets and reflected in the unit price of the Fund each day. <sup>4</sup> Performance fees are calculated daily and, if applicable, accrued in the relevant Funds' unit prices. Where payable, performance fees are deducted directly from those Funds and paid to us six-monthly. <sup>5</sup> Indirect costs are payable when incurred.
<b>SERVICE FEES<sup>6</sup></b>		
<b>Switching fee</b> The fee for changing investment options	Not applicable.	Not applicable.

1 See 'Maximum fees and charges' on page 23 for details of the maximum fee amounts allowed under the Funds' constitutions.

2 A buy/sell spread will generally apply (see 'Transaction costs' on page 22 for details).

3 See 'Management costs' on page 20 for further details.

4 You may be able to negotiate the management fee with us – see 'Differential fees' on page 21 for further information.

5 See 'Performance fees' on page 21 for further information.

6 A member advice fee may also be payable (see 'Member advice fee' on page 24 for details).

## ADDITIONAL EXPLANATION OF FEES AND COSTS

### MANAGEMENT COSTS

The total management cost for each Fund comprises:

- our management fee
- any applicable performance fees
- indirect costs.

The amounts shown in the following table include all management fees, estimated performance fees and estimated indirect costs as at the date of the PDS. The indirect costs information is based on information available and (if applicable) estimates as at the date of this PDS. Any updates from time to time, which are not materially adverse, will be available at our website.

Management costs may vary in future years. Updated details will also be available at our website each year.

### ESTIMATED MANAGEMENT COSTS

FUND	MANAGEMENT FEE (% PA)	ESTIMATED PERFORMANCE FEES <sup>1</sup> (% PA)	ESTIMATED INDIRECT COSTS (% PA)		ESTIMATED TOTAL MANAGEMENT COST (% PA)
			ESTIMATED EXPENSE RECOVERIES <sup>2</sup>	ESTIMATED OTHER INDIRECT COSTS <sup>3</sup>	
Perpetual Wholesale Active Fixed Interest Fund	0.45%	n/a	0.00% <sup>4</sup>	0.00% <sup>4</sup>	0.45%
Perpetual Wholesale Diversified Income Fund	0.70%	n/a	0.00%	0.03%	0.73%
Perpetual Wholesale Dynamic Fixed Income Fund	0.55%	n/a	0.00%	0.02%	0.57%
Perpetual Wholesale Income Share Fund	0.99%	n/a	0.00% <sup>5</sup>	0.00% <sup>5</sup>	0.99%
Perpetual Wholesale Australian Share Fund	0.99%	n/a	0.00%	0.00%	0.99%
Perpetual Wholesale Concentrated Equity Fund	1.10%	n/a	0.00%	0.00%	1.10%
Perpetual Wholesale Ethical SRI Fund	1.175%	n/a	0.00%	0.00%	1.175%
Perpetual Wholesale Geared Australian Share Fund	1.17% <sup>6</sup>	n/a	0.00%	0.00%	1.17%
Perpetual Wholesale Industrial Share Fund	0.99%	n/a	0.00%	0.04%	1.03%
Perpetual Wholesale SHARE-PLUS Long-Short Fund	0.99% <sup>7</sup>	0.16% <sup>8</sup>	0.00%	0.00%	1.15%
Perpetual Wholesale Smaller Companies Fund	1.25%	n/a	0.02%	0.00%	1.27%
Perpetual Wholesale Global Share Fund	1.10%	0.00% <sup>9</sup>	0.00%	0.00%	1.10%
Perpetual Wholesale Global Share Fund Hedged	1.10%	0.00% <sup>10</sup>	0.00%	0.00%	1.10%
Perpetual Wholesale Conservative Growth Fund	0.90%	n/a	0.00%	0.01%	0.91%
Perpetual Wholesale Diversified Growth Fund	0.96%	n/a	0.00%	0.01%	0.97%
Perpetual Wholesale Diversified Real Return Fund	0.85%	n/a	0.00%	0.09%	0.94%
Perpetual Wholesale Balanced Growth Fund	1.04%	n/a	0.00%	0.06%	1.10%
Perpetual Wholesale Split Growth Fund	1.16%	n/a	0.00%	0.02%	1.18%

1 **Past performance and these estimates are not indicative of future returns.** Performance fees payable in the future may vary depending on the Funds' actual performance. See 'Performance fees' on page 21 for further information.

2 Subject to footnotes 4 and 5 below, since we currently choose to pay normal operating expenses out of our management fee, these amounts represent any abnormal operating expenses recovered from the Funds for the financial year ended 30 June 2016, which may vary in future years.

3 Subject to footnotes 4 and 5 below, see 'Other indirect costs' on page 22 for further information.

4 The indirect costs for Perpetual Wholesale Active Fixed Interest Fund are estimated amounts which we expect will apply for the current financial year ending 30 June 2017, adjusted to reflect a 12-month period, and for the first full financial year.

5 Prior to 1 July 2016, the management cost structure for Perpetual Wholesale Income Share Fund comprised a management fee of 0.89% per annum plus expense recoveries, which resulted in a total management cost of 1.03% (including estimated expense recoveries of 0.14% representing normal operating expenses) for the financial year ended 30 June 2016. From 1 July 2016, this Fund ceased accruing for expense recoveries and from 22 August 2016 changed its management cost structure to a management fee of 0.99% per annum, out of which we currently choose to pay any normal operating expenses. Therefore, for greater accuracy reflecting the current fee structure, the estimated indirect costs shown in the above table are prospective rather than being based on actual historical indirect costs for the financial year ended 30 June 2016.

- 6 This percentage is based on the Fund's gross asset value. If the Fund's average gearing level is 50%, the management fee will be 2.34% of the Fund's net asset value. If the average gearing level over the year is higher than 50%, the management fee will be higher than 2.34% of net asset value. The maximum management fee under the Fund's constitution is 5% of the gross asset value of the Fund.
- 7 This percentage is based on the sum of the Fund's long and short positions.
- 8 This estimate is based on performance fees charged in Perpetual Wholesale SHARE-PLUS Long-Short Fund for the previous financial year ended 30 June 2016. Annual performance fees for the previous four financial years ended 30 June 2016 have ranged between 0.16% and 0.41%, averaging 0.24% pa over that period.
- 9 This estimate is based on performance fees charged in Perpetual Wholesale Global Share Fund for the previous financial year ended 30 June 2016. Annual performance fees since the Fund's registration with ASIC as a managed investment scheme (August 2014) to 30 June 2016 have ranged between 0.00% and 0.24%, averaging 0.12% pa over that period.
- 10 This estimate is based on performance fees charged in Perpetual Wholesale Global Share Fund Hedged since its inception (February 2016) to 30 June 2016, adjusted to reflect a 12-month period.

## MANAGEMENT FEE

We receive management fees for managing your investments in the Funds, which includes providing administration and custodian services.

### PERPETUAL WHOLESALE DIVERSIFIED INCOME FUND PERPETUAL WHOLESALE GEARED AUSTRALIAN SHARE FUND

Under these Funds' constitutions, we can choose to be issued with units for our management fee. We'll redeem these units as soon as practicable after we receive them.

### DIFFERENTIAL FEES

We may negotiate a rebate of all or part of our management fee with wholesale clients (as defined by the Corporations Act) and employees of the Perpetual Group. The payment and terms of rebates are negotiated with wholesale clients but are ultimately at our discretion, subject to the Corporations Act and ASIC policy.

## PERFORMANCE FEES

Performance fees may apply in:

- Perpetual Wholesale SHARE-PLUS Long-Short Fund
- Perpetual Wholesale Global Share Fund
- Perpetual Wholesale Global Share Fund Hedged.

A performance fee may be charged if a relevant Fund's investment performance (as a whole) exceeds its performance hurdle and other conditions, as outlined below, are met.

### PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

The performance hurdle for Perpetual Wholesale SHARE-PLUS Long-Short Fund is the S&P/ASX 300 Accumulation Index plus 2% per annum.

The daily performance fee is equal to 13.98% of the difference between the Fund's daily return and its performance hurdle multiplied by the Fund's adjusted net asset value (that is, net asset value inclusive of management fee accruals but excluding accrued performance fees).

### PERPETUAL WHOLESALE GLOBAL SHARE FUND AND PERPETUAL WHOLESALE GLOBAL SHARE FUND HEDGED

The performance hurdle for:

- Perpetual Wholesale Global Share Fund is the MSCI World Net Total Return Index (AUD)
- Perpetual Wholesale Global Share Fund Hedged is the MSCI World Net Total Return Index fully hedged to the Australian dollar (AUD).

The daily performance fee is equal to 15.00% of the difference between each Fund's daily return and its performance hurdle multiplied by the Fund's adjusted net asset value (that is, net asset value inclusive of management fee accruals but excluding accrued performance fees).

## HOW THE PERFORMANCE FEES WORK

The performance fee period is half-yearly, currently from 1 April to 30 September and 1 October to 31 March. The relevant Funds' constitutions allow Perpetual to change the performance fee period, with 30 days' written notice to investors under the law.

The performance fee is calculated each business day and is based on the performance of the Fund after management fees and expenses have been deducted.

Where the daily performance fee is positive:

- it is added to any currently accrued performance fee and reflected in the Fund's daily unit price or
- where there is no currently accrued performance fee, it is applied to reduce any carried forward negative amount.

If the daily performance fee is negative:

- it is applied to reduce any currently accrued performance fee and, if the resultant amount is still positive, reflected in the Fund's daily unit price or
- where there is no currently accrued performance fee, the negative amount is carried forward and will need to be offset by future positive performance fees before any performance fee can be accrued and reflected in the Fund's unit price.

The performance fee paid to Perpetual is equal to the performance fee accrual since the performance fee was last paid. It's payable only if:

- the performance fee at the end of the period is a positive amount and
- the Fund's return over the performance fee period is positive.

If the performance fee at the end of a period is a negative amount, this amount carries over to the first day of the next period. This means that we must make up any under-performance from the previous period before we can start accruing a performance fee.

If the performance fee is a positive amount, but the Fund's return over the performance fee period is negative, this accrual amount carries over to the first day of the next period.

## INDIRECT COSTS

Indirect costs include both our expense recoveries deducted directly from the Funds and other costs incurred indirectly in underlying funds. Indirect costs may also be incurred if a Fund or underlying fund invests in derivatives.

### EXPENSE RECOVERIES

We're entitled to charge to the Funds or be reimbursed from the Funds for any expenses incurred in the proper performance of our duties and obligations relating to the management and administration of the Funds.

There is no limit in the Funds' constitutions on the amount that can be recovered for expenses that are reasonably and properly incurred.

### NORMAL OPERATING EXPENSES

Normal operating expenses are those incurred in the day-to-day operation of the Funds.

We currently choose to pay normal operating expenses out of our management fee.

### ABNORMAL OPERATING EXPENSES

Abnormal operating expenses aren't generally incurred during the day-to-day operation of a Fund and aren't necessarily incurred in any given year. They're due to abnormal events like the cost of running an investor meeting, or legal costs incurred by changes in a Fund's constitution.

### OTHER INDIRECT COSTS

Any relevant other indirect costs for the financial year ended 30 June 2016, which may vary in future years, are included within 'Estimated other indirect costs' in the 'Estimated management costs' table on page 20.

The following applies where a Fund invests into an underlying fund (including exchange traded funds).

#### MANAGEMENT FEES IN UNDERLYING FUNDS

Managers of underlying funds will generally charge a management fee for their services. These fees will be deducted from the underlying funds and reflected in their unit price. With the exception of exchange traded funds and some unlisted securities, Perpetual will otherwise compensate the Fund for these amounts so they are not an indirect cost to you.

#### PERFORMANCE-RELATED FEES IN UNDERLYING FUNDS

Managers of underlying funds may also charge fees based on investment performance. These fees will be deducted from the underlying funds and reflected in their unit price. If charged, these amounts will be an indirect cost to you.

#### OTHER UNDERLYING MANAGEMENT EXPENSES

Managers of underlying funds may also charge expense recoveries to their underlying funds, which will usually be deducted from the assets of the underlying funds and reflected in their unit price, and/or the underlying funds themselves may incur indirect costs. If charged, these amounts will usually be an indirect cost to you.

## TRANSACTION COSTS

In managing the investments of the Funds, transaction costs such as brokerage, settlement costs, clearing costs and government charges may be incurred by changes in a Fund's investment portfolio, or when a Fund experiences cash flows in or out of it. Transaction costs are an additional cost to you.

When a Fund incurs transaction costs from changing its investment portfolio, they are paid out of the Fund's assets and reflected in its unit price.

Transaction costs that are incurred because investors buy or sell units in a Fund are also paid from the Fund's assets, but they are offset by the transaction cost allowances that are included in the calculation of the Fund's entry and/or exit unit prices, where relevant, as described under 'Buy/sell spread' on this page.

The following transaction cost information for each Fund based on the most recently completed financial year, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' on page 36 for details) or can be obtained free of charge by contacting us:

- total estimated Fund transaction costs
- estimated transaction costs offset by buy/sell spreads
- estimated net transaction costs borne by all investors (the estimated percentage by which the Fund's investment return has been reduced by transaction costs), which ranged between 0.10% and 0.49% for the financial year ended 30 June 2016 depending on the Fund.

## BUY/SELL SPREAD

Estimated transaction costs are allocated when an investor buys or sells units in a Fund by incorporating a buy/sell spread between the Fund's entry and exit unit prices, where appropriate. This aims to ensure that other investors aren't impacted by the transaction costs associated with a particular investor buying or selling units in the Fund. We have discretion to waive the buy/sell spread on applications or withdrawals where no transaction costs are incurred.

A buy/sell spread is an additional cost to you. The spread, if applicable, is based on our estimates of the average transaction costs incurred by a Fund. However, it is not a fee paid to us and is retained in the Fund to cover the actual transaction costs as they are incurred.

The buy/sell spread will impact the return on your investment. As it is built into a Fund's unit prices, it won't be recorded separately on investor statements.

Estimated transaction costs, which are used to determine the buy/sell spreads, are reviewed regularly. Consequently, the buy/sell spreads current as at the issue date of this PDS may change (increase or decrease) during the life of this PDS. The buy/sell spread for each Fund, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' on page 36 for details) or can be obtained free of charge by contacting us.

GST is not applicable to any buy/sell spread when you buy or sell units in the Funds.

## BORROWING COSTS

Any costs associated with the Funds borrowing money or securities (such as interest, establishment fees, government charges and stock borrowing fees) are deducted from the relevant Fund's assets and reflected in its unit price.

### PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

Perpetual Wholesale SHARE-PLUS Long-Short Fund will pay the securities lender an ongoing fee on borrowed stocks. The ongoing fee varies on a stock by stock basis but is usually within the range of 0.50%-5.00% per annum of the market value of the stock.

Borrowing costs reduced the Fund's return by an estimated 0.21% for the financial year ended 30 June 2016. These costs were additional to the Fund's management costs and transaction costs, and may vary in future years depending on specific stock borrowing transactions entered into by the Fund.

### PERPETUAL WHOLESALE GEARED AUSTRALIAN SHARE FUND

Borrowing costs associated with the Fund's gearing reduced its return by an estimated 3.12% for the financial year ended 30 June 2016. These costs were additional to the Fund's management costs and transaction costs, and may vary in future years depending on the Fund's gearing level from time to time.

## MISCELLANEOUS FEES

If we incur a fee because a cheque or direct debit for your investment in the Funds is dishonoured by your financial institution, the amount will be charged to your investment.

## GOVERNMENT CHARGES

Government charges will be applied to your account as appropriate.

## MAXIMUM FEES AND CHARGES

Each Fund's constitution allows us to charge maximum fees as outlined in the table below.

Expense recoveries are unlimited under the Funds' constitutions.

Amounts disclosed are inclusive of GST unless stated otherwise.

## MAXIMUM FEES AND CHARGES

FUND	CONTRIBUTION FEE (%)	WITHDRAWAL FEE (%)	MANAGEMENT FEE (% PA)	PERFORMANCE FEE (%)
Perpetual Wholesale Active Fixed Interest Fund	5.00%	5.00%	3.00% <sup>2</sup>	n/a
Perpetual Wholesale Australian Share Fund	4.00%	2.00%	2.04% <sup>1</sup>	n/a
Perpetual Wholesale Balanced Growth Fund	4.00%	2.00%	2.04% <sup>1</sup>	n/a
Perpetual Wholesale Concentrated Equity Fund	5.00%	5.00%	2.00% <sup>2</sup>	n/a
Perpetual Wholesale Conservative Growth Fund	5.00%	5.00%	3.00% <sup>2</sup>	n/a
Perpetual Wholesale Diversified Growth Fund	5.00%	5.00%	2.00% <sup>2</sup>	n/a
Perpetual Wholesale Diversified Income Fund	5.00%	5.00%	3.00% <sup>2</sup>	n/a
Perpetual Wholesale Diversified Real Return Fund	4.00%	2.00%	3.00% <sup>2</sup>	n/a
Perpetual Wholesale Dynamic Fixed Income Fund	5.00%	5.00%	3.00% <sup>2</sup>	n/a
Perpetual Wholesale Ethical SRI Fund	5.00%	5.00%	3.00% <sup>2</sup>	n/a
Perpetual Wholesale Geared Australian Share Fund	5.00%	5.00%	5.00% <sup>2</sup>	n/a
Perpetual Wholesale Global Share Fund	5.00%	5.00%	3.00% <sup>2</sup>	30.00% <sup>5</sup>
Perpetual Wholesale Global Share Fund Hedged	5.00%	5.00%	3.00% <sup>2</sup>	30.00% <sup>5</sup>
Perpetual Wholesale Income Share Fund	n/a	n/a	1.00% <sup>3</sup>	n/a
Perpetual Wholesale Industrial Share Fund	4.00%	2.00%	2.04% <sup>1</sup>	n/a
Perpetual Wholesale SHARE-PLUS Long-Short Fund	5.00%	5.00%	3.00% <sup>2,4</sup>	15.00% <sup>5</sup>
Perpetual Wholesale Smaller Companies Fund	4.00%	2.00%	2.04% <sup>1</sup>	n/a
Perpetual Wholesale Split Growth Fund	3.00%	2.00% <sup>6</sup>	4.00% <sup>1</sup>	n/a

1 Calculated on the Fund's net asset value.

2 Calculated on the Fund's gross asset value.

3 Percentage of the Fund's total asset value. The maximum management fee percentage shown in the table for Perpetual Wholesale Income Share Fund excludes any GST that the responsible entity may be entitled to be paid or reimbursed out of the assets of the Fund, as applicable.

4 Based on the sum of the Fund's long and short positions.

5 Based on the Fund's return above its performance hurdle.

6 Subject to a maximum withdrawal fee of \$100 in respect of each withdrawal request.

## INCREASES OR ALTERATIONS TO OUR FEES

We may change our fees without your consent. However, we won't increase our fees, or introduce contribution or withdrawal fees, without giving you at least 30-days' written notice.

## TAX

Tax information, including GST, is set out on pages 31-32.

## ADVISER REMUNERATION

### FINANCIAL ADVISER COMMISSIONS

No commissions are paid to your financial adviser.

### MEMBER ADVICE FEE

The member advice fee is a fee for financial advice you may receive in relation to your investment.

You can authorise us to pay an ongoing member advice fee to your financial adviser on your behalf out of your investment. Any member advice fee you authorise us to pay is additional and separate to the fees we charge in respect of your investment in the Funds. The available options are shown in the 'Member advice fees' table below.

You can nominate the Fund from which the member advice fee is to be deducted. If you don't make a nomination or if the balance in your nominated Fund is reduced to zero, the member advice fee will be deducted proportionately from your investment in the various Funds held at the time of payment.

The deduction of units to pay a member advice fee will be treated as a disposal of units for tax purposes, which may have tax implications for you (see 'Tax' on page 31 for details).

## MEMBER ADVICE FEES

PAYMENT BASIS <sup>1</sup>	HOW AND WHEN PAID
Percentage fee option	Calculated on the average daily balance of your investment and paid monthly by withdrawal of units at the end of each month.
Flat dollar fee option	Paid in equal monthly instalments by withdrawal of units at the end of each month.

1 All member advice fee amounts that we deduct from your investment in the Funds and pay to your adviser on your behalf include GST.

## EXAMPLE OF ANNUAL FEES AND COSTS FOR PERPETUAL WHOLESALE BALANCED GROWTH FUND

This table gives an example of how the fees and costs in Perpetual Wholesale Balanced Growth Fund can affect your investment over a one-year period. You should use this table to compare this Fund with other managed investment products.

EXAMPLE - PERPETUAL WHOLESALE BALANCED GROWTH FUND		BALANCE OF \$50,000 <sup>1</sup> WITH A CONTRIBUTION OF \$5,000 DURING YEAR
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.00. <sup>2</sup>
<b>PLUS</b>	1.10%	<b>And</b> , for every \$50,000 you have in the Fund you will be charged \$550.00 each year.
Management costs		
<b>EQUALS</b>		
Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of <b>\$550.00</b> . <sup>1,2</sup> <b>What it costs you will depend on the Fund you choose, the Fund's actual costs each year and, if applicable, the fees you negotiate with us or your adviser.</b>

1 We have assumed a constant value of \$50,000 for the whole year.

2 A buy spread of 0.34% (as at the issue date of this PDS and which may have since changed), equal to \$17.00 on a \$5,000 contribution, will also apply (see 'Transaction costs' on page 22 for further information).

We can refuse to deduct a member advice fee. You can also turn off the member advice fee at any time by instructing us in writing.

## OTHER BENEFITS

As a result of your investment in the Funds your financial adviser may receive other non-monetary benefits (where allowed by law), which are not an additional cost to you.

## PAYMENTS TO DEALER GROUPS

Where the payment and receipt of dealer payments is allowable under the law, certain dealer groups (of which your adviser may be a part) may also receive payments. If these payments are made, they are not paid by you or the Funds, rather they are paid by us. These amounts may be up to 1.0% per annum (including GST, if applicable) of the funds invested via the dealer group.

## PRODUCT ACCESS PAYMENTS

We may make payments to platform providers for distributing our Funds on their investments menu (where allowed by law). These payments may help them recover their costs incurred in establishing our Funds on their menu and certain other marketing and distribution costs. These amounts may be up to 1.0% per annum (including GST, if applicable) of the funds invested with us. If these payments are made, they are not paid by you or the Funds, but rather they are paid by us.

## BENEFITS RECEIVED

As a result of brokerage paid by the Funds, we may receive benefits such as investment research, which we may use for any investment purpose, including for the Funds.

# OPERATING YOUR ACCOUNT

When you invest in a Fund, your money is pooled with investments from other investors and used to buy assets for the Fund, which we manage on behalf of all investors.

When you invest in a Fund, you will be allocated units in the Fund. The value of your investment in the Fund will vary as the Fund's daily unit prices change to reflect increases or decreases in the market value of the Fund's underlying assets.

FEATURE/TRANSACTION	SUMMARY INFORMATION	FURTHER INFORMATION
<b>Initial investment</b>	<p>\$25,000 minimum investment per Fund. After reading the PDS, complete the application form and send it to us:</p> <ul style="list-style-type: none"> <li>• <b>for investments by cheque</b> – attach a cheque to your application form.</li> <li>• <b>for investments by direct debit</b> – we'll debit your initial investment amount directly from your nominated account once we've accepted your application.</li> </ul>	page 26
<b>Additional investments</b>	<p>\$2,000 minimum additional investment per Fund. After reading the current PDS:</p> <ul style="list-style-type: none"> <li>• <b>for investments by direct debit</b> – complete an application form and send it to us – we'll debit your additional investment amount directly from your nominated account once we've accepted your application.</li> <li>• <b>for investments by BPAY</b> – remit your additional investment amount to us quoting your Customer Reference Number (CRN) and the <b>BPAY biller code</b> for the relevant Fund.</li> </ul>	page 26
<b>Savings plan</b>	<p>\$100 minimum per Fund – If you wish to make regular additional investments by direct debit from your nominated account, complete section 5 of the application form.</p>	page 26
<b>Switching</b>	<p>To switch all or part of your investment in a Fund (conditions apply), submit a switch request through Online Account Access (see below) or send us a completed switch form (available from our website or by contacting us) by mail or fax.</p>	page 27
<b>Withdrawals</b>	<p>If you wish to make a withdrawal, send us a completed 'Withdrawal form' (available from our website or by contacting us), write to us stating your request (including your client number and account number) or use our phone (maximum withdrawal of \$50,000 per day) or fax withdrawal facilities.</p>	page 27
<b>Regular withdrawal plan</b>	<p>\$100 minimum per Fund – You can choose to receive regular payments from your investment in the Funds (conditions apply) by completing section 5 of the application form.</p>	page 28
<b>Distributions</b>	<p>You can have your distributions for a Fund reinvested in the same Fund, invested in your existing account in Perpetual Cash Management Fund (if applicable) or deposited into your nominated account by noting your choice for each Fund in section 4 of the application form. Where a Fund is an AMIT and we determine to reinvest part or all of your distribution, it will be reinvested in the same Fund.</p>	page 29
<b>New instructions or changes</b>	<p>Please contact us to advise of any changes to your name, address/contact details, bank account and other details/instructions. You can also send us a completed change of instructions form (available from our website or by contacting us).</p> <p>Any acceptable changes by phone can only be made after we've confirmed your identity. All changes to bank account details must be made in writing by mail.</p> <p>When requesting any new features or changes/cancellations involving transactions (eg distribution payments), we must receive your instructions at least <b>five business days</b> before a transaction date for it to apply to the next transaction.</p>	page 30
<b>Authorised representative</b>	<p>You can appoint an authorised representative to act on your behalf in relation to your investment in the Funds by completing section 7 of the application form.</p>	page 30
<b>Online Account Access</b>	<p>Online Account Access allows you to view and transact on your investment online. You should specify the level of access you want in section 5 of the application form.</p>	page 30
<b>Updated information</b>	<p>Go to our website or mail, phone, fax or email us for the latest information on unit prices, buy/sell spreads and investment returns and any other updated information in relation to the Funds. Other general information is also provided in the Funds' annual report, which is also available at our website.</p>	inside back cover

## INVESTMENTS

Depending on your investment goals and the amount you have to invest, you can invest in a single Fund or multiple Funds.

### INITIAL INVESTMENT

The minimum initial investment in any Fund is \$25,000, which may be paid:

- by cheque or
- by direct debit.

You should indicate on your application form the amount of your investment in each Fund.

Accepting your application includes us verifying your identity (see 'Anti-money laundering/counter-terrorism financing laws' on page 34 for more information).

### ADDITIONAL INVESTMENTS

Additional investments can be made at any time according to the current PDS. The PDS may be updated or replaced from time to time and you should read the current version before you make an additional investment. You can obtain a copy of the current PDS, free of charge, at our website or by contacting us.

The minimum additional investment into an existing Fund is \$2,000 per Fund, which may be paid by:

- direct debit or
- BPAY.

### DIRECT DEBIT

You can authorise us on your application form to debit investment amounts directly from your nominated Australian bank, building society or credit union account.

We are unable to debit a third party account, so you must be a party to the bank account nominated for direct debits. For joint investors, at least one investor must be a party to the nominated account.

We will initiate direct debit drawings automatically upon acceptance of your instruction and we will not advise you beforehand. To avoid potential dishonours by your financial institution and any associated charges, it is your responsibility to ensure that:

- direct debit is available from any account you nominate
- your nominated account has a sufficient balance available to meet any authorised direct debits.

### DIRECT DEBIT REQUEST SERVICE AGREEMENT

If you elect to make investments by direct debit authority, you must read and accept the terms of our Direct Debit Request Service Agreement, which is publicly available at our website (see 'Other documents' on page 36 for details) or can be obtained free of charge by contacting us.

## BPAY

BPAY is a convenient way for you to make additional investments in the Funds from your cheque or savings account using the phone or online banking facilities provided by most Australian banks, building societies and credit unions.

If you indicate on your application form that you want to make additional investments in the Funds by BPAY, we'll send you a Customer Reference Number (CRN). You can also apply for a CRN at any other time by contacting us.

When using BPAY for making additional investments, you'll need to quote your CRN and the relevant Fund's BPAY biller code (see table).

### BPAY BILLER CODES

FUND	BPAY BILLER CODE
Perpetual Wholesale Active Fixed Interest Fund	266304
Perpetual Wholesale Australian Share Fund	989251
Perpetual Wholesale Balanced Growth Fund	989343
Perpetual Wholesale Concentrated Equity Fund	989285
Perpetual Wholesale Conservative Growth Fund	989327
Perpetual Wholesale Diversified Growth Fund	989335
Perpetual Wholesale Diversified Income Fund	950279
Perpetual Wholesale Diversified Real Return Fund	4899282
Perpetual Wholesale Dynamic Fixed Income Fund	7385
Perpetual Wholesale Ethical SRI Fund	989319
Perpetual Wholesale Geared Australian Share Fund	989293
Perpetual Wholesale Global Share Fund	42374
Perpetual Wholesale Global Share Fund Hedged	250795
Perpetual Wholesale Income Share Fund	52399
Perpetual Wholesale Industrial Share Fund	989269
Perpetual Wholesale SHARE-PLUS Long-Short Fund	989301
Perpetual Wholesale Smaller Companies Fund	21857
Perpetual Wholesale Split Growth Fund	989376

## SAVINGS PLAN

With a savings plan, you can make regular investments in the Funds automatically by direct debit from your nominated Australian bank, building society or credit union account (except for Perpetual Wholesale Income Share Fund until further notice).

The minimum savings plan investment is \$100 per Fund, which can be made as follows:

- fortnightly – on alternate Thursdays (as set by us)
- monthly (default frequency) – on the 20th of the month
- quarterly – on the 20th of January, April, July and October.

If any of these days aren't business days, the next business day will apply.

Please contact us if you wish to change the investment amount or frequency, or cancel your savings plan.

The following table shows the impact on your savings plan of any withdrawals or switches from the Funds unless you provide alternative instructions at the time of withdrawing or switching.

#### IMPACT OF WITHDRAWALS AND SWITCHES ON EXISTING SAVINGS PLANS

TYPE OF TRANSACTION	IMPACT ON FUTURE SAVINGS PLAN
Full withdrawal from all savings plan Fund(s)	We'll cancel your savings plan.
Full withdrawal from some savings plan Fund(s)	We'll continue your savings plan for the same dollar amount invested into the remaining Fund(s) in proportion to your previous savings plan allocations to the remaining Fund(s).
Full switch from all savings plan Fund(s)	We'll transfer your savings plan to the Fund(s) that you switched to in the same proportion as the switch.
Full switch from some savings plan Fund(s)	We'll continue your savings plan for the same dollar amount. The allocation of your savings plan that was previously invested into the Fund(s) that you have switched from will be invested into the existing and/or new Fund(s) that you switched to in the same proportion as the switch.
Partial withdrawal or switch from all or some savings plan Fund(s)	No change to your savings plan.

We can terminate, suspend or impose additional conditions on the operation of your savings plan at any time with notice to you.

#### SWITCHES

You can generally switch all or part of your investment in a Fund into another Fund(s) at any time as long as you meet the withdrawal and application criteria for the nominated Funds.

The PDS may be updated or replaced from time to time and you should read the current version before you switch. You can obtain a copy of the current PDS, free of charge, at our website or by contacting us.

Please include the following information in your switch request:

- your client number and account number
- the number of units or amount to be switched from/to each Fund.

All switches involve a withdrawal of money from one Fund at its exit price and an investment in another Fund at its entry price on the same effective date. Consequently, there may be a cost to investors due to the buy/sell spreads on unit prices (see 'Transaction costs' on page 22 for further information).

A switch out of a Fund will generally be a disposal of units for tax purposes, which may have tax implications for you (see 'Tax' on page 31 for details).

#### WITHDRAWALS

You can withdraw all or part of your investment in a Fund at any time as long as you maintain a minimum balance of \$25,000 after any partial withdrawal from the Fund, otherwise we may close your account and pay the balance of your investment to you.

Please include the following information in your withdrawal request and ensure that it is signed by the authorised signatory (see 'Authorised signatories' on page 39 for more details):

- your client number and account number
- the name of the Fund(s)
- the number of units or amount to be withdrawn
- your payment instructions.

Withdrawal requests can be cancelled at any time before we have accepted them by notifying us.

Generally your withdrawal proceeds can be:

- invested into your existing account in Perpetual Cash Management Fund (if applicable) or
- deposited into a nominated Australian bank, building society or credit union account.

Withdrawal proceeds that are paid directly into your nominated account are subject to clearance by your bank, building society or credit union from the date of deposit into your account.

We will confirm all withdrawals in writing. For your protection, withdrawals will not be paid in cash. Withdrawals of money invested by direct debit request, at our discretion, may be required to be paid back into the account from which it was debited.

The proceeds from your withdrawal will usually be available within 14 business days from when we have accepted the request, given normal operating conditions. The maximum period allowed under the Funds' constitutions for payment of withdrawals, after we have accepted the request, is as follows:

- 70 days for Perpetual Wholesale Active Fixed Interest Fund, Perpetual Wholesale Diversified Income Fund and Perpetual Wholesale Dynamic Fixed Income Fund
- 60 days for Perpetual Wholesale Geared Australian Share Fund and Perpetual Wholesale SHARE-PLUS Long-Short Fund

- 21 days for Perpetual Wholesale Global Share Fund and Perpetual Wholesale Global Share Fund Hedged
- 30 days for Perpetual Wholesale Income Share Fund, which may be extended to up to 60 days or longer for large withdrawals (that is, if we estimate that the Fund must realise 10% of its assets to fund redemptions) or where we consider the delay is in investors' interests or the law requires or permits
- 30 days for all other Funds.

If you withdraw your units before the end of a distribution period, you won't receive a distribution for those units in that period. Your withdrawal amount will generally include your share of distributable income accrued in the Funds to the date of withdrawal as capital.

We may determine that part of your withdrawal amount represents a share of the distributable income including realised net capital gains for that distribution period. We will advise you if this happens.

### PHONE WITHDRAWALS

Please complete section 5 of the application form if you wish to be provided with a Personal Identification Number (PIN) for making withdrawals of up to \$50,000 (or another amount that we may set and advise you) per day by phone. You should keep your PIN secure at all times and advise us immediately if you suspect it has been compromised.

For your protection, we won't accept phone withdrawal requests for deposits to accounts that have not been previously nominated by the investor by mail.

Conditions apply to the phone withdrawal facility (see 'Other conditions' on page 36 for details).

### FAX AND EMAIL INSTRUCTIONS

We currently accept various instructions, including withdrawal requests, by fax or scanned attachment to email provided we have no reason to believe the request isn't genuine. However, for your protection, we won't accept fax or email requests in relation to withdrawals for deposits to accounts that have not been previously nominated by the investor by mail.

Conditions apply to fax and email withdrawal requests (see 'Other conditions' on page 36 for details).

### REGULAR WITHDRAWAL PLAN

The regular withdrawal plan provides a convenient way for you to receive automatic payments from your investment for pre-determined amounts at nominated intervals. For example, if you are relying on your investment to provide you with a regular income (other than distribution payments), this facility eliminates the need for you to lodge a separate withdrawal request each time.

The minimum withdrawal amount for the regular withdrawal plan is \$100 per Fund. To establish a regular withdrawal plan, you must also maintain a minimum balance of \$25,000 for each of your selected Funds.

You can choose regular withdrawals to be paid from your selected Funds:

- monthly – as at the 24th of each month
- quarterly – as at the 24th of January, April, July and October
- half-yearly – as at the 24th of January and July or
- yearly (default frequency) – as at the 24th of July.

If any of these days aren't business days, the next business day will apply.

The proceeds of your regular withdrawal plan withdrawals will:

- only be deposited into your nominated Australian bank, building society or credit union account
- usually be available in your nominated account within seven business days, given normal operating conditions.

Please contact us if you wish to change the frequency or amount, or cancel your regular withdrawal plan.

We will automatically cancel your regular withdrawal plan relating to a nominated Fund if you withdraw your total investment from that Fund. We may also cancel your regular withdrawal plan relating to a nominated Fund if a partial withdrawal (including regular withdrawal plan withdrawal) reduces your account balance in that Fund to less than \$25,000 (or another amount that we may set and advise you).

We can terminate, suspend or impose additional conditions on the operation of your regular withdrawal plan at any time with notice to you.

### BUY BACK OPTION

We may also agree to buy back your units in the Funds. This option is mainly relevant to New Zealand investors.

The withdrawal value that you'll receive for units under the buy back method will be reduced by any applicable duties and other costs that arise using this method, so it's likely that you'll receive less for the withdrawal of your units than using the direct withdrawal method. You should seek financial and/or tax advice before requesting us to buy back your units. A buy back request form is available from us.

## HOW UNITS ARE ISSUED OR WITHDRAWN

Generally, if our Sydney office receives and accepts an investment application (including investment amounts received by BPAY, where applicable), switch or withdrawal request by 3.00pm on any business day, it will be processed using that day's entry and/or exit price (as applicable). If received and accepted after 3.00pm, it will be processed using the next calculated entry and/or exit price. If it's a non-working day for Perpetual in Sydney, it will be processed using the next available entry and/or exit price.

The number of units issued to you for investment applications and switches into a Fund is determined by dividing the investment or switch amount by the applicable entry price. The number of units redeemed for withdrawals and switches from a Fund is determined by dividing the withdrawal or switch amount by the applicable exit price.

For current entry and exit prices, visit our website or contact us.

We have the discretion:

- not to accept applications and can delay processing them if we believe that's in the best interests of investors or if required by law (see 'Suspension of applications, switches and withdrawals' on page 36 for more information)
- to accept transactions in our Sydney office up to 5.00pm on 30 June only (or the preceding business day should 30 June fall on a weekend).

We can delay processing withdrawal requests (including switches from a Fund) or stagger the payment of large amounts from a Fund according to its constitution if we believe that's in the best interests of investors (see 'Suspensions of applications, switches and withdrawals' on page 36 for more information).

## DISTRIBUTIONS

A distribution is the payment of a Fund's distributable income to investors at predetermined intervals. The distributable income may include interest, dividends, foreign income, realised net capital gains and other income (see 'Tax' on page 31 for further information). The components of a distribution will depend on the Fund you invest in and the nature of its underlying assets.

The distribution amount depends on the Fund's distributable income. The amount of your distribution will be proportionate to the number of units you hold relative to the number of units on issue at the end of the distribution period. The amount will vary and sometimes there might not be any distribution.

At the end of each distribution period, a Fund's unit price will typically fall as it is adjusted to reflect the amount of any distribution. As your distribution amount is based on the entire distribution period, the closer you invest before the end of a distribution period the greater the possibility is that you may receive back some of your capital as income in the distribution paid for that period.

Distribution frequencies and effective dates for distributions for each Fund are shown in the 'Fund profiles' on pages 8-13. Distributions not reinvested are generally paid within 21 days. However, the Funds' constitutions allow up to 90 days (depending on the Fund) after the end of the distribution period.

Each Fund's constitution lets us make special distributions on an interim basis without prior notice to you.

Any realised net capital gains are generally included in the 30 June distribution.

You still have to pay tax on the distribution even if it is reinvested – see 'Distributions' under 'Tax' on page 31 for details.

## DISTRIBUTION PAYMENT OPTIONS

You can choose to have your distributions for each Fund:

- reinvested in the same Fund
- invested in your existing account in Perpetual Cash Management Fund (if applicable) or
- deposited into your Australian bank, building society or credit union account.

If you don't make a choice or if we're unable to credit your nominated account (if applicable), we'll reinvest your distribution.

If a Fund elects into the AMIT regime, there may be implications for distributions (see 'Tax' on page 31 for details).

Generally, for distribution reinvestments in the same Fund:

- amounts will be reinvested as at the first day following the end of the distribution period
- the reinvestment price will be based on the net asset value price (that is, excluding a buy spread) calculated on the last business day of the distribution period, adjusted for any distribution paid for that period.

If you are a New Zealand investor, please also refer to 'Distribution reinvestment plan' on page 37.

## INSTRUCTIONS AND CHANGES

Please contact us to advise of any changes to your name, address/contact details, bank account, etc and to provide other details/instructions.

All changes to bank account details must be made in writing by mail. Any acceptable changes by phone can only be made after we've confirmed your identity.

Conditions may apply depending on the way you provide instructions to us, as set out under 'Other conditions' on page 36.

## AUTHORISED REPRESENTATIVE

You can appoint a person, partnership or company as your authorised representative by nominating them on your application form and having them sign the relevant section. Your authorised representative will be empowered to act on your behalf in all matters relating to your investment in the Funds.

Conditions apply to the appointment of an authorised representative, as set out under 'Other conditions' on page 36.

## ONLINE ACCOUNT ACCESS

Online Account Access via our website provides easy and convenient online access for you to:

- check the total value of your investment in the Funds
- view your account summary, including the Fund(s) you are invested in, the number of units, unit price and current balance of the Fund(s)
- review your recent transaction history
- check your contact details
- restructure your investment by switching between Funds (except for switches to or from Perpetual Wholesale Income Share Fund until further notice).

You can also elect to receive email notification of new account correspondence (including any notification we are required to provide under the Corporations Act) as it becomes available, so that you can then view it online (although there may be times when we must also send online correspondence to you in paper form). For security reasons, this email won't include any of your confidential information, nor will it provide a link to our website.

Unless you indicate otherwise on your application form, we'll mail you a Login ID and temporary password (separately for security reasons) together with activation instructions.

We may provide joint investors, trustees of superannuation funds/trusts, companies, partnerships and trustee company accounts with more than one Login ID and temporary password for Online Account Access.

## CONDITIONS OF USE

To be able to use Online Account Access, you must accept the conditions of use (which are publicly available at our website (see 'Other documents' on page 36 for details) or can be obtained free of charge by contacting us) and change the temporary password we've provided to a password of your choice when you first login to Online Account Access.

## ACCESS BY AUTHORISED REPRESENTATIVES

If you appoint an authorised representative, you can request us to issue them with a unique Login ID and temporary password for Online Account Access and specify their level of online access to either:

- view your account only or
- view and transact on your account (default access).

## ACCESS BY YOUR ADVISER

We'll also give your adviser access to view details about your investment and transact online on your behalf unless you ask us not to.

## INTEREST EARNED ON APPLICATION, WITHDRAWAL AND DISTRIBUTION ACCOUNTS

Application money, proceeds of withdrawal requests and distribution amounts are held in trust accounts prior to being processed. A member of the Perpetual Group retains any interest earned on these accounts.

# TAX

The tax consequences of investing in managed investment schemes are particular to your circumstances, so we recommend you see a tax adviser. This information is general only and shouldn't be relied on.

## ATTRIBUTION MANAGED INVESTMENT TRUST (AMIT) REGIME

The Federal Government passed new tax legislation in May 2016 applicable to eligible managed investment schemes. Where a managed investment scheme meets the eligibility requirements and Perpetual Investment Management Limited, as the responsible entity, makes an election to apply the new tax rules, the Fund will become an Attribution Managed Investment Trust (AMIT).

The current tax rules will continue to apply unless an election to enter the AMIT regime is made. We will provide notification on our website if/when this election occurs.

## TAX POSITION OF THE FUNDS

Generally, Australian income tax won't be payable by the Funds.

### CURRENT TAX LAW

Investors will be 'presently entitled' to all of the distributable income of the Funds each year ending 30 June. If there is net income of a Fund that no investor is 'presently entitled' to, the Fund will be subject to tax at the highest marginal tax rate (plus Medicare levy).

### AMIT REGIME

If a Fund elects into the AMIT regime, investors will be subject to tax on the income of the Fund that is attributed to them under the AMIT rules each year ending 30 June. If there is income of the Fund that is not attributed to an investor, the Fund will be subject to tax at the highest marginal tax rate (plus Medicare levy).

## AUSTRALIAN RESIDENT INVESTORS DISTRIBUTIONS

For information about the calculation of your distribution entitlement, see 'Distributions' on page 29.

The net income of the Funds allocated to you must be included in your income tax return for the year of the entitlement even if the distribution is received or reinvested in the following year – see 'Annual tax statement' on this page.

### AMIT REGIME

If a Fund elects into the AMIT regime, the new rules will also allow us to:

- reinvest part or all of your distribution and/or
- accumulate part or all of the Fund's income in the Fund, in which case the income of the Fund that is attributed to you will be more than the distribution you receive.<sup>1</sup>

<sup>1</sup> If this were to occur, the Fund's unit price would only fall by the amount of the actual distribution and not by the additional amount attributed to investors. Investors would need to increase the cost base of their units for tax purposes by the amount that has been attributed to them but not paid as a distribution. This information will be provided on your annual tax statement.

### CAPITAL GAINS TAX

In addition to any realised net capital gains distributed to you, any withdrawal (including switching between Funds) or transfer of units in the Funds may create a taxable gain or loss, which will be treated as a capital gain or loss, or as ordinary income, depending on your circumstances.

### ANNUAL TAX STATEMENT

We'll issue annual tax statements for the Funds at the end of August each year, or shortly after. It will show the taxable and non-taxable components of your distributions.

### NON-RESIDENT INVESTORS

Australian tax will be deducted from certain Australian sourced income and capital gains distributed to non-resident investors. Non-resident investors may also be subject to tax in the country they reside in, but may be entitled to a credit for some or all of the tax deducted in Australia.

### REPORTING

We are required to report to the ATO certain information relating to your investment in the Funds, including transactions and distribution information.

### TAX RESIDENTS OF OTHER COUNTRIES

We must obtain details about any other countries where you are a resident for tax purposes (including your taxpayer identification number) as the Funds may be required to report information about your investment (including investment balances and any payments made) to the ATO each year for provision to the relevant overseas tax authority under rules designed to combat tax evasion in that country. We will determine whether the Funds are required to report your details to the ATO for this purpose based on our assessment of the relevant information received.

## **TAX FILE NUMBER (TFN)/ AUSTRALIAN BUSINESS NUMBER (ABN)**

Providing your TFN isn't compulsory but without it or the appropriate exemption information we have to withhold tax from your distributions at the highest marginal tax rate (plus Medicare levy) until your TFN or exemption<sup>1</sup> is provided.

You may prefer to provide an ABN as an alternative to your TFN if your investment is made as part of an enterprise.

We are authorised under tax laws to collect TFNs and ABNs in connection with your investment in the Funds.

<sup>1</sup> See page 38 for details of TFN exemption codes.

## **GOODS AND SERVICES TAX (GST)**

GST generally applies to the fees, costs and expenses payable by the Funds, including management costs and other fees payable to us.

Generally, the Funds can't claim a credit for all of the GST paid but may be entitled to claim a reduced input tax credit (RITC), which represents a portion of the GST applicable to management costs and certain other expenses, as set out in the GST law.

The management costs and other fees specified in the table within 'Fees and other costs' on page 19 show the approximate net cost to the Funds of these amounts payable to us, on the basis that the Fund is entitled to claim RITCs for the GST on these amounts.

# ADDITIONAL INFORMATION

## YOUR COOLING-OFF RIGHTS

You have up to 14 days from the earlier of the time when you receive confirmation of issue of units in a Fund to you or the fifth business day after the units in a Fund are issued to you where you can have your investment repaid ('cooling-off period'). See 'How units are issued or withdrawn' on page 29 for details on when units in the Funds are issued.

The amount repaid will be adjusted for any transaction costs and any increase or decrease in the value of your investment. Any contribution fees paid will be refunded.

If you have authorised us to pay a member advice fee to your adviser on your behalf:

- we will reinstate the units previously deducted from your account and refund the amount to you only if we have not yet paid the fee to your adviser or
- you will be responsible for seeking a refund of any member advice fee from your adviser once it has been paid to your adviser.

Investments repaid may create a taxable gain or loss so we recommend that you see your tax adviser.

Your right to be repaid during the cooling-off period does not apply if:

- you are switching between Funds
- you exercise any of your rights as an investor in the relevant Fund
- you are a wholesale client (as that term is defined in the Corporations Act).

If you'd like to have your investment repaid, write to us stating that you want to be repaid during the cooling-off period (please include your account number). Your request must reach our Sydney office before the end of the cooling-off period.

When we receive your request, we will send you the details about your repayment.

## HOW UNITS ARE PRICED AND INVESTMENTS ARE VALUED

Unit prices for each Fund are calculated by:

- establishing the net asset value of the Fund
- for entry unit prices – adding the applicable transaction costs (buy spread) to the net asset value and then dividing the adjusted net asset value by the number of units on issue to determine the entry unit price
- for exit unit prices – deducting the applicable transaction costs (sell spread) from the net asset value and then dividing the adjusted net asset value by the number of units on issue to determine the exit unit price.

We generally determine the net asset value of each Fund on each business day. The net asset value is calculated by deducting the value of a Fund's liabilities from the value of its gross assets.

The net asset value of investments in the Funds includes unrealised gains and losses and any income and realised gains accrued but not yet distributed. If unrealised gains are realised in the future, any assessable portion will be distributed to investors.

Investments are valued at their market value. In all cases, we determine the valuation method according to the relevant Fund's constitution. For those Funds investing in other managed funds, it will normally be based on the exit price of units in the underlying fund(s). We generally calculate and apply entry and exit unit prices each business day.

We can defer the calculation of unit prices where permitted by the relevant Fund's constitution and the law. For example, if significant delays occur where an underlying fund does not calculate or provide a price, unit prices may not be calculated nor applications, switches and withdrawals processed for that Fund until the underlying fund's unit price is determined.

A copy of our unit pricing policy, including details of any discretions that we may exercise in various circumstances, is available at our website or can be obtained free of charge by contacting us.

## REPORTING

Investors in the Funds receive:

- an initial investment statement, generally within seven business days of your application being accepted and processed
- an additional investment statement, generally within seven business days of any additional investment being accepted and processed
- an investment restructure statement, generally within seven business days of any switch request being processed
- a withdrawal statement, generally within seven business days of any partial or full withdrawal request being processed
- a distribution statement following a distribution
- an annual statement providing details of your investment as at 30 June each year
- an annual report (including financial statements) for each financial year ending 30 June will be available at our website (copy by mail available on request)
- an annual tax statement for the financial year, generally sent by the end of August or shortly after, providing relevant details for your income tax return (available on request by non-resident investors)
- confirmation of any other transactions that we are required to report on.

Fund profiles (updated monthly) are also available at our website or can be obtained free of charge by contacting us.

## CONTINUOUS DISCLOSURE DOCUMENTS

The Funds may be subject to certain regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Funds may be obtained from, or inspected at, any ASIC office. You may obtain a copy of the following at our website or from us free of charge on request:

- a Fund's annual financial report most recently lodged with ASIC
- any half-yearly financial reports lodged with ASIC by a Fund after lodgement of that annual report
- any continuous disclosure notices given by a Fund after that date of lodgement of that annual report
- any other material updates.

## YOUR PRIVACY

We collect personal information from you in the application and any other relevant forms to be able to process your application, administer your investment and comply with any relevant laws. If you do not provide us with your relevant personal information, we will not be able to do so. In some circumstances we may disclose your personal information to Perpetual's related entities or service providers that perform a range of services on our behalf and which may be located overseas.

Privacy laws apply to our handling of personal information and we will collect, use and disclose your personal information in accordance with our privacy policy, which includes details about the following matters:

- the kinds of personal information we collect and hold
- how we collect and hold personal information
- the purposes for which we collect, hold, use and disclose personal information
- the types of entities we usually disclose personal information to and the countries where they are likely to be located if it is practicable for us to specify those countries
- how you may access personal information that we hold about you and seek correction of such information (note that exceptions apply in some circumstances)
- how you may complain about a breach of the Australian Privacy Principles (APP), or a registered APP code (if any) that binds us, and how we will deal with such a complaint.

Our privacy policy is publicly available at our website (see 'Other documents' on page 36 for details) or you can obtain a copy free of charge by contacting us.

## ANTI-MONEY LAUNDERING/ COUNTER-TERRORISM FINANCING LAWS

The Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML Act) regulates financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing.

Under the AML Act, we are required to:

- verify your identity before providing services to you
- collect information about your circumstances, including the source of funds being invested, your occupation (individual investors) and your beneficial owners (non-individual investors)
- where you supply documentation relating to your identity, keep a record of this documentation for seven years after the end of your relationship with Perpetual.

As a result:

- transactions may be delayed or refused where we require further information regarding your identity or we have reasonable grounds to believe that the transaction breaches the law or sanctions of Australia or any other country
- where transactions are delayed or refused, we are not liable for any loss you suffer (including consequential loss) as a result of our compliance with the AML Act.

Where required by law, we may disclose your information to regulatory or law enforcement agencies, including the Australian Transaction Reports and Analysis Centre (AUSTRAC), which is responsible for regulating the AML Act.

Customer identification requirements for individual investors are collected in the application form included with this PDS. All other prospective investors must complete the relevant 'Customer identification form', which is publicly available at our website or can be obtained free of charge on request.

We are not liable for any loss you may suffer as a result of our compliance with this legislation.

## INQUIRIES AND COMPLAINTS

We're committed to providing you with the highest level of service and we have established procedures for dealing with any inquiries and complaints relating to your investment in the Funds. If you have an inquiry or complaint, you can either phone Perpetual on 1800 022 033 during business hours or write to:

Client Services  
Perpetual Wholesale Funds  
GPO Box 4171  
Sydney NSW 2001

We'll acknowledge any complaint in writing within five business days and make every effort to resolve your issue within 30 days of us being notified.

If a complaint remains unresolved after 45 days you may refer it to the Financial Ombudsman Service (FOS) of which we are a member. FOS is an external dispute resolution scheme that provides assistance to consumers to help resolve complaints relating to financial service providers. Contact details for FOS are as follows:

Address: GPO Box 3  
Melbourne VIC 3001

Phone: 1800 367 287

Website: [www.fos.org.au](http://www.fos.org.au)

## INVESTMENTS AND SOCIAL SECURITY

If you are a personal investor, your investment in the Funds may affect your social security or pension entitlements. The calculations are complex so we recommend that you seek advice from your financial or tax adviser, or use the financial information service of either the Department of Human Services or Veterans' Affairs.

## MORTGAGE OF UNITS

We may, in our absolute discretion, note certain mortgagee interests over an investment (including any distribution reinvestment from that investment), and the following conditions will apply:

- you won't be able to transfer or withdraw your investment (including any distributions reinvested) without the mortgagee's consent
- amounts paid or assets transferred on withdrawal will be forwarded to the mortgagee or paid at the mortgagee's discretion
- the notice of mortgage can be removed only with the mortgagee's consent
- distributions that are not reinvested will be paid according to any instructions in the notice of mortgage, or otherwise according to the investor's instructions on the application form.

## TRANSFER OF UNITS

With our consent, you may transfer units in a Fund to another person by providing us with a signed and completed standard transfer form and any other required documents.

A transfer of units will generally be a disposal of units for tax purposes, which may have tax implications (see 'Tax' on page 31 for more details).

## OUR ROLE AS RESPONSIBLE ENTITY

As the responsible entity of the Funds, our main responsibilities are to manage a Fund according to its constitution and investment policy as well as properly administering it. We have established an investment review committee to set the investment objectives, investment guidelines and investment approach for the Funds. We may change a Fund's investment policy whenever we believe that's in the best interests of investors, without prior notice.

In carrying out our duties, we are subject to the Corporations Act and must:

- act honestly and in the best interests of investors
- exercise care and diligence.

## CONSTITUTIONS

All registered managed investment schemes are governed by a constitution. A Fund's constitution (as amended) governs the Fund's operation and, together with this PDS, the Corporations Act and other laws, regulates the Fund and our legal relationship with investors. The Funds' constitutions have been lodged with ASIC.

We can amend the Funds' constitutions as permitted by the Corporations Act. You may inspect the Funds' constitutions at our offices on any business day free of charge or obtain a free copy by contacting us.

## BORROWING POWERS

All of the Funds' constitutions allow the Funds to borrow (limits apply in some cases). Most of the Funds currently don't intend to borrow as part of their investment strategy (see the 'Fund profiles' on pages 8-14 for details of the investment strategy for each Fund). However, borrowing may occur in the management of the Funds. To the extent permitted, the Funds may borrow from a variety of sources, including companies associated with the Perpetual Group (in which case the terms are set on a commercial basis).

## OUR LIABILITY

Subject to the Corporations Act, we're not liable to investors for any losses in any way relating to the Funds, except to the extent to which the loss is caused by our fraud, negligence or breach of trust.

Our liability is, subject to the Corporations Act, limited to our ability to be indemnified out of the assets of the Funds.

## RIGHTS OF INVESTORS

Each unit you hold in a Fund confers a proportional beneficial interest in the Fund. However, you're not entitled to any particular part of the Fund, its assets or its management or operation (other than through investor meetings).

Each Fund's constitution limits your liability to the value of your interest or units in a Fund. However, the courts are yet to conclusively determine the effectiveness of these provisions so no absolute assurance can be given that your liability is limited in every situation.

## SUSPENSION OF APPLICATIONS, SWITCHES AND WITHDRAWALS

In certain emergency situations that impact the effective and efficient operation of a market for an asset in a Fund or in circumstances where we otherwise consider it to be in investors' interests, we may suspend processing all applications or withdrawals for that Fund in accordance with the Fund's constitution and switches between relevant Funds. This may include situations where:

- we cannot properly ascertain the value of an asset in the Fund
- an event occurs that results in Perpetual not being able to reasonably acquire or dispose of assets in the Fund
- an underlying fund suspends applications and withdrawals
- the law otherwise permits us to delay or restrict processing applications or withdrawals.

For Perpetual Wholesale Geared Australian Share Fund we may also suspend withdrawals if its gearing level exceeds 75%. If a suspension occurs, the gearing level will be reduced to 60% or lower within a reasonable period of time.

Applications, withdrawals or switch requests received during the suspension will be processed using the entry and/or exit price applicable when the suspension is lifted.

## WITHDRAWAL OF LARGE INVESTMENTS

We can in certain circumstances delay or stagger the payment of large withdrawal requests. For example, if a withdrawal request represents more than 5% of the number of units on issue in a Fund, we have the right to stagger the withdrawal into five separate withdrawal requests over five successive business days.

## NON-LIQUID FUNDS

If a Fund becomes non-liquid (as defined in the Corporations Act) withdrawals may only be made subject to an offer made according to the Corporations Act. In these circumstances, you will only be able to withdraw from a Fund if we make money available for withdrawals. The Corporations Act requires us to allocate this money on a pro rata basis among investors wanting to withdraw. We're under no obligation to offer you an opportunity to withdraw from a Fund while the Fund is non-liquid.

We will advise investors if a Fund becomes non-liquid and the terms of any withdrawal offer.

## OTHER CONDITIONS

An investor that appoints an authorised representative or uses the phone, fax or email facilities (as applicable) to provide instructions to us:

- acknowledges that they are bound by the acts of their authorised representative
- releases, discharges and agrees to indemnify us and each other member of the Perpetual Group from and against all losses, liabilities, actions, proceedings, accounts, claims and demands arising from instructions we receive under the facility and
- agrees that a payment or purported payment made according to the conditions of the facility shall be in complete satisfaction of our obligations or those of any other member of the Perpetual Group to the investor for a payment, even if it was requested, made or received without the knowledge or authority of the investor.

## INCORPORATION BY REFERENCE

The law allows us to provide certain information to you separately to the PDS, which is taken to be incorporated into the PDS, provided the PDS identifies this additional information and how you can access it.

The following incorporated information forms part of this PDS:

- details of current external specialist investment managers (if any)
- details of the latest transaction costs for each Fund
- the current buy/sell spread for each Fund
- any additional information required by ASIC to be given in relation to Perpetual Wholesale SHARE-PLUS Long-Short Fund.

This information is publicly available at [www.perpetual.com.au/wholesalefundsupdates](http://www.perpetual.com.au/wholesalefundsupdates) or can be obtained free of charge by contacting us.

You should also read the incorporated information.

## OTHER DOCUMENTS

The following documents are also publicly available from [www.perpetual.com.au/wholesalefundsupdates](http://www.perpetual.com.au/wholesalefundsupdates), or can be obtained free of charge by contacting us:

- Direct Debit Request Service Agreement
- Online Account Access conditions of use
- our privacy policy.

You should also read these other documents, particularly if relevant to any features that you've chosen in relation to your investment in the Funds.

## **IMPORTANT ADDITIONAL INFORMATION FOR NEW ZEALAND INVESTORS**

If you are a New Zealand investor, we are required to provide the following additional information to you under New Zealand law.

### **WARNING STATEMENT**

1. This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.
2. This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.
3. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
4. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
5. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
6. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
7. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

### **ADDITIONAL WARNING STATEMENT: CURRENCY RISK**

1. The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.
2. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

### **ADDITIONAL WARNING STATEMENT: DISPUTE RESOLUTION PROCESS**

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

### **DISTRIBUTION REINVESTMENT PLAN**

Units allotted as a result of distribution reinvestment will be allotted in accordance with the PDS (see 'Distribution payment options' on page 29 for details) and the Funds' constitutions (as amended).

Where part or all of a distribution is reinvested, we will send you a statement showing the amount of the distribution and the number of reinvested units that have been allocated to your investment in the Fund within 30 days from when those units were allocated.

The following documents are available from us, free of charge on request:

- the most recent annual report of the Funds (if any)
- the most recent financial statements of the Funds (if any)
- the current PDS relating to units in the Funds
- the constitutions of the Funds and any amendments.

# APPLYING FOR AN INVESTMENT

## NEW INVESTMENTS

Your initial investment in any Fund must be at least \$25,000.

To invest in the Funds:

- if investing by **cheque** – complete the application form, attach a cheque for your initial investment amount made payable to ‘**PIML – PWF – [insert name of applicant(s)]**’ and send them to us
- if investing by **direct debit** – complete the application form and send it to us (we’ll debit the initial investment amount directly from your nominated account once we’ve accepted your application).

The table below will assist you in completing the ‘Investor details’ section of the application form, and also explains who should sign the form and where TFN/ABN or exemption details should be recorded.

We must verify your identity before considering your application. Unless you are an individual or joint investor, you should also complete the relevant ‘**Customer identification form**’.

## ADDITIONAL INVESTMENTS

Additional investments must be at least \$2,000 per Fund.

To make an additional investment into an existing Fund after reading the current PDS:

- if investing by **direct debit** – complete the application form and send it to us (we’ll debit the additional investment amount directly from your nominated account once we’ve accepted your application)
- if investing by **BPAY** – simply remit your additional investment amount, quoting your CRN and the BPAY biller code for the relevant Fund (see page 26 for details).

## GUIDE TO COMPLETING THE ‘INVESTOR DETAILS’ SECTION OF THE APPLICATION FORM

INVESTOR TYPE	SECTION FOR INVESTOR DETAILS	WHO SHOULD SIGN	SECTION FOR TFN/ABN OR EXEMPTION DETAILS <sup>1</sup>
<b>I – Individual<sup>2</sup></b>	3A	Individual	3A – for individual
<b>J – Joint individuals<sup>2</sup></b>	3A	Both individuals	3A – for each individual <sup>3</sup>
<b>C – Company</b>	3B	For a company: two directors or a director and company secretary or if the company has a sole director/secretary, by that person or a representative authorised by the company. Companies can also sign under power of attorney.	3B – for the company
<b>P – Partnership<sup>4</sup></b>	3B	Partners	3B – for the partnership
<b>T – Trust<sup>5</sup></b>	3B		3B – for the trust
Individual trustee(s)	3A	If more than one trustee, all trustees should supply their details and sign. <sup>3</sup>	
Corporate trustee	3B	See ‘Company’ investors above.	
<b>S – Superannuation funds</b>	3B		3B – for the superannuation fund
Individual trustee(s)	3A	If more than one trustee, all trustees should supply their details and sign. <sup>3</sup>	
Corporate trustee	3B	See ‘Company’ investors above.	
<b>A – Association</b>	3B	Office bearer(s) – if more than one office bearer, all office bearers should supply their details and sign.	3B – for the association
<b>G – Government body</b>	3B	All authorised signatories	3B – for the government body
<b>O – Other entity</b> (eg co-operative, club, charity)	3B	Office bearer(s) – if more than one office bearer, all office bearers should supply their details and sign.	3B – for the entity <sup>6</sup>

1 See page 32 for further information. The following codes may be used in place of the TFN for individual investors:

- 444 444 441 – where you are a pensioner, such as the recipient of a Centrelink (age or disability support) pension or Service (veterans) pension
- 444 444 442 – where you are a recipient of other eligible Centrelink pensions or benefits
- 888 888 888 – where you are a non-resident and do not have a TFN.

2 Individuals or joint investors include adult(s) investing for a child under 18 years.

3 If there are more than two joint individual investors or more than two individual trustees – please copy section 3A, insert the additional investor or trustee details (as applicable) and attach to your completed application form.

4 This investor type should only be selected where there is a formal partnership agreement and the partnership has its own TFN.

5 This investor type should only be selected where the trust is established under a formal arrangement and the trust has its own TFN.

6 If you are a registered charity and are exempt from tax and choose not to provide your ABN, you need to attach a statement (including your organisation’s name and address) providing the reason your organisation is not required to lodge an income tax return. If your organisation’s tax status subsequently changes, your organisation can incur a penalty from the ATO if you don’t inform us within two months after the end of the year of income in which the change occurred.

## LODGING YOUR APPLICATION FORM

You can lodge your completed application form (including your cheque, if applicable) with your financial adviser or at our Sydney office (see back cover for street address details) or post (no stamp required if posted in Australia) to:

Reply Paid 4171  
Perpetual Wholesale Funds  
GPO Box 4171  
Sydney NSW 2001  
Australia

## APPLICATION CONDITIONS

Please note:

- applicants must be at least 18 years of age
- investment amounts need not be in whole dollars
- there is no maximum investment amount
- cash amounts are not accepted, however we can determine other acceptable methods of payment
- for trust investors, only the trustee has rights and obligations under the Funds
- joint applicants will be assumed to be joint tenants (that is, the survivor(s) will be recognised as holding title to the interests of a deceased joint investor), unless you otherwise specify
- if signed under power of attorney:
  - the attorney certifies that he or she has not received notice of revocation of the power
  - the power of attorney, or a certified copy, must be sent to us
- we have absolute discretion to accept, reject or limit any application.

## AUTHORISED SIGNATORIES

If no amendments have been made, the authorised signatories to your investment are the individuals who signed the initial investment application form.

You can add authorised signatories or change the authorised signatories by written request signed by all existing authorised signatories and all new authorised signatories.

## JOINT INVESTORS

For joint investors, unless you specify otherwise, we will assume that any investor has the signing authority for the other investor(s) for all future transactions and written changes, including:

- address
- bank account details
- additional investments
- distributions
- switches
- withdrawals.

## COMPANY INVESTMENTS

Unless we receive additional information, only the company directors, company secretary or attorney signing the application form will be authorised signatories to the company investment.

## EXISTING ACCOUNTS

If you request to apply any investments to an existing account number, any adviser or authorised representative who currently has access to transact on and/or view that account will be able to transact on and/or view any additional investments under that account. Any adviser currently receiving percentage-based member advice fees from your existing account will have those fees applied to any additional investments under that account number.

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## **CONTACT DETAILS**

For further information, or a copy of any of our product disclosure statements, please contact Perpetual.

### **WEBSITE**

[www.perpetual.com.au](http://www.perpetual.com.au)

### **EMAIL**

[investments@perpetual.com.au](mailto:investments@perpetual.com.au)

### **PHONE**

During business hours (Sydney time)

#### **Within Australia:**

1800 022 033 – for investors

1800 062 725 – for advisers

#### **From New Zealand:**

0800 442 261 – for investors

0800 441 656 – for advisers

### **FAX**

#### **Within Australia:**

02 8256 1427

#### **From New Zealand:**

0800 441 096

### **POSTAL ADDRESS**

Perpetual Wholesale Funds

GPO Box 4171

Sydney NSW 2001

Australia

**Australian Capital Territory**

Level 6  
10 Rudd Street  
Canberra ACT 2601

**New South Wales**

Angel Place  
Level 18  
123 Pitt Street  
Sydney NSW 2000

**Queensland**

Central Plaza 1  
Level 15  
345 Queen Street  
Brisbane QLD 4000

**South Australia**

Level 11  
101 Grenfell Street  
Adelaide SA 5000

**Victoria**

Rialto South Tower  
Level 35  
525 Collins Street  
Melbourne VIC 3000

**Western Australia**

Exchange Tower  
Level 29  
2 The Esplanade  
Perth WA 6000

[www.perpetual.com.au](http://www.perpetual.com.au)