

BlackRock Wholesale Plus Style Advantage Fund (Aust)

Product Disclosure Statement (PDS)

Issued 26 October 2020

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How to read this PDS

This PDS provides important information you should consider before making a decision to invest in the BlackRock Wholesale Plus Style Advantage Fund (Aust) (the Fund). The document entitled 'Additional Information – buy-sell spreads' also forms part of this PDS. You can access that document at bt.com.au/WholesalePlus, or call us to obtain a copy free of charge.

Information contained in this PDS is current at the date of issue. Information in the PDS that isn't materially adverse may change from time to time. Updated information may be obtained from bt.com.au/WholesalePlus or your adviser. A paper copy of any updated information will be given to you without charge on request.

The information in this document is general information only and doesn't take into account your personal objectives, financial situation or needs. You should consult a licensed financial adviser to obtain financial advice that's tailored to suit your personal circumstances.

Investments in the Fund can only be made by someone receiving this PDS (including an electronic version) in Australia. If you're in possession of this PDS outside Australia, you should seek advice regarding restrictions on investing. Failure to comply with relevant restrictions may violate laws.

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1. Before you start

1.1 About Westpac Financial Services Limited

Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (WFSL, we, us, our) is the responsible entity of the Fund, which is a registered managed investment scheme under the *Corporations Act 2001* (Cth) (Corporations Act). We offer investors a wide choice of investments as well as ongoing monitoring and analysis. We're also responsible for the day-to-day administration and operation of the Fund, and for ensuring it complies with the constitution and legislation. This responsibility includes establishing, implementing and monitoring the Fund's investment objective and strategy. We're the issuer of units in the Fund offered in this PDS and have prepared and issued this PDS.

We're a subsidiary of Westpac Banking Corporation ABN 33 007 457 141 AFSL 233714 (Westpac). An investment in the Fund is not an investment in, deposit with, or other liability of Westpac or any other company in the Westpac Group. An investment in the Fund is subject to investment risk, including possible delays in the payment of withdrawals and loss of income and principal invested. No member of the Westpac Group (including WFSL) stands behind or otherwise guarantees the capital value or investment performance of the Fund.

The Fund will invest into the BlackRock Style Advantage Fund (Aust) (Class E Units) ARSN 610 077 408 APIR BLK0019AU (Underlying Fund), a registered managed investment scheme under the Corporations Act. The responsible entity and investment manager of the Underlying Fund is BlackRock Investment Management (Australia) Limited ABN 13 006 165 975 ASFL 230523 (BlackRock). BlackRock has consented to statements about it in this PDS, in the form and context in which they appear, and has not withdrawn its consent before the date of this PDS.

1.2 Indirect investors

Generally, the Fund isn't open to direct investors. The Fund is only accessible through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service, a managed account or any other service or platform approved by us (collectively referred to as an 'investment service') or through a superannuation fund. This means the rights that apply to someone who invests directly in the Fund are not available to you, but rather to the operator or custodian of the investment service or the trustee or custodian of the superannuation fund (each referred to as the 'Operator').

Where you are accessing the Fund via an investment service or superannuation fund, the terms 'you' and 'your' used in this PDS refer to you as an investor through such products. However, the Operator will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

You will need to instruct your adviser or Operator to increase your investment in the Fund by reinvesting distributions or making an additional investment, or to decrease your units by making a withdrawal.

We authorise the use of this PDS as disclosure to people who wish to access the Fund indirectly through an investment service or superannuation fund.

1.3 ASIC benchmarks

The benchmarks outlined below are two key areas that the Australian Securities and Investments Commission (ASIC) has identified as matters that investors should consider before making a decision to invest in a hedge fund or a fund of hedge funds. The Fund meets the ASIC definition of a fund of hedge funds.

The responsible entity of a hedge fund, or a fund of hedge funds, is required to disclose whether these benchmarks are satisfied and if not, why not, including what alternative measures it has in place to mitigate the concern underlying the benchmark.

Benchmark 1 – Valuation of assets: The responsible entity has, and implements, a policy that requires assets of a fund that are not exchange traded to be valued by an independent administrator or independent valuation service provider.

Benchmark 2 – Periodic reporting: The responsible entity has, and implements, a policy to provide periodic reporting of certain key information relating to the fund.

Benchmark 1 – Valuation of assets

The Fund

The Fund's assets comprise units in the Underlying Fund (plus some cash or cash equivalents). These units are not exchange traded. While we don't have a specific policy that requires these units to be independently valued, unit prices of the Underlying Fund are supplied to us by BlackRock as the responsible entity of the Underlying Fund and are calculated by an independent administrator appointed by BlackRock.

The Underlying Fund

The responsible entity of the Underlying Fund meets Benchmark 1 in respect of the assets of the Underlying Fund (including the assets of the other BlackRock funds that form part of the Underlying Fund's investment structure), except in certain circumstances (as set out below).

BlackRock generally implements valuation policies that require fund assets that are not exchange traded to be valued by an independent administrator or an independent valuation service provider. In certain (generally infrequent) circumstances where a valuation cannot be obtained from an independent administrator or an independent valuation service provider for an asset, BlackRock can value the asset on another basis in accordance with its valuation policy. The valuation process depends on the nature of the asset and will involve having regard to relevant factors, to address any risks of lack of independence in valuations and related party conflicts of interest, which may include referring the matter to an internal BlackRock committee and/or board of trustees/directors.

Prices are generally required to be estimated in good faith and are to be representative of the probable realisation value of the security.

Benchmark 2 – Periodic reporting

We have and implement a policy of providing periodic reports to investors on key information for the Fund and therefore satisfy Benchmark 2.

Information made available to investors annually includes:

- annual investment returns (over the last 5 year period or otherwise since inception)
- the actual allocation to each asset type held by the Fund

- the liquidity profile of the Fund's assets as at the end of the 12 month period
- the maturity profile of the Fund's liabilities (if any) as at the end of the 12 month period
- the leverage ratio (if applicable) as at the end of the 12 month period
- derivative counterparties engaged (if any), and
- any changes to key service providers and their related party status.

The annual report isn't available on our website, but is sent to investors annually and is otherwise available to investors free of charge, on request.

The following information about the Fund is provided to investors monthly.

Information	Location
The total net asset value (NAV) of the Fund and the Fund's exit price as at the date on which the NAV was calculated.	bt.com.au/wholesaleplus
The net return on the Fund's assets after fees, costs and taxes.	bt.com.au/wholesaleplus
Changes to key service providers and their related party status, any material change in the Fund's risk profile or investment strategy, and any change in the individuals playing a key role in investment decisions for the Fund.	bt.com.au/wholesaleplus

BlackRock satisfies Benchmark 2 in respect of the Underlying Fund and makes information available monthly and annually. The information can be found on BlackRock's website at www.blackrock.com.au.

2. Fund features at a glance

The main features of the Fund are summarised in the table below. Further information can be found within the referenced sections of this PDS.

Fund feature	Summary	For additional information please refer to:
Investment objective, timeframe and risk		
Investment objective	The Fund aims to deliver returns that are 7% per annum above those of the Bloomberg AusBond Bank Bill Index, before fees over rolling 3-year periods.	Not applicable
Minimum suggested investment timeframe	5 years	Not applicable
Risk level	Medium to high – Medium to high risk of short-term loss	Section 6.1
Investment strategy		
Investment strategy	<p>The Fund invests in units in the Underlying Fund.</p> <p>We employ a rigorous process in the selection of any underlying fund into which we invest, which focuses on a range of factors. The Underlying Fund was selected based on its investment strategy, which is supported by BlackRock's sound investment process and philosophy and the strength of the BlackRock organisation and its key personnel.</p> <p>In seeking its investment objective, the Underlying Fund invests substantially all of its assets in shares of the BlackRock Strategic Funds - Style Advantage Fund (BSF Style Advantage Fund). This provides the Underlying Fund with exposure to a factor-based quantitative investment strategy, which aims to achieve absolute returns with low correlation to market movements over the longer-term.</p> <p>Through the application of systematic trading strategies, as implemented via the BlackRock Group's style factor strategies, the BSF Style Advantage Fund seeks to capture positive returns linked to reward for bearing exposure to certain risks or due to structural or behavioural anomalies.</p> <p>Derivatives and leverage may also be used as part of the investment strategy of the Underlying Fund.</p>	Sections 4.2, 4.5, 4.6 and 4.7
Risks of strategy	<p>The investment strategy, which includes exposure to short selling, derivatives and leverage, and its investment structure has specific risks which you should consider before making an investment decision. Other more general risks also apply.</p> <p>The management of risks is an integral component of our management of the Fund. The Underlying Fund is also subject to the BlackRock Group's risk management practices, which include monitoring risk and ensuring the Underlying Fund's investments remain within prescribed limits.</p> <p>Before you make an investment decision it's important to identify your investment objectives and the level of risk that you're prepared to accept.</p>	Section 6
Investment manager		
Investment manager	As the responsible entity of the Fund we are ultimately responsible for determining the Fund's investment strategy and management of the Fund's assets.	Sections 4.3 and 10.8

For additional information please refer to:

Fund feature

Summary

The Fund's assets are invested in the Underlying Fund. BlackRock is the responsible entity and investment manager of the Underlying Fund (as well as the other funds that form part of the Fund's investment structure – please see 'Investment Structure' below).

BlackRock is licensed by ASIC and is a subsidiary of BlackRock, Inc.[®] (BlackRock, Inc.). BlackRock, Inc. is a leader in investment management, risk management and advisory services for institutional and retail clients worldwide.

BlackRock, Inc., through its subsidiaries (the 'BlackRock Group') offers products that span the risk spectrum to meet clients' needs, including active, enhanced and index strategies across markets and asset classes.

We may select a different underlying fund in which to invest if we consider it's appropriate and in the best interests of investors. If so, this may be implemented by making a full redemption of units from the Underlying Fund.

Fund structure

Investment structure

The Fund's investment strategy is implemented through a multi-layer investment structure.

Section 4.4

The Fund invests all of its assets (other than some cash or cash equivalents) in units of the Underlying Fund. The Underlying Fund, in turn, invests substantially all of its assets in units of the BSF Style Advantage Fund.

The BSF Style Advantage Fund provides the Fund with exposure to a portfolio that will seek to invest globally in the full spectrum of permitted investments including equities and equity-related securities, fixed income transferable securities (which may include some high yield fixed income transferable securities) and fixed income-related securities, units of undertakings for collective investment (including those managed by members of the BlackRock Group), derivatives, cash and near-cash instruments.

The BSF Style Advantage Fund may, at times, take indirect exposure to commodities through investments in undertakings for collective investment and exchange traded funds (including those managed by members of the BlackRock Group), medium term notes, and derivatives on commodity indices.

Key service providers

A number of key service providers, including custodians, administrators and auditors are engaged to assist with the ongoing operation and administration of the Fund, the Underlying Fund and other funds included in the investment structure.

Sections 10.3, 10.4 and 10.5

Fees and costs

The fees and costs for managing your investment is 0.84% pa of the net asset value of the Fund.

Section 7

Given the multi-layer investment structure of the Fund, investors are indirectly exposed to other fees and charges.

Valuation, location and custody of assets

Valuation of assets

The Fund invests in units in the Underlying Fund. Unit prices for the Underlying Fund are received from BlackRock and are used by us to value the assets of the Fund and determine the Fund's unit prices.

Section 1.3

Assets of the Underlying Fund that are not listed on a securities exchange are generally valued by an independent administrator or an independent valuation service provider.

Fund feature	Summary	For additional information please refer to:
Location of assets	<p>The Fund and Underlying Fund are both Australian registered managed investment schemes and are denominated in Australian dollars.</p> <p>The Underlying Fund invests substantially all of its assets in shares of the BSF Style Advantage Fund, a sub-fund of BlackRock Strategic Funds, a company established under the laws of the Grand Duchy of Luxembourg as an open-ended variable capital investment company. The assets of the Fund are generally located in Australia and the assets of the Underlying Fund are generally located in Australia and Luxembourg.</p> <p>The BSF Style Advantage Fund is a global fund with a broad investment universe. As such, physical instruments held by the BSF Style Advantage Fund may be located in any country of the world. Assets of the BSF Style Advantage Fund can also be used as collateral to support derivative transactions and may be held by derivative counterparties or clearing brokers, which are generally located in the United States of America and Europe.</p>	Section 4.4
Custody of assets	<p>We have engaged an independent custodian to hold the assets of the Fund.</p> <p>Independent custodians have also been engaged by BlackRock to hold the assets of the Underlying Fund and the BSF Style Advantage Fund.</p>	Section 10.3
Liquidity		
Liquidity	<p>We periodically review the liquidity of the Fund and the Underlying Fund to determine our ability to readily realise/sell the Fund's assets. During normal market conditions, we expect to be able to realise at least 80% of the Fund's assets (that is, units in the Underlying Fund) at the value ascribed to those assets in calculating the Fund's NAV, within 10 days.</p> <p>This is based on a corresponding expectation of BlackRock for the Underlying Fund.</p> <p>This means that in normal circumstances withdrawals will be able to be processed according to our usual withdrawal processes. In certain circumstances (such as during periods of abnormal market conditions, extreme volatility or suspension/termination of the Underlying Fund), assets may become illiquid, and we may need to suspend withdrawals from the Fund.</p>	Section 4.8
Leverage		
Use of leverage	<p>The Fund doesn't use leverage. The Underlying Fund also doesn't enter into borrowing arrangements for investment purposes, other than temporary overdrafts which may be used as a means of managing certain cash flows.</p> <p>The Fund and the Underlying Fund may, however, indirectly gain leveraged market exposure through the BSF Style Advantage Fund, which may utilise leverage in its investment strategy.</p> <p>There is no limit to the level of gross leverage. While there is no explicit limit, as at the date of this PDS, the anticipated gross level of leverage of the Underlying Fund and the BSF Style Advantage Fund (and therefore the Fund) is between 7 to 13 times the NAV of each fund.</p>	Section 4.9
Derivatives		
Use of derivatives	<p>The Fund and Underlying Fund don't enter into derivatives transactions directly, however they may be indirectly exposed to derivatives entered into by the BSF Style Advantage Fund which may use derivatives, both exchange traded and over-the-counter (OTC), for hedging and other purposes.</p>	Section 4.10

Fund feature	Summary	For additional information please refer to:
Short selling		
Use of short selling	<p>There are certain risks associated with derivative transactions. These risks are managed by BlackRock, who has oversight of, and manages, the investment strategy of the BSF Style Advantage Fund.</p> <p>The Fund and the Underlying Fund don't directly engage in short selling, however they may indirectly gain exposure to short selling through their investment in the BSF Style Advantage Fund.</p> <p>Short selling is an important feature of the investment strategy. It involves the sale of a security that isn't owned by the seller, or which the seller has borrowed, with the expectation that the value of the securities will subsequently fall and equivalent securities can be purchased at a lower price and returned to the securities lender.</p> <p>Short selling creates the risk of an unlimited loss, as the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. BlackRock seeks to manage the risks associated with short selling through periodic rebalancing and imposing exposure limits where appropriate.</p>	Section 4.11
Withdrawals		
Withdrawing from the Fund	The Fund is generally open for withdrawals on each Business Day (being a day other than a Saturday or Sunday or public holiday) on which banks are open for general banking business in Sydney.	Sections 3.4 and 3.5
Changes		
Changes to Fund details and investments	We have the right to make changes to the Fund at any time, and in some cases without prior notice. This could include closing or terminating the Fund, or amending its investment parameters, including the investment objective and strategy, investment manager(s), buy-sell spread or asset class allocation ranges and currency strategy (if applicable). Changes to the Underlying Fund may also impact the Fund. We will inform you about any material change to the Fund's details in your next regular communication or as otherwise required by law. Details of any change will be available on bt.com.au/pdsupdates .	Sections 4.7 and 10.8

3. How the Fund works

When you invest your money in the Fund, your money is pooled together with other investors' money. We use this pool to buy investments, and those investments are managed on behalf of all investors in the Fund. By investing this way an investor acquires an interest in the Fund and accesses skilled investment management as well as investments the investor may otherwise not be able to access. However, we have day-to-day control over the operation of the Fund.

Application money is paid into an interest bearing account upon receipt. Any interest earned on this account will be retained by us and may be paid into the Fund.

3.1 Unit prices

The Fund's unit prices are generally calculated each Business Day for the preceding Business Day by dividing the NAV of the Fund (adjusted for any transaction costs, if applicable) by the number of units on issue. A Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for business in Sydney.

Unit prices are calculated to four decimal places. The daily unit price reflects changes in the value of underlying investments held in the Fund (and therefore may rise and fall), plus investment income, less management costs and any taxes we're required to deduct.

Generally, assets of the Fund are valued at current market prices. Where the Fund has exposure to certain types of assets for which daily prices are unavailable (eg hedge funds or unlisted property) these assets may be valued less frequently. Therefore, whilst your unit balance will remain constant unless you transact on your investment, unit prices may change daily.

Any discretion involved in applying the method for determining unit prices is exercised in line with a documented policy, which you can obtain from us free of charge upon request.

Entry prices are generally higher than exit prices due to the costs of buying and selling the underlying assets of the Fund. The difference is called the 'buy-sell spread'. There is no buy-sell spread on distributions that are reinvested.

3.2 Valuing your investment

At any time, the value of your investment is calculated by multiplying the number of units you hold in the Fund by the Fund's current exit (or withdrawal) price, as follows:

$$\text{Value of your investment} = \text{Number of units held} \times \text{Exit price}$$

3.3 Minimum investment amount

Generally, the Fund isn't open to investment by direct investors. You should refer to the offer document for the investment service or superannuation fund that you invest in as you may be subject to minimum balance requirements.

3.4 How to withdraw

You can only withdraw from your investment by following the withdrawal process of your related investment service or superannuation fund. Please be aware of the following.

- Withdrawals are paid in Australian dollars.
- Withdrawals will generally be paid to your Operator within ten Business Days (but the Fund's constitution generally permits up to a 21-day period, which may be extended in certain circumstances as described in the 'Restrictions on withdrawals' section below).
- We'll deduct any taxes, duties or other applicable costs from the amount we pay you as required or permitted by legislation.
- We'll divide your dollar withdrawal amount by the applicable exit price when a valid and complete withdrawal request is received to determine the number of units to be redeemed.

You should refer to the offer document for the investment service or superannuation fund that you invest through, or contact your financial adviser or the Operator, for information on how to submit a withdrawal request and the processes and timeframes that apply.

In certain circumstances, such as a freeze on withdrawals or where the Fund is illiquid (as defined in the Corporations Act), you may have to wait a longer period of time before you can redeem your investment. Please refer to 'Restrictions on withdrawals' below for further details.

In some circumstances we may need to withdraw all your units and close your investment in the Fund.

This can occur if a withdrawal reduces your balance in the Fund below the minimum allowed. We have the right to withdraw part or all of your units from your investment at any time at our discretion, at the exit price applicable on the day.

3.5 Restrictions on withdrawals

Under the Fund's constitution, we may suspend withdrawals in unusual circumstances, such as where it's impractical to process withdrawals (for example where financial markets are closed or their operation is significantly impacted) or where we consider it to be in the best interests of unit holders.

We may suspend withdrawals at our discretion in accordance with the Fund's Constitution.

For withdrawals lodged during a suspension period, we'll calculate and pay withdrawal values as if the withdrawal was lodged immediately after the end of the suspension.

The ability to withdraw, and the time to process withdrawals, from the Fund depends on the Underlying Fund accepting and processing redemption requests from us.

If the Fund becomes illiquid (as defined in the Corporations Act) you will only be able to withdraw if we make a withdrawal offer. If we do make such an offer, you may only be able to withdraw part of your investment. There is no obligation for us to make such an offer. Under the Corporations Act, the Fund is regarded as liquid if liquid assets account for at least 80% of the value of the assets of the Fund.

3.6 How we process transactions

We'll act on instructions from your Operator. Generally, if we receive a correctly completed application and monies or a correctly completed withdrawal request before 10am (Sydney time) on a Business Day, it will be processed with the unit price calculated for that day. Where we receive correctly completed documentation and monies (where applicable) after 10am (Sydney time) on a Business Day, it will be processed using the unit price determined for the following Business Day.

3.7 Distributions

The Fund generally pays distributions annually and under special circumstances may pay special distributions.

Distributions are typically paid to you (or your Operator) as soon as practicable after the end of the distribution period of the Underlying Fund.

You should refer to the offer document for your investment service or superannuation fund to see when the Operator will pass distributions on to you.

The distribution you receive will depend on the performance of the Fund's underlying assets.

Distributions are generally calculated based on the Fund's net income at the end of the distribution period divided by the number of units on issue. Net realised capital gains are generally distributed in the final distribution of the financial year.

The amount of income you receive is calculated according to the number of units you hold in the Fund, as a proportion of the total number of units on issue in the Fund, at the end of the distribution period, regardless of how long you have held them. There may be times when the Fund doesn't generate enough income in a distribution period to pay a distribution.

In unusual circumstances, such as significant withdrawals occurring in the Fund, we may at our absolute discretion make a special distribution to all investors, other than at the end of a distribution period.

3.8 Distribution payment options

You can choose to have distributions reinvested or paid to your associated account. You'll need to instruct the Operator on how you would like to be paid distributions.

If you choose to reinvest, your share of distributions will be used to buy additional units in the Fund. Distribution reinvestment is normally effective the first day following the end of the distribution period.

Please be aware, distributions are automatically reinvested unless you instruct us otherwise via your Operator.

4. How we invest your money

4.1 The Fund's investment objective

The Fund aims to deliver returns that are 7% per annum above those of the Bloomberg AusBond Bank Bill Index, before fees over rolling 3-year periods.

4.2 How we invest your money

Your money is pooled with money from other investors and invested in the Underlying Fund. The Underlying Fund is an Australian registered managed investment scheme.

The Fund invests in units in the Underlying Fund. Therefore, the Fund shares the same investment objective and investment strategy as the Underlying Fund.

We apply a rigorous process to the selection of the Underlying Fund. Our due diligence process focuses on a range of factors including skills of key staff, organisational strength and stability and investment process and philosophy.

The Underlying Fund is monitored and periodically reviewed to ensure it continues to meet our assessment criteria and satisfy the Fund's investment objectives. We may change the Underlying Fund if we consider it's appropriate and in the best interests of investors. This may be implemented by making a full redemption of units from the Underlying Fund. Please refer to Section 10.8 'Changes to Fund details and investments' for more information.

We have entered into a fund investment agreement with BlackRock, which governs the terms on which the assets of the Fund are invested in the Underlying Fund. There are no unusual or materially onerous terms (from the perspective of an investor in the Fund) in that agreement.

4.3 About BlackRock

BlackRock is the responsible entity and investment manager of the Underlying Fund and is licensed by ASIC. BlackRock (Luxembourg) S.A. (BlackRock LUX) is the manager of BSF Style Advantage Fund, while BlackRock Investment Management, LLC (BIM) and BlackRock Investment Management (UK) Limited (BIMUK) have been appointed as the investment advisers of the BSF Style Advantage Fund.

BlackRock helps investors build better financial futures. As a fiduciary to investors and a leading provider of financial technology, clients turn to BlackRock for the solutions they need when planning for their most important goals. As of March 31, 2019, the firm managed approximately \$6.52 trillion in assets on behalf of investors worldwide.

There have been no significant adverse regulatory findings against BlackRock.

BlackRock's investment style

BlackRock has selected the BSF Style Advantage Fund as the primary investment of the Underlying Fund as it provides exposure to a factor based quantitative investment strategy

which aims to achieve absolute returns with low correlation to market movements over the longer-term.

Style investing

Style investing has been used for decades to enhance returns. The existence of such returns can be explained by a reward for bearing exposure to certain risks or due to structural or behavioural anomalies.

Reward for bearing risk refers to the concept that investors are paid a premium for being exposed to more risk than the market portfolio. For example, value and momentum are likely to experience periods of short-term underperformance at certain points in the business cycle. Long-run excess returns can be earned if investors are willing to accept short-term volatility.

Structural anomalies are caused by the existence of investment constraints preventing investors from making decisions purely on investment merits.

Behavioural anomalies have been extensively documented in academic literature; in essence, investors appear to make investment decisions that could not be justified under a hypothesis of pure rationality, which in turn causes asset prices to diverge from their fundamental values.

Through the application of systematic trading strategies, as implemented via the BlackRock Group's style factor strategies, the BSF Style Advantage Fund seeks to capture a positive return linked to the persistence of these anomalies.

The investment strategy of the BSF Style Advantage Fund allocates to a variety of style factor strategies, which are broad persistent drivers of returns with historically low correlation to traditional asset classes and a differentiated return profile to traditional long-only strategies. Through diversification across styles, the investment strategy seeks to achieve consistent returns in major asset classes including but not limited to equities, bonds, currencies and commodities. At the same time the investment strategy seeks to limit downside risk by dynamically managing overall exposure during market turmoil.

Key personnel

The implementation of the investment strategy of the Underlying Fund is considered by BlackRock to be an institutional BlackRock capability. This means that BlackRock considers it does not rely on the involvement of any particular individuals to implement the investment strategy.

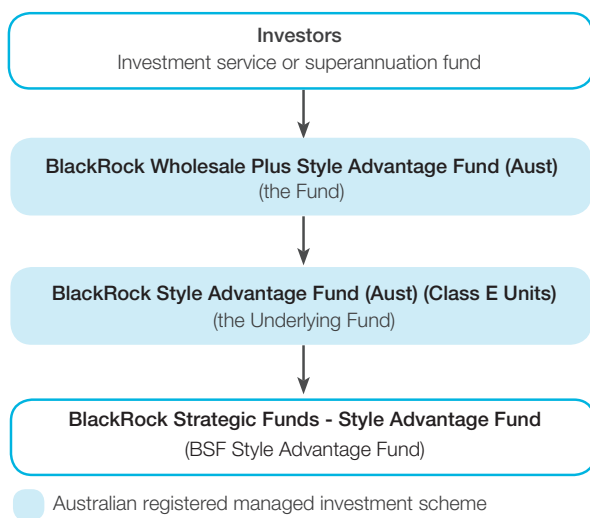
As investment managers/advisers, BlackRock, BIM and BIMUK are responsible for managing assets of the funds to which they have been appointed investment manager/adviser. The responsibilities and obligations of:

- BlackRock, as an investment manager, is generally governed by the Fund's constitution and offer document (as amended from time to time); and
- BIM and BIMUK, as investment advisors, are generally governed by the investment advisory arrangement between each investment advisor and BlackRock LUX (as amended from time to time).

4.4 The Fund's investment structure

Structure

The diagram below shows the Fund's investment structure as at the date of this PDS and the flow of investment money through the structure.



Our aim is to manage the Fund so that it's fully invested in units in the Underlying Fund (with the exception of some cash or cash equivalents). Ultimately, the Fund's investment structure provides the Fund with exposure to assets in Australian dollar denominated shares of the BSF Style Advantage Fund. The Underlying Fund may also hold a small allocation of cash (or cash equivalents that may include units in other BlackRock managed investment schemes) for cash flow management purposes.

The Underlying Fund provides the Fund with exposure to a portfolio that will seek to invest globally in the full spectrum of permitted investments including equities and equity-related securities, fixed income transferable securities (which may include some high yield fixed income transferable securities) and fixed income-related securities, units of undertakings for collective investment (including those managed by members of the BlackRock Group), derivatives, cash and near-cash instruments.

The Underlying Fund may, at times, take indirect exposure to commodities through investments in undertakings for collective investment and exchange traded funds (including those managed by members of the BlackRock Group), medium term notes, and derivatives on commodity indices.

Location and currency denomination of Fund assets

Assets held within the investment structure, including units held by the Fund in the Underlying Fund, are generally located in Australia and Luxembourg and are generally denominated in Australian dollars. The Fund's policy is to invest only in the Underlying Fund (with the exception of some cash or cash equivalents).

The Fund, Underlying Fund and the BSF Style Advantage Fund don't have formal diversification guidelines, specific asset allocation ranges or targets or policies regarding the geographic location of assets. Through the investment structure however, BlackRock aims to provide the Underlying Fund with 100% exposure to the BSF Style Advantage Fund.

The geographical location of the funds, their managers and their assets are, however, important considerations which BlackRock takes into account in its management of the investment strategy of the Underlying Fund and the BSF Style Advantage Fund. We don't impose any constraints on BlackRock in relation to the investment management of the Underlying Fund. Please refer to Section 6 'Risks of investing in the Fund' for information about the risks associated with the Fund's investment structure.

4.5 The Fund's investment strategy

The investment strategy of the Fund and the Underlying Fund aims to generate returns from adopting a combination of long positions, synthetic long positions, synthetic short positions and market leverage (obtaining long exposure through the use of derivatives) through investing in the BlackRock Strategic Funds Style Advantage Fund which has been selected as the primary investment of the Underlying Fund.

The investment strategy is implemented by the Fund and BlackRock through the investment structure described in Section 4.4 'The Fund's investment structure'.

The style factors which may be used include, but are not limited to:

- Value will focus upon investments that appear relatively cheap with an aim to benefit from outperformance relative to expensive assets.
- Momentum will focus on investments with relatively strong medium-term performance and will aim to benefit from the tendency that an asset's recent relative performance will continue in the short term.
- Carry focuses on higher-yielding investments and aims to benefit from the higher returns provided by these assets relative to lower-yielding assets.
- Defensive refers to investments with low-risk characteristics that aim to benefit from the tendency for lower risk, higher quality assets to generate higher risk-adjusted returns than higher risk, lower quality assets.

These quantitative (ie mathematical or statistical) models are used to achieve a systematic or rules-based approach to security selection. In addition, a proprietary optimisation process is used with the aim of minimising any deviation between modelled and actual returns arising from transaction costs.

Market neutral

The BSF Style Advantage Fund intends to pursue a broadly market neutral strategy, in order to assist it in achieving an absolute return. This means the BSF Style Advantage Fund uses derivatives (synthetic short or synthetic long positions) to reduce or mitigate its exposure to directional market risk (ie the risk associated with the market moving in one direction, up or down).

Long/short investing

The investment strategy of the BSF Style Advantage Fund aims to generate returns from adopting a combination of long positions, synthetic long positions, synthetic short positions and market leverage (obtaining long exposure through the use of derivatives). The BSF Style Advantage Fund is only permitted to engage in synthetic short selling, through the use of derivatives, primarily contracts for difference, and is not permitted to short physical securities. The Fund does not engage in short selling. Refer to sections '4.9 Use of leverage' and '4.10 Use of derivatives' for further information on the BSF Style Advantage Fund's use of leverage and derivatives.

Neither the Fund nor the Underlying Fund seeks to restrict the investment strategy of the BSF Style Advantage Fund with regards to its use of short selling, including the level of short selling that may be undertaken. Exposure to short selling is controlled at the BSF Style Advantage Fund level, through the oversight and management of the BSF Style Advantage Fund's investment strategy, which includes considering and monitoring short selling exposure.

Unlike 'long only' investments, which have just one source of return; that is buying securities that are expected to rise in value, long/short strategies have two sources of potential return. A fund that employs a long/short investment strategy can generate returns by owning securities that the manager expects will rise in value (long). At the same time the fund can sell (short) securities that are expected to decrease in value. This latter process is known as 'short selling'.

To implement short selling using derivatives a fund may utilise contracts for difference, futures, options or other instruments, which derive their value from a reference security. For example, a fund may sell a contract for difference which references a stock. If the price of the stock declines in value this has a positive performance impact on the fund. However if the stock increases in value, this has a negative performance impact on the fund.

4.6 Key dependencies underlying the Fund's investment strategy

Performance of style factors

BSF Style Advantage Fund is highly diversified, with a flexible investment strategy, which means that its success is not dependent on any particular asset class, geography or sector. The success of the Fund is, however, dependent on the ability of the BSF Style Advantage Fund to implement a style factor investment strategy that successfully captures the positive return linked to behavioural and structural anomalies present within the global securities market. Should the style factors not perform as expected, the Fund may not meet its investment objective.

Regulatory environment

Legislators and regulators have implemented and continue to consider regulatory reforms and other measures to stabilise markets and encourage growth in global financial markets. Adverse or volatile market conditions, or further regulatory reforms and other measures which limit investment activities and investment opportunities or change the functioning of capital markets, could have a material adverse effect on performance.

Limits of risk mitigation

While the Fund, Underlying Fund and the BSF Style Advantage Fund benefit from the BlackRock Group's global expertise and risk management practices, it is not always possible to eliminate all applicable risks. An exposure to certain risks could cause the Fund, Underlying Fund and the BSF Style Advantage Fund to underperform. Please refer to Section 6 'Risks of investing in the Fund' for more information on risks.

4.7 Changes to the Fund's and Underlying Fund's investment strategy

We may make changes to the Fund's investment strategy in response to changes to the Underlying Fund or for other reasons. Investors in the Fund will be notified of any such changes in accordance with our obligations under the Corporations Act.

BlackRock undertakes continuous research and development of the investment strategy of the Underlying Fund and other BlackRock funds that form part of the Underlying Fund's investment structure, which may result in changes to the way these funds are run. BlackRock will notify investors in the Underlying Fund of any such changes in accordance with its obligations under the Corporations Act.

4.8 Liquidity

We periodically review the liquidity of the Fund to determine our ability to readily realise/sell the Fund's assets (that is units in the Underlying Fund). Currently, we reasonably expect, should the need arise, to be able to realise at least 80% of the Fund's assets, at the value ascribed to those assets in calculating the Fund's NAV, within 10 days.

This is based on a corresponding expectation of BlackRock for the Underlying Fund.

This means that in normal circumstances withdrawals from the Fund will be able to be processed according to our usual withdrawal processes. Please refer to Section 3.4 'How to withdraw'.

The liquidity of the Underlying Fund was an important consideration in our selection of the Underlying Fund. We don't, however, set any specific restrictions in terms of the liquidity of the Underlying Fund and other funds within the Fund's investment structure.

BlackRock's risk management practices include the regular monitoring of the liquidity characteristics of its funds and the assets in which the funds invest, to ensure the funds remain within permitted investment parameters. Please refer to 'Liquidity risk' in Section 6 'Risks of investing in the Fund'.

Should the Underlying Fund become illiquid, restrictions may apply to withdrawals from the Fund. Please refer to Section 3.5 'Restrictions on withdrawals'.

4.9 Use of leverage

Both the Fund and the Underlying Fund don't enter into borrowing arrangements for investment purposes, other than temporary overdrafts which may be used as a means of managing certain cash flows.

The Fund and the Underlying Fund will, however, indirectly gain leveraged market exposure through exposure to the BSF Style Advantage Fund which may utilise leverage in its investment strategy. The BSF Style Advantage Fund will not use borrowing to purchase additional investments but may be expected, via derivative positions, to obtain leverage (gross market exposure, aggregating both long and synthetic short positions, in excess of net asset value).

There is no limit on the level of gross leverage of the Underlying Fund and the BSF Style Advantage Fund. Whilst there is no explicit limit as at the date of this PDS, the maximum anticipated gross level of leverage to which the Fund and Underlying Fund may be exposed is between 7 to 13 times the respective net asset value of each fund. This means for every \$1 of net asset value, the Fund and Underlying Fund are exposed to between \$7 - \$13 leverage. The gross leverage figure is the result of the BSF Style Advantage Fund's use of financial derivative instruments and the implementation of a diversified investment strategy which aims to be market neutral. Leverage, in this context is calculated as the sum of gross notional exposure created by the derivatives used.

While the Fund may be highly leveraged as a result of its exposure to the Underlying Fund and the BSF Style Advantage Fund, the BSF Style Advantage Fund has been established as limited liability investment vehicle, meaning the risk of loss to investors in the BSF Style Advantage Fund, is limited to the amount invested. The BSF Style Advantage Fund is also designed with the aim of avoiding uncompensated risks.

While we have determined that the type of and limits on leverage currently used by the BSF Style Advantage Fund are acceptable, we don't specify any particular acceptable types of leverage to be used or set any limits on the level of leverage used by BlackRock in the management of the Underlying Fund and the BSF Style Advantage Fund.

The Underlying Fund's exposure to leverage is, however, controlled through BlackRock's oversight and management of the investment strategy of the BSF Style Advantage Fund which includes considering and monitoring leverage and exposure limits.

When the BSF Style Advantage Fund enters into a leverage arrangement, the assets of the BSF Style Advantage Fund may be used as collateral, which may be otherwise encumbered or subject to set-off rights in the event of insolvency (or other events of default). For example, in the case of short selling and borrowing securities, the value of the collateral provided to a counterparty as collateral for the borrowed securities may be set-off (ie netted off) against the value of the borrowed securities. Collateral may also be provided for derivative transactions. The assets of the BSF Style Advantage Fund may also be otherwise encumbered or subject to set-off rights by third parties in the event of insolvency (or other events of default).

Leverage example

The following example is provided to help you understand the effect of leverage used as part of a long/short investment strategy. The example assumes the investment manager purchases and holds a long position in shares in Company A and holds a short position in shares in Company B. The example is based on the relative value of shares in Company A and Company B. Investment gains can be made where the long position rises in value more than the short position. Gains can also be made where both assets decline in value so long as the long position declines less than the short position, ie so long as the relative return of the long position is greater than that of the short position. However, the use of leverage resulting from taking long/short positions can also generate losses. The example shows how leverage applied to relative value trades can affect fund performance.

	Company A shares appreciate 5% relative to Company B shares	Company A shares depreciate 5% relative to Company B shares
No leverage		
Value of share positions before appreciation/depreciation		
Company A shares (long)	\$1,000	\$1,000
Company B shares (short)	-\$1,000	-\$1,000
Value of share positions after appreciation/depreciation		
Company A shares (long)	\$1,050	\$950
Company B shares (short)	-\$1,000	-\$1,000
Gain / (loss)	\$50	-\$50

	Company A shares appreciate 7% while Company B shares appreciate 2%	Company A shares depreciate 2% while Company B shares depreciate 7%
Share positions leveraged 13 times		
Value of share positions before appreciation/depreciation		
Company A shares (long)	\$6,500	\$6,500
Company B shares (short)	-\$6,500	-\$6,500
Value of share positions after appreciation/depreciation		
Company A shares (long)	\$6,955	\$6,370
Company B shares (short)	-\$6,630	-\$6,045
Gain / (loss)	\$325	\$325

	Company A shares appreciate 2% while Company B shares appreciate 7%	Company A shares depreciate 7% while Company B shares depreciate 2%
Share positions leveraged 13 times		
Value of share positions before appreciation/depreciation		
Company A shares (long)	\$6,500	\$6,500
Company B shares (short)	-\$6,500	-\$6,500
Value of share positions after appreciation/depreciation		
Company A shares (long)	\$6,630	\$6,045
Company B shares (short)	-\$6,955	-\$6,370
Gain / (loss)	-\$325	-\$325

Please note: The example is simplified to illustrate the effect of leverage. It doesn't include transaction and other costs associated with short selling. The example shows that the use of leverage can magnify both gains and losses.

Please refer to the Section 6 'Risks of investing in the Fund' for further information on the risks associated with leverage.

4.10 Use of derivatives

Derivatives are financial instruments whose value is derived from another security, commodity, currency, or index. The use of these instruments can dramatically reduce the costs of managing exposure to investment markets and makes possible a much wider universe of investment opportunities.

The Fund and the Underlying Fund don't hold derivatives directly but may have an indirect exposure to derivatives.

The BSF Style Advantage Fund may use derivatives, both exchange traded and over-the-counter (OTC), for the following purposes.

- Hedge an asset of the fund against, or minimise liability from, a fluctuation in market values.
- Reduce volatility.

- Achieve a targeted exposure to a particular underlying asset and adjust asset exposures such as swapping one asset exposure with another.
- Reduce the transaction cost of achieving a targeted exposure.
- Obtain prices that may not be available in the physical market.
- Achieve transactional efficiency; for example by assisting in the achievement of the best execution of security transactions.
- Control the impact on portfolio valuations of market movements caused by significant transactions.
- Achieve a desired level of leverage.

The types of derivatives used may include, but are not limited to, futures, warrants, options, indexed securities, swaps and forward contracts. When derivative positions are established, they will always be backed by cash holdings and/or underlying assets.

While we have determined that the type of and limits on derivatives currently used by the BSF Style Advantage Fund are acceptable, we don't specify any particular approved types of derivatives to be used or set any limits on exposure to derivatives by BlackRock in the management of the BSF Style Advantage Fund.

The derivative exposure of the BSF Style Advantage Fund is, however, controlled through BlackRock's oversight and management of the investment strategy of the fund, which includes considering and monitoring derivative exposure.

Please refer to Section 6 'Risks of investing in the Fund' for further information on the risks associated with the use of derivatives.

Derivative counterparties

In accordance with standard industry practice, when purchasing derivative instruments an entity may be required to secure its obligations to a counterparty. This may involve the placing of margin deposits or equivalent with the counterparty which may or may not be segregated from the counterparty's own assets. An entity may have a right to the return of equivalent assets. These deposits or equivalent may exceed the value of the entity's obligations to the counterparty as the counterparty may require excess margin or collateral.

All counterparties of the BlackRock Group are formally approved by the BlackRock Group's Counterparty and Concentration Risk Group, prior to a fund engaging in any transaction with a particular counterparty. No transaction may be entered into with a counterparty that has not previously been approved.

The BlackRock Group prefers to have multiple counterparties for liquidity, risk management and best execution purposes. The counterparties with which the BlackRock Group trade must have broad market coverage. Positions are marked-to-market on a regular basis and exposure to each counterparty is monitored. Transaction documentation is implemented where appropriate to minimise exposure to individual counterparties.

To monitor post-trade counterparty risk, the BlackRock Group has implemented strong technological infrastructure and proprietary internal review processes. The BlackRock Group also has a number of reporting tools that allow it to manage counterparty exposure, balancing net exposures to its different counterparties. Where necessary, credit risk exposure to counterparties can be adjusted, both at the individual portfolio level and at the aggregate firm-wide level.

Please refer to Section 6 'Risks of investing in the Fund' for further information on the risks associated with the use of derivatives and counterparty risks.

4.11 Use of short selling

The Fund gains exposure to a long/short investment strategy through its investment in the Underlying Fund. Unlike 'long only' investments, which have just one source of return, that is buying securities that are expected to rise in value, long/short strategies have two sources of potential return. A long/short investment strategy can generate returns by buying/owning securities that the investment manager expects will rise in value (long). At the same time securities that are expected to decrease in value are sold (short). This latter process is known as 'short selling'.

To implement short selling, securities are borrowed from a counterparty (a securities lender) with the promise to return equivalent securities at a specified time in the future to that counterparty. The borrowed securities are then sold on the open market. If the security falls in value, the investment manager will purchase the security and return those securities to the lender, thus generating a profit. However, if the security increases in value, this will generate a loss. Please refer to Section 6 'Risks of investing in the Fund' for a more detailed explanation of the risks of short selling.

Our investment policy permits investments in underlying funds that engage in short selling where it forms part of an underlying fund's investment strategy. We generally don't place any limits or restrictions on the use or level of short selling by an underlying fund or other funds or entities that form part of the investment structure.

The short selling exposure of the Fund and Underlying Fund is, however, controlled through BlackRock's oversight and management of the long/short investment strategy, which includes considering and monitoring short selling exposure.

When constructing the long/short portfolio of assets BlackRock seeks to balance its views on expected returns, risks and cost. Specifically, it aims to obtain the maximum exposure to active returns relative to expected active risk and expected transaction costs.

Short selling example

The following hypothetical example is provided to help you understand how short selling works.

Assume an investment manager of a managed fund has been tracking a mining company, Company A, and believes that due to slowing global demand, raw materials prices will soften. The investment manager therefore believes that Company A's share price is also likely to fall.

To act on this belief the investment manager decides to short sell Company A's shares when they are valued at \$20.00 per share with the expectation of buying equivalent shares back at a lower price in the future. The fund doesn't hold any Company A shares and therefore borrows 10,000 Company A shares from a securities lender (such as an investment bank or a broker) for a fee (in the same way banks charge borrowers).

The following table shows how short selling can generate a profit or a loss depending on whether the share price falls in line with expectations or rises.

	Scenario A: Company A's share price falls to \$15 per share	Scenario B: Company A's share price rises to \$25 per share
Initial sale proceeds		
(10,000 shares x \$20 per share)	\$200,000	\$200,000
Less: Cost of buying back the shares (10,000 shares x current market price)	\$150,000	\$250,000
Profit/(Loss)	\$50,000	(\$50,000)

This is a simplified example. The fund may also earn interest on the sale proceeds between the time that the shares are sold and then bought back. Costs, including the cost of borrowing the shares from the lender and other costs associated with the transaction, also apply.

4.12 Labour standards or environmental, social or ethical considerations

BlackRock may take labour standards and environmental, social and ethical considerations into account in its investment making process, to the extent that such considerations may have a financial effect on investments.

We don't consider such factors when investing in the Underlying Fund.

4.13 Important investment information

Unless otherwise indicated, a reference in the PDS to the Fund, or the Underlying Fund, investing in a specific asset or asset class includes all types of investments which give exposure to that asset and related asset class, directly or indirectly, including through derivatives and investment in other funds, and through any type of investment which would ordinarily be understood in financial markets to be included in that class. For example, investment in 'Australian shares' includes investment in Australian share futures derivatives based on an index of Australian shares, or funds which invest primarily in Australian shares.

5. Benefits of investing in the Fund

5.1 Key benefits

Some of the benefits that may arise from an investment in the Fund include the following.

- **Professional investment expertise:** the Underlying Fund is managed by BlackRock's team of investment experts who research and monitor the markets on a daily basis.
- **Long history of innovation in factor investing:** the BlackRock Group is a leader in factor investing with over 30 years of experience in systematic and factor-based investing.
- **Access to a diverse set of style factors:** the strategy allocates across a diverse range of style factors that provide broad, persistent sources of return across equities, fixed income, currency and commodities.
- **Portfolio diversification:** long/short portfolio construction across and within asset classes with the objective of producing returns which are lowly correlated to broad market returns.
- **Robust risk management framework:** the strategy leverages the BlackRock Group's scale and expertise in risk management leading to transparency and understanding of investment exposures.

Other additional benefits that can be more generally obtained by investing in managed funds include the following.

- **Increased buying power:** Managed funds are able to access a range of domestic and international assets that may not be available to many individual investors.
- **Receipt of income and reinvestment of distributions:** You will generally receive income from your investment in the form of distributions and will generally have the ability to 'top-up' your investment by reinvesting distributions in additional units in the Fund.
- **Managing risk:** Investing in managed funds can assist you in establishing a portfolio appropriate to your investment needs and your risk profile.
- **Access to your investment:** Generally you can submit applications to or withdrawals from the Fund on any Business Day.

6. Risks of investing in the Fund

All investments carry risk.

The likely investment return and the risk of losing money is different for each managed investment scheme, as different strategies carry different levels of risk based on the underlying mix of assets. Generally, the higher the level of risk you're prepared to accept, the higher the potential returns or losses. Assets with the highest long-term returns may also carry the highest level of short-term risk. Growth assets, such as shares and property, are generally considered the most volatile assets, ie they're likely to experience greater fluctuations in value than defensive assets, such as fixed interest and cash.

6.1 The Fund's level of risk

The risk level of the Fund is 'Medium to high'. This categorisation may assist you to compare the risk of investing in the Fund with the risk of investing in other funds. This isn't a complete assessment of all forms of investment risk and you should ensure you're comfortable with the risks and potential losses associated with the Fund.

Risk level	Description
Very low	Very low risk of short-term loss
Low	Low risk of short-term loss
Low to medium	Low to medium risk of short-term loss
Medium	Medium risk of short-term loss
Medium to high	Medium to high risk of short-term loss
High	High risk of short-term loss
Very high	Very high risk of short-term loss

6.2 General investment risks

Investment risk can be summarised as follows:

- the variation in returns (volatility)
- the potential to lose a portion of your capital (negative return)
- the possibility that investment managers may not perform as expected against their respective benchmarks.

The difficulty in accurately predicting investment returns means returns are not guaranteed and that past performance isn't a reliable indicator of future performance.

6.3 Fund specific risks

The specific risks for the Fund and Underlying Fund may include the following.

Asset-backed and mortgage-backed securities risk

The obligations associated with these securities may be subject to greater credit, liquidity and interest rate risk compared to other

fixed income securities such as government issued bonds.

Asset-backed and mortgage-backed securities are often exposed to extension risk (where obligations on the underlying assets are not paid on time) and prepayment risks (where obligations on the underlying assets are paid earlier than expected). These risks may have a substantial impact on the timing and size of the cash flows paid by the securities and may negatively impact the returns of the securities. The average life of each individual security may be affected by a large number of factors such as the existence and frequency of exercise of any optional redemption and mandatory prepayment, the prevailing level of interest rates, the actual default rate of the underlying assets, the timing of recoveries and the level of rotation in the underlying assets.

Commodities related investments risk

Exposure to the commodities markets may subject a fund to greater volatility than investments in traditional securities. The value of commodity-linked securities may be affected by changes in overall market movements, commodity index volatility, changes in interest rates, or sectors affecting a particular industry or commodity, such as drought, floods, weather, embargoes, tariffs and international economic, political and regulatory developments.

Conflicts of interest risk

Certain conflicts of interest may arise in the operation of the Fund and Underlying Fund, including but not limited to:

- the Underlying Fund and the BSF Style Advantage Fund may involve product structures in which members of the BlackRock Group act in more than one capacity
- the Underlying Fund and the BSF Style Advantage Fund may hold over-the counter derivative agreements, with members of the BlackRock Group acting (in different capacities) on both sides of the agreement
- the Underlying Fund and the BSF Style Advantage Fund may also be invested in by other funds and accounts managed by BlackRock or other members of the BlackRock Group. The investment by such other funds and accounts may be on terms more favourable than those available to the Fund or Underlying Fund (as applicable). These other funds and accounts may act in a way which is adverse to the interests of the Fund or Underlying Fund (as applicable)
- while BlackRock intends to employ a consistent investment programme, certain portfolio strategies of the BlackRock Group, used for other funds or accounts, could conflict with the transactions and strategies of the Underlying Fund and the BSF Style Advantage Fund and affect the prices and availability of the securities in which the BSF Style Advantage Fund invests
- BlackRock or other members of the BlackRock Group may give advice or take action with respect to any of their other clients which may differ from the advice given or the timing

or nature of any action taken with respect to investments of the Underlying Fund and/or the BSF Style Advantage Fund and

- BlackRock or persons associated with BlackRock may invest in the Underlying Fund and/or the BSF Style Advantage Fund from time to time.

Counterparty risk

Institutions, such as brokerage firms, banks, and broker-dealers, may enter into transactions with the manager of a fund (for example, BlackRock as responsible entity of the BSF Style Advantage Fund) in relation to the sale and purchase of assets or securities. Such institutions may also be issuers of the securities in which a fund invests. Bankruptcy, fraud, regulatory sanction or a refusal to complete a transaction at one of these institutions could significantly impair the operational capabilities or the capital position of a fund. The BlackRock Group uses reasonable efforts to mitigate such risks. However, there can be no guarantee that transactions between such counterparties will always be completed in the manner contemplated by, and favourable to, the relevant BlackRock fund.

Derivatives risk

The use of derivatives expose a fund to different risks as opposed to investing directly in securities. For example, derivatives can cause a fund to make greater gains or incur greater losses than the gains and losses of the underlying security in relation to which the derivative derives its value.

Derivative transactions may be subject to the risk that a counterparty to the transaction will wholly or partially fail to perform their contractual obligations under the arrangement (including failing to meet collateral requirements under the arrangement). Additionally, OTC markets are not guaranteed by an exchange or clearing corporation and generally do not require payment of margin. To the extent that a fund has unrealised gains in such instruments or has deposited collateral with its counterparty that fund is at risk that its counterparty will become bankrupt or otherwise fail to honour its obligations.

The BlackRock Group attempts to minimise these risks by engaging in derivative transactions only with financial institutions that have substantial capital or that have provided a third-party guarantee or other credit enhancement.

Fixed income securities risk

In general, cash and fixed income securities can provide more certainty in income flows and can offer greater capital price stability than alternative investments such as shares and property. However, there are a number of risks associated with investment in fixed income securities that can result in significant variability in investment returns and a loss of income or capital value. These include:

- **Credit risk:** A perceived or actual deterioration of credit quality (eg an issuer credit downgrade) of a fixed income security will adversely impact the value of such investment.
- **Income risk:** Income from a fund may decline where market interest rates are falling. This can result when a fund reinvests

in securities at a lower yield than the current fund portfolio yield.

- **Interest rate risk:** An increase in interest rates will cause the values of fixed income securities, in particular fixed rate securities, to decline, which will in turn impact the returns of a fund investing in such securities. Interest rate risk is generally lower for shorter term fixed income investments and higher for longer term fixed income investments.
- **Issuer risk:** Corporate and sovereign issuers may willingly or unwillingly default on their obligation to make interest or principal payments. Such events may cause a downgrade in the credit rating of an issuer and/or its fixed income security, which in turn may cause the value of the fixed income security to fall. There is also no assurance that an issuer of fixed income securities will continue to issue the fixed income securities or keep that particular fixed income securities market open.
- **Spread risk:** The prevailing rates of compensation for creditworthiness of issuers of instruments (spread) is affected by market factors including sentiment, supply and demand and general economic conditions. A change in these factors which impact spread can negatively impact the yield earned by a fund investing in credit securities.

Foreign investments risk

The Fund may be exposed to securities or derivative instruments issued in foreign markets and as such faces risks associated with:

- differences between countries in relation to accounting, financial reporting, legal, tax, regulatory, pricing and liquidity requirements and settlement and clearance procedures
- currency risk, the risk that foreign currencies change in value relative to the Australian dollar, which may affect the Fund's investment returns. These movements may either add or subtract from performance. The Fund may be exposed to passive and active currency management. The impact of currency management on the Fund's return is uncertain, cannot be guaranteed and can result in capital losses and
- the countries to which the Fund is exposed may be subject to considerable degrees of economic, political and social instability.

Individual investments risk

Individual investments bought or sold, like shares and fixed income securities, can and do fall in value for many reasons. The level of returns for individual investments will vary and the price can experience volatile movements. Dividend payments from shares may also vary over time.

Additionally, the Fund will be exposed to the Underlying Fund and the BSF Style Advantage Fund which are managed as separate entities. No guarantee can be given that either fund will meet its investment objective, continue to be managed according to its current investment policy or be open to investments in the future.

Leverage risk

The Fund and Underlying Fund may be exposed to investment strategies that use leverage. The exposure of a leveraged portfolio to movements in the instruments and markets in which it invests can be greater than the value of the assets within the portfolio. Therefore, if a leveraged portfolio generates a positive return, the returns will be greater than the returns generated by an equivalent unleveraged portfolio. Similarly, if the investments generate a negative return, the losses will be greater than the losses generated by an equivalent unleveraged portfolio. In other words, losses, as well as gains, are magnified as the price of the underlying assets moves down or up.

BlackRock aims to reduce leverage risk via oversight and management of the investment strategy of the Underlying Fund and its investments, which includes considering and monitoring leverage and exposure limits set for these funds.

Liquidity risk

This is the risk that a security or asset may not be converted to cash in a timely manner. The liquidity of the Fund will depend on the liquidity of the Underlying Fund and the ability of the Underlying Fund to satisfy withdrawal requests.

The Fund and Underlying Fund may be exposed to securities which are in practice infrequently traded or for which typical daily volumes traded are small. It may not be possible to sell such securities when it's desirable to do so or to realise what BlackRock perceives to be their fair value in the event of a sale. These circumstances could also impair a fund's ability to satisfy a withdrawal request in a timely manner and a fund may need to consider suspending withdrawals.

BlackRock aims to reduce this risk by understanding the liquidity characteristics of securities and planning its trading so as to minimise the adverse consequences of low liquidity.

Market risk

Economic, technological, political or legislative conditions and even market sentiment can (and do) change and this can mean that changes in the value of investment markets can affect the value of the investments in a fund. The net asset value of a fund will change with changes in the market value of the securities it is exposed to. The price of units and the income from them may go down as well as up. Investors may not get back their original investment. There can be no assurance that a fund will achieve its investment objective or that an investor will achieve profits or avoid losses, significant or otherwise. The capital return and income of a fund is based on the capital appreciation and income of the securities it is exposed to, less expenses incurred. A fund's return may fluctuate in response to changes in such capital appreciation or income.

New fund / investment strategy risk

The BSF Style Advantage Fund was launched and commenced implementation of its investment strategy in February 2016, and any performance information about the BSF Style Advantage Fund is therefore short term in nature. Performance returns over the short term may not be indicative of long-term performance. The BlackRock Group team appointed to manage the investment strategy of the BSF Style Advantage Fund has been in existence

for a number of years and consists of highly experienced investment professionals, who are leaders in the development of factor-based analytics. Further, the team is supported by a large group of global investment colleagues within the BlackRock Group, as well as the BlackRock Group's proprietary and market leading risk management platform.

Operational risk

The risk of loss resulting from inadequate or failed internal processes, people and systems, or from external events. Adverse impacts may arise internally through human error, technology or infrastructure changes, or through external events such as third party failures or crisis events.

WFSL and the BlackRock Group have procedures in place to manage these risks and, as much as possible, monitor the controls within these procedures to ensure operational risks are adequately managed.

Reduced regulatory oversight

The Fund may be exposed to investment vehicles domiciled in jurisdictions other than Australia. The laws in such jurisdictions may differ from those in Australia and therefore may not necessarily provide the same level of protection to shareholders as schemes registered in Australia and subject to Australian regulations and conditions. Such differences in regulation could also impact the regulatory obligations of an investment vehicle's key service providers, including, but not limited to, its custodian, administrator and auditor.

Regulatory and business risk

Changes in corporate, taxation or other relevant laws, regulations or rules may adversely impact your investment. For example, such changes may adversely impact a fund's ability to execute certain investment strategies, which could have a material effect on fund performance. Specifically regulatory changes which restrict or prohibit short selling may mean a fund which utilises a long/short investment strategy is unable to achieve its investment objective. The laws affecting investment vehicles may also change in the future.

Short selling risk

The Fund and Underlying Fund may be exposed to short selling. Short selling allows the investor to profit from declines in market prices to the extent such declines exceed the transaction costs and the costs of borrowing the securities. A short sale creates the risk of an unlimited loss, as the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. Further, there can be no assurance that the securities necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating any loss.

BlackRock seeks to manage the risks associated with short selling through its portfolio construction processes. Short positions are periodically rebalanced, so as to reduce the risk of substantial changes in the price of the short security and exposure limits may be imposed with regards to single stock positions, in order to mitigate potential losses.

6.4 Other risks

Fund performance risk

There is the risk that active management of the underlying assets could deviate from the benchmark and lead to underperformance. In addition, there is the risk that because of different levels of cash being held by this Fund and the Underlying Fund it invests in, and the timing of applications and redemptions, the performance of the two stated funds could be different.

Manager performance risk

The volatility of the return difference between an investment manager's portfolio and the underlying market used as the benchmark.

Style-bias risk

An investment manager's style is the approach it takes to reach a fund's objective. Style-bias risk is the risk that the investment manager's strategy and process may underperform its peers due to specific market conditions.

Risks related to alternative investment strategies

The investment process for the Fund can be characterised as an 'alternative investment strategy'. Alternative investment strategies may be exposed to additional risks when compared to traditional investment strategies, such as long-only equity and fixed income strategies, for example they may:

- display performance characteristics that are not normally associated with more traditional investment strategies;
- display more pronounced reactions to events such as macroeconomic shocks;
- be influenced by events that do not affect more traditional asset classes;
- fail to generate performance in a consistent manner;
- fail to recover at all, or to the same extent as traditional investment strategies, after periods of poor performance; or
- cease to perform temporarily, or permanently, resulting in an inability to generate positive returns, or to recover prior losses.

6.5 Risk management

We monitor and periodically review the Underlying Fund to ensure it continues to meet our assessment criteria and satisfies the objectives of the Fund.

In addition, the Underlying Fund benefits from BlackRock Group's global expertise and risk management practices, with investment strategies employed across the BlackRock Group being continuously monitored and assessed.

Asset exposures are constantly monitored to ensure all BlackRock Group funds remain within permitted investment parameters. Operating and investment processes are continuously reviewed through a combination of internal and external audit, regular compliance monitoring, management self-assessment procedures and risk management oversight.

Management of key controls and performance measurement is accomplished through routine reporting on investment activities.

A suite of reports produced by BlackRock Group's automated systems are used to measure, monitor and report counterparty exposures. Concerns are raised with the Portfolio Management teams and escalated to senior management where deemed appropriate.

Departmental oversight

The BlackRock Group has operational functions which help in the implementation of its risk management framework, including:

- **Risk and Quantitative Analysis:** Monitors the continuing development of process controls and functional segregation in conjunction with relevant business units to ensure that these remain robust and appropriate to the needs of the business. The Risk and Quantitative Analysis Team also measure and monitor all BlackRock Group funds.
- **Legal and Compliance:** Responsible for the identification, communication and control of applicable legislation and restrictions. Compliance staff also conduct periodic compliance reviews of key processes and work closely with management to develop suitable controls.
- **Internal Audit:** Responsible for the review of internal processes and controls.
- **Counterparty and Concentration Risk Group:** Responsible for managing counterparty risk across the BlackRock Group. The Counterparty and Concentration Risk Group monitors and assesses counterparty exposures arising from a wide range of financial instruments.

6.6 Managing your level of risk

Risk can be managed but it can't be completely eliminated. It's important to understand the following.

- The value of your investment will go up and down.
- Past performance isn't an indicator of future performance.
- The level of returns will vary and future returns may differ from past returns.
- Returns are not guaranteed and there's always the chance you may lose money on any investment you make in the Fund.
- Laws affecting your investment in a managed investment scheme may change over time.

The level of risk appropriate for you will depend on a range of factors including your age, investment timeframe, where other parts of your wealth are invested and how comfortable you are with fluctuations in the value of your investment over your investment timeframe.

Changes in personal factors

Changes in your personal situation, such as changes in your investment objectives, personal borrowings or individual needs may affect the suitability of an investment.

Reducing your investment risk

You can potentially reduce investment risk in two main ways.

1. **Invest for an appropriate length of time** – The longer you hold an investment, the greater the chance of smoothing

out the impact of short-term market fluctuations, particularly when considering more volatile investment options.

2. **Diversification** – This means spreading your investment over a range of asset classes, industry sectors, regions and investment managers, with the overall aim of reducing risk. Holding your investment across a number of asset classes, such as shares, property, fixed interest and cash offers a greater chance of smoothing out the impact of short-term fluctuations in particular asset classes.

Choosing the right investment for your risk level

When choosing whether to invest in a fund we recommend you speak to a financial adviser about the following factors:

- your investment goals
- your expectations for returns
- the length of time you can hold your investment
- how comfortable you are with fluctuations in the value of your investment.

7. Fees and other costs

7.1 Fees and costs for the Fund

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 account 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 the Fund or your financial adviser.

TO FIND OUT MORE

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

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

Unless otherwise stated, all fees are inclusive of GST and take into account reduced input tax credits (RITC), if applicable, in respect of the GST component of the fee.

Taxes are set out in Section 8 of this document.

You should read all the information about fees and costs because it is important to understand their impact on your investment. You can also use this information to compare the costs between different simple managed investment products.

Type of fee or cost ¹	Amount	How and when paid
Fees when money moves in or out of the Fund		
Establishment fee <i>The fee to open your investment</i>	Nil	Not applicable
Contribution fee <i>The fee on each amount contributed to your investment</i>	Nil	Not applicable
Withdrawal fee <i>The fee on each amount you take out of your investment</i>	Nil	Not applicable
Exit fee <i>The fee to close your investment</i>	Nil	Not applicable
Management costs		
The fees and costs for managing your investment	0.84% pa of the net asset value of the Fund.	The management fee ² is deducted from the Fund's assets prior to a unit price being determined. It is calculated and accrued on a daily basis and paid monthly in arrears. The indirect costs ³ are not directly charged or retained by us and are reflected in the unit price of your investment in the Fund.
Service fees		
Switching fee	Nil (however buy-sell spreads apply)	Not applicable

Type of fee or cost ¹	Amount	How and when paid
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The fee for changing Funds

- 1 Fees in this PDS can be individually negotiated if you're a wholesale client under the Corporations Act.
- 2 The management fee is directly paid from the assets of the Fund and is reflected in the unit price of your investment.
- 3 The amount of indirect costs is an estimate in relation to the financial year ending 30 June 2020 based on the costs incurred by the Underlying Fund. Refer to section 7.3 of this PDS for more information about performance-related fees and other indirect costs.

To see how fees and costs may affect your investment, use the calculator on the ASIC website at www.moneysmart.gov.au/tools-and-resources/calculators-and-apps/managed-funds-fee-calculator.

7.2 Example of annual fees and costs for the Fund

This table gives an example of how the fees and costs of the Fund can affect your investment over a one year period. You can use this table to compare this product with other managed investment products.

Example – Balance of \$50,000¹ with a contribution of \$5,000¹ during the year

Contribution fee	\$0	For every additional \$5,000 you put in, you will be charged \$0.
PLUS		
Management costs ²	0.84%	And, for every \$50,000 you have in the Fund you will be charged \$420 each year.
EQUALS		
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 the year, you would be charged fees of: \$420 ² What it costs you will depend on the fees you negotiate.

- 1 This amount is prescribed by legislation. The example above assumes that the \$50,000 is invested for the entire year, the value of the investment is constant over the year and the additional \$5,000 is invested at the end of the year. Therefore management costs are calculated using the \$50,000 balance only.
- 2 Additional fees may apply. Please note this example doesn't capture all the fees and costs that may apply to you, such as the buy-sell spread.

7.3 Additional explanation of fees and costs

Contribution (or entry) fees

There's currently no intention for a contribution fee to be charged for the Fund. If it was introduced, it would be charged as a percentage of each amount invested in the Fund.

The Fund's constitution limits the maximum contribution (or entry) fee we can charge for the Fund to 6% of the application monies (excluding GST).

Changes in fees and costs

We may change the amount of the fees and costs payable to us without your consent (up to any maximum that is allowed under the Fund's constitution). If we increase the fees or costs payable to us (such as the management fee), we will provide you with written notice at least 30 days prior to the change becoming effective.

Management costs

Management costs include the management fee and any indirect costs payable. A summary of these fees is set out below.

Management fee

We charge a management fee for managing the assets of the Fund and overseeing the operations of the Fund. The management fee is charged as a percentage of the value of

assets of the Fund. It's accrued daily and paid from the Fund monthly. The constitution for the Fund allows us to charge a management fee of up to 4% pa (excluding GST) of the value of the assets in the Fund.

We're also entitled to be reimbursed from the Fund for authorised expenses incurred in the management and administration of the Fund. Currently routine Fund expenses, including trustee, registry, custodian, accounting, audit and legal expenses (excluding transaction costs), are paid out of our management fee. If extraordinary or unusual expenses are incurred, we may choose to recover costs from the Fund and this will be reflected in the unit price.

Indirect costs

Indirect costs are determined as a percentage of the net asset value of the Fund. Indirect costs are an estimate of the costs incurred in managing the Fund's assets which directly or indirectly reduce the return on the Fund. These costs are not directly charged or retained by us. These costs may reduce the net income of the Fund directly or may be deducted through the Underlying Fund (or funds in which the Underlying Fund may invest, where applicable).

As the Fund invests into the Underlying Fund, we have relied on the information provided by the investment manager of the Underlying Fund and have made reasonable enquiries where necessary to determine the appropriateness of the indirect costs provided.

The amount included in the table in Section 7.1 above constitutes an estimate of the indirect costs based on costs incurred by the Underlying Fund in relation to the financial year ending 30 June 2020 in connection with managing the underlying assets of the Fund. These indirect costs reduce the return on your investment in the Fund and may vary from year to year.

The Fund may incur indirect costs via investments through the Underlying Fund (or funds in which the Underlying Fund may invest, where applicable). Typical indirect costs include costs incurred within the Underlying Fund which reduce the valuation of that Underlying Fund.

Transaction costs (including buy-sell spreads)

In managing the assets of the Fund, transaction costs may be incurred when assets are bought and sold. These costs include brokerage, settlement, clearing, stamp duty and the difference between the actual price paid or received for acquiring or disposing of an asset and its actual value at that time. These transaction costs impact the return of the Fund when trading activity is undertaken to execute the Fund's investment strategy and may be recouped in part or whole through the buy-sell spreads when applications and redemptions are made. They are an additional cost to you. Other transactional costs (if any) are borne by the Fund as a whole, as and when incurred.

An allowance for transaction costs arising from applications and redemptions made by investors into and out of the Fund is charged in the form of a buy-sell spread. Buy-sell spreads are not retained by us but rather paid to the Fund to reduce the risk that other unit holders are disadvantaged by the trading activity arising from applications or redemptions. Buy-sell spreads are determined after the daily unit price is calculated and are applied to the daily unit price for applications (ie the application price) and deducted from the daily unit price for redemptions (ie the redemption price).

Transaction costs which arise from trading activity to execute the Fund's investment strategy, and are not the result of applications into and redemptions from the Fund, are not covered by the buy-sell spread.

We estimate that the total transaction costs for the Fund during the year ended 30 June 2020 were 0.64% of the Fund's net asset value, of which 0.00% was recouped via the buy-sell spread when applications and redemptions took place. The difference of 0.64% is reflected in the net investment return of the Fund. These costs may vary in future.

The current buy-sell spread for the Fund is available in 'Additional Information – buy-sell spreads' at bt.com.au/wholesaleplus. We may vary the buy-sell spread from time-to-time and we won't ordinarily provide prior notice.

Payments to platforms

From the fees we receive, we may pay (at our discretion) amounts to any Operator of an investment service or superannuation fund through which the Fund is made available. This may take the form of product access payments (as a flat dollar amount per annum) for administration and investment related services.

The amount of these payments may change during the life of the PDS of the Fund. As these amounts are paid by us out of our own resources, they are not an additional cost to you.

8. How managed investment schemes are taxed

You should note that investing in the Fund is likely to have tax consequences. We strongly advise that you seek independent professional tax advice before investing in the Fund. Investing in the Fund may also affect your entitlement to pension or other social security benefits. We suggest you seek advice from your financial adviser or Centrelink.

The following information is a general summary only and shouldn't be relied upon as a complete statement of all relevant laws. This information is provided as a general overview of how these tax laws apply to you. The application of these laws depends on your individual circumstances. This information applies to Australian resident investors unless otherwise specified.

8.1 Tax position of the Fund

The Fund attributes all of its taxable income, including realised net capital gains and tax credits (if any), to investors each year on a fair and reasonable basis, having regard to the investors' rights under the constituent documents. As such, the Fund should not be subject to income tax.

If, for any reason, there is income within the Fund which has not been attributed to any investor, the Fund may be taxed at the highest marginal tax rate in respect of this income.

8.2 Taxation of distributions

Income attributed to you may form part of your assessable income. This is the case regardless of whether the income is distributed to you in cash.

The tax you pay will depend on the composition of the components. The components can be made up of:

- assessable income, such as dividends and interest
- net realised capital gains (including CGT concession amounts, if any)
- tax credits, such as franking credits attached to dividend income and foreign income tax offsets
- non-taxable distributions, such as a return of capital or tax-deferred amounts.

If franking credits or foreign income tax offsets are included in your components, you must determine your entitlement based on your individual circumstances. Income attributed to you that is not distributed to you in cash will generally increase the cost base of your units.

8.3 Capital Gains Tax (CGT)

Under the CGT provisions, you may realise capital gains or losses when you dispose of your investments. Individuals, trusts and complying superannuation entities may be entitled to the CGT discount when disposing of units that have been held longer than 12 months.

Any realised capital gains that you derive from the disposal of your investments and/or distribution from the Fund may be offset against your realised capital losses to determine your net capital gain or loss for the year. Any 'discounted capital gains' must be grossed up prior to being offset against capital losses. To the extent there is a net capital loss for the year, this loss may be carried forward to future years and offset against any future capital gains.

Certain investors (eg share traders) may be liable to pay tax on any gains made on the disposal of units as ordinary income, in which case the CGT provisions may not apply.

8.4 Non-resident investors

If you're not an Australian resident for tax purposes, we may withhold tax on income attributed to you for the year, regardless of whether the income is distributed to you in cash. The applicable rate of tax will vary depending on a number of factors, including the type of the component and your country of residence for tax purposes.

8.5 Quoting your tax file number

In the application form for the investment service or superannuation fund, the Operator will ask for your tax file number (TFN).

It isn't an offence if you don't provide a TFN, however it's important to be aware that if you don't provide your Operator with a TFN, an Australian Business Number (ABN), or an exemption reason, we may be required to withhold tax from your distributions at the highest marginal tax rate, plus Medicare levy, to meet Australian tax requirements.

If you're exempt from providing a TFN you should write the reason for your exemption on the application form.

Australian companies and other entities that invest in the course or furtherance of their registered business can supply their ABN to us instead of their TFN.

9. How to apply

Generally, the Fund isn't open to applications by direct investors. You can, however, access the Fund indirectly through an investment service or superannuation fund. The Operator will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

Indirect investors are subject to different conditions from those that would apply if investing directly in the Fund. Please refer to the offer document for the investment service or superannuation fund you're investing through, or contact your financial adviser or Operator if you have any queries.

Cooling-off rights don't apply to any investments in the Fund acquired through an investment service or superannuation fund. Indirect investors should contact their Operator and read the Operator's offer document for more information on any

cooling-off rights that may apply in relation to the relevant investment service or superannuation fund.

If you wish to raise a complaint, please contact your investment service or superannuation fund Operator. Customer Relations can assist you in this regard on 1800 287 873.

If you are not satisfied with our response, you may lodge a complaint with the Australian Financial Complaints Authority:

Online: www.afca.org.au
Email: info@afca.org.au
Phone: 1800 931 678
Mail: Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001.

10. Other information

10.1 Unit holders' rights

Unit holders' rights are governed by the constitution for the Fund and applicable legislation. This includes the right to:

- receive distributions (where applicable)
- receive copies of accounts and other information for the Fund
- attend and vote at unit holder meetings
- receive your share of distributions if the Fund is terminated
- subject to certain conditions, transfer units to any other person, and
- pass units to a surviving joint holder by Will or otherwise to your estate.

You don't have the right to participate in the management or operation of the Fund.

Under the constitution for the Fund, your liability is limited to the amount invested in the Fund.

10.2 The Fund's constitution

The Fund is governed by its constitution which sets out rules covering the following:

- our powers, rights and duties as the responsible entity (including the right to fees, recovery of expenses and indemnification)
- our remuneration
- unit holders' rights and obligations
- liability of unit holders and the responsible entity

- issue and redemption of units
- distributions and distribution reinvestment
- authorised investments of the Fund
- how assets and liabilities of the Fund are valued
- how the NAV of the Fund is determined
- how the Fund may be terminated (including where the net asset value of the Fund is less than \$5 million)
- how we may be removed or replaced as responsible entity, and
- our ability to set the minimum investment amount for the Fund.

We may vary the constitution without unit holder consent if we, as the responsible entity, reasonably believe the variation will not adversely impact unit holder rights. Otherwise we must obtain unit holder approval in accordance with applicable legislation. You can request a copy of the constitution for the Fund at our registered office during business hours or you can request a copy free of charge from Customer Relations on 1800 287 873 or by emailing WholesalePlus@btfinancialgroup.com.

10.3 Key services providers

A number of key service providers are engaged to assist with the ongoing operation and administration of the Fund and Underlying Fund.

The identity of the service providers engaged by us and BlackRock and a summary of the services they provide are included in the following table.

Provider	Key services	Fund	Underlying Fund
Custodian	Hold the assets of the fund and act on behalf, and in accordance with, instructions from the responsible entity.	The Hongkong and Shanghai Banking Corporation Limited, Sydney Branch	JP Morgan Chase Bank, N.A.
Administrator	Calculate the NAV and unit prices, prepare unaudited financial statements and other administrative services.	Not applicable	JP Morgan Chase Bank, N.A.
Auditor	Independent audit of the fund's financial statements.	PricewaterhouseCoopers	Deloitte Touche Tohmatsu

The service providers for the Fund listed in the table above have provided their consent to being named, and statements about them being included, in this document. They have not withdrawn this consent before the date of this document.

No service provider has authorised or caused the issue of this PDS or made any statement that is included in this PDS or any statement on which a statement in this PDS is based, except as stated above. Other than stated above, each service provider expressly disclaims and takes no responsibility for any statements in, or any omissions from, this PDS. This applies to the maximum extent permitted by law but doesn't apply to any material to which the consent given above relates.

We have entered into, or may enter into from time to time, separate arrangements with each of the key service providers in relation to the Fund which generally set out the terms and conditions of the engagement, as well as the consequences of any breaches to the terms of the engagement.

We have procedures in place to periodically monitor key service providers with the aim of ensuring services rendered are in accordance with the service agreements and service level standards (where applicable), or otherwise in accordance with applicable law or industry standards.

All material arrangements in connection with the Fund are on arm's-length terms and there are no related party arrangements within the Fund's investment structure.

We don't perform any specific due diligence on the service providers engaged by BlackRock and we don't stipulate any policies to be applied in relation to the custodial arrangements, or arrangements with other service providers, for the Underlying Fund.

Our process and rationale for selecting the Underlying Fund are outlined in Section 4.2 'How we invest your money'.

10.4 Related party transactions

The Fund may invest in other funds of which we, or a related entity, are trustee, responsible entity or manager (related funds). There's no limit on the level of investment in related funds. However, currently the Fund's policy is to invest only in the Underlying Fund.

Subject to the Fund's constitution, we may appoint any of our related entities (including Westpac Banking Corporation) to provide services (including banking services) or perform functions in relation to the Fund, including acting as our delegate. We may also enter into financial or other transactions with related entities in relation to the assets of the Fund and may sell assets of the Fund to, or purchase assets from, a related entity. A related entity is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction and to retain them for its own account. Such arrangements will be based on arm's length terms or as otherwise permissible under the law.

10.5 Conflicts of interest

In the course of managing the Fund, we may face conflicts in respect of our duties in relation to the Fund, related funds and our own interests. We'll resolve such conflict fairly and reasonably, and in accordance with the law, ASIC policy and our own policies.

10.6 Our relationship with Westpac

When we refer to 'Westpac Group', we mean Westpac Banking Corporation and its related bodies corporate, including WFSL. Entities within the Westpac Group may provide certain advisory and administrative services to us such as registry, investor reporting and the BT website. Any fees we pay to these service providers are paid by us out of our management fee and are not an additional charge to you. We may also place the Fund's cash on deposit with members of the Westpac Group.

10.7 Reporting and disclosure requirements

The Fund is subject to regular reporting and may be subject to continuous disclosure obligations. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. You can also call us to obtain copies of the following documents free of charge.

- The most recent annual financial report lodged with ASIC for the Fund.
- Any half year financial reports for the Fund lodged with ASIC after the lodgement of the above annual financial report and before the date of the PDS (if applicable).
- Any continuous disclosure notices we place online at bt.com.au/pdsupdates or have lodged with ASIC.

You can only access the Fund through an investment service or superannuation fund approved by us. Please contact the Operator of the investment service or superannuation fund you're invested in for information on reports you will receive.

10.8 Changes to Fund details and investments

We may make changes to the Fund at any time and in some cases without prior notice. This could include closing or terminating the Fund, amending its investment parameters, including the investment objective and strategy, investment manager, buy-sell spread or asset allocation ranges.

We will notify investors, including the Operator, about any material change to the Fund's details in our next regular communication or as otherwise required by law. If you are an investor through an investment service you will not receive notification from us, however details of any changes will be available at bt.com.au/pdsupdates.

10.9 Protecting your privacy

Why we collect your personal information

We collect personal information from you to process your application, provide you with your product or service, and manage your product or service including issuing units and capital and income distributions to you, or as nominated by you. We may also use your information to comply with legislative or regulatory requirements in any jurisdiction, prevent fraud, crime or other activity that may cause harm in relation to our products or services, and help us run our business. We may also use your information to tell you about products or services we think may interest you.

If you don't provide all the information we request, we may need to reject your application, or we may no longer be able to provide a product or service to you.

How we collect your personal information

We may collect your information from many places including correspondence with you, your adviser, our telephone calls with you or you using our website or emailing us. We may also collect your information from other members of the Westpac Group or from a service provider engaged to do something for us or another member of the Westpac Group. Our service providers typically include custodians, investment administrators,

information technology advisers, mail-houses, auditors, legal advisers and consultants.

Disclosing your personal information

We may disclose your personal information to other members of the Westpac Group, anyone we engage to do something on our behalf such as a service provider, and other organisations that assist us with our business. We may also disclose your personal information to any complaints body to which a complaint relating to this product or service is referred, or to any person who acts on your behalf in relation to your investment, such as your financial adviser, solicitor or accountant.

We may disclose your personal information to an entity which is located outside Australia. Details of the countries where the overseas recipients are likely to be located are in the BT Privacy Policy.

As a provider of financial services, we have obligations to disclose some personal information to government agencies and regulators in Australia, and in some cases offshore. We are not able to ensure that foreign government agencies or regulators will comply with Australian privacy laws, although they may have their own privacy laws. By using our products or services, you consent to these disclosures.

Other important information

We are required or authorised to collect personal information from you by certain laws. Details of these laws are in the BT Privacy Policy.

The BT Privacy Policy is available at bt.com.au or by calling 1800 287 873 or by emailing WholesalePlus@btfinancialgroup.com.

It covers:

- how you can access the personal information we hold about you and ask for it to be corrected
- how you may make a complaint about a breach of the *Privacy Act 1988* (Cth), or a registered privacy code, and how we will deal with your complaint, and
- how we collect, hold, use and disclose your personal information in more detail.

The BT Privacy Policy will be updated from time to time.

Where you have provided information about another individual, you must make them aware of that fact and the contents of this Privacy Statement.

We will use your personal information to contact you or send you information about other products and services offered by the Westpac Group or its preferred suppliers. Please call us on 1800 287 873 if you don't wish to receive marketing communications from us.

10.10 Our reporting obligations

We are required to identify tax residents of countries other than Australia in order to meet account information reporting requirements under local and international laws.

If at any time after account opening, information in our possession suggests that you, the entity and/or any individual who holds ownership and/or control in the entity of 25% or more (Controlling Person/Beneficial Owner) may be a tax resident of a country other than Australia, you may be contacted to provide further information on your foreign tax status and/or the foreign tax status of the entity and/or any Controlling Person/Beneficial Owner. Failure to respond may lead to certain reporting requirements applying to the account.

By completing the application you certify that if at any time there is a change to the foreign tax status details for you, the entity and/or any controlling persons/beneficial owner, you will inform us. You also certify that if at any time there is a change of a controlling person or beneficial owner in your entity, you will inform us.

A controlling person/beneficial owner refers to an individual that directly or indirectly owns a legal interest in the entity of 25% or more and/or exercises actual effective control over the entity, whether from an economic or other perspective such as through voting rights. In addition, in the case of a trust, a controlling person/beneficial owner includes any settlors, trustees, appointers, protectors, beneficiaries or classes of beneficiaries and in the case of an entity other than a trust, the term includes persons in equivalent or similar positions.

10.11 Anti-Money Laundering, Counter-Terrorism Financing and Sanctions obligations

We are bound by laws about the prevention of money laundering and the financing of terrorism as well as sanctions obligations, including the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (AML/CTF laws).

By investing in the Fund you agree that:

- We are required to carry out procedures that verify your identity before providing services to you, and from time to time thereafter.
- You are not investing in the Fund under an assumed name.
- Any money you invest is not derived from or related to any criminal activities.
- Any proceeds will not be used in relation to any criminal activities.
- You will not initiate, engage in or effect a transaction that may be in breach of AML/CTF laws or sanctions (or the law or sanctions of any other country).
- If we ask, you will provide us with any additional information we may reasonably require for the purposes of AML/CTF laws or sanctions. This could include information about you, your estate, about anyone acting on your behalf, or a holder of a beneficial interest in the investment, or the source of funds used in connection with the investment.

- We may obtain information about you, your estate, anyone acting on your behalf, a holder of a beneficial interest in the investment or the source of funds used in connection with the investment from third parties if we believe this is necessary to comply with AML/CTF laws or sanctions.
- In order to comply with AML/CTF laws and sanctions, we may be required to take action, including delaying or refusing the processing of any application or any transaction related to your investment if we believe or suspect that the application or transaction may breach any obligation of, or cause us to commit or participate in an offence under any AML/CTF laws or sanctions. We will not incur any liability in doing so.
- Where legally obliged to do so, we may disclose the information gathered to regulatory and/or law enforcement agencies or other entities. We may share this information with other members of the Westpac Group.

We can close your investment without notice if we have reasonable grounds to suspect that there is a breach of any of the conditions set out above, such as:

- unsatisfactory conduct by you, or
- failure by you to provide required information and documentation as requested within a stipulated time period, or
- any other reason in order to manage appropriately the risks which we are exposed to (including the risk of damage to our reputation).

10.12 Updated information

Information in this PDS is subject to change from time to time. For information that is not materially adverse, such as minor changes to asset allocation for the Fund, we may update such information by placing it on our website (bt.com.au/pdsupdates). You may also be able to obtain a paper copy of this PDS or any updated information, free of charge, in several ways.

- Contact your investment service or superannuation fund Operator (for indirect investors).
- Contact your financial adviser.
- Call our Customer Relations team on 1800 287 873.
- Email us at WholesalePlus@btfinancialgroup.com.

For more information

bt.com.au

1800 287 873

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