

# Wholesale Plus Funds

## Additional Information Booklet

Issued 26 October 2020

### **How to read this document**

Unless otherwise indicated, the information in this booklet forms part of the Product Disclosure Statement (PDS) of each managed investment scheme (each a 'Fund') listed on the inside cover, issued by Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (WFSL). A reference to 'we', 'us' or 'our' is a reference to WFSL as the responsible entity for, and issuer of units in, the relevant Fund.

The information in this booklet, prepared by us, provides additional information about topics specified under the prescribed sections of the PDS for each of the Funds listed on the inside cover. You should read this booklet together with the PDS for the Funds you are considering investing in.

The information in this booklet 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.

An investment in a Fund is not an investment in, deposit with, or other liability of Westpac or any other company in the Westpac Group. An investment in a 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 any Fund.

Wholesale Plus Funds	ARSN	APIR
Aberdeen Standard Wholesale Plus Actively Hedged International Equities Fund	601 829 332	BTA0479AU
AMP Capital Wholesale Plus Corporate Bond Fund	601 829 529	BTA0474AU
APN Wholesale Plus AREIT Fund	601 826 653	BTA0475AU
Bennelong Wholesale Plus ex-20 Australian Equities Fund	601 829 234	BTA0480AU
Fidelity Wholesale Plus Australian Equities Fund	601 829 636	BTA0481AU
Fidelity Wholesale Plus Global Equities Fund	602 190 465	BTA0551AU
Franklin Templeton Wholesale Plus Multisector Bond Fund	602 190 321	BTA0552AU
Ironbark Karara Wholesale Plus Australian Small Companies Fund	601 829 814	BTA0477AU
Kapstream Wholesale Plus Absolute Return Income Fund	602 129 822	BTA0539AU
Lazard Wholesale Plus Emerging Markets Equity Fund	602 190 438	BTA0555AU
Macquarie Wholesale Plus Income Opportunities Fund	602 130 174	BTA0544AU
Macquarie Wholesale Plus International Infrastructure Securities Fund (Hedged)	612 671 860	WFS0867AU
Magellan Wholesale Plus Global Fund	602 652 737	BTA0565AU
Magellan Wholesale Plus Infrastructure Fund	612 670 989	WFS0858AU
Nikko AM Wholesale Plus Australian Share Fund	602 109 231	BTA0537AU
Nikko AM Wholesale Plus Australian Share Income Fund	622 486 917	WFS8168AU
Pendal Wholesale Plus Active Balanced Fund	612 671 155	WFS0861AU
Pendal Wholesale Plus Active Conservative Fund	612 671 253	WFS0859AU
Pendal Wholesale Plus Active Growth Fund	612 670 836	WFS0862AU
Pendal Wholesale Plus Active High Growth Fund	612 670 621	WFS0863AU
Pendal Wholesale Plus Active Moderate Fund	612 671 593	WFS0860AU
Pendal Wholesale Plus Australian Share Fund	601 830 200	BTA0476AU
Pendal Wholesale Plus Concentrated Global Share Fund	602 109 599	BTA0536AU
Pendal Wholesale Plus Fixed Interest Fund	602 130 290	BTA0547AU
Pendal Wholesale Plus Global Emerging Markets Opportunities Fund	602 190 483	BTA0550AU
Pendal Wholesale Plus Global Property Securities Fund	602 129 966	BTA0541AU
Pendal Wholesale Plus Property Securities Fund	602 129 859	BTA0540AU
Perpetual Wholesale Plus Australian Fund	601 830 335	BTA0482AU
Perpetual Wholesale Plus Diversified Income Fund	602 190 554	BTA0556AU
Perpetual Wholesale Plus Global Share Fund	612 672 009	WFS0865AU
PIMCO Wholesale Plus Diversified Fixed Interest Fund	602 109 857	BTA0499AU
PIMCO Wholesale Plus Global Bond Fund	602 109 464	BTA0498AU
RARE Infrastructure Wholesale Plus Value Fund – Hedged	602 130 138	BTA0543AU
RARE Infrastructure Wholesale Plus Value Fund – Unhedged	602 130 281	BTA0546AU
Russell Investments Wholesale Plus Emerging Markets Fund	627 588 336	WFS1667AU
Schroder Wholesale Plus Australian Equity Fund	601 830 479	BTA0483AU

Wholesale Plus Funds	ARSN	APIR
Schroder Wholesale Plus Fixed Income Fund	602 130 236	BTA0545AU
Schroder Wholesale Plus Real Return CPI Plus 5% Fund	612 668 578	WFS0866AU
Spheria Wholesale Plus Australian Smaller Companies Fund	622 486 515	WFS8908AU
T. Rowe Price Wholesale Plus Global Equity Fund	602 109 357	BTA0538AU
Talaria Wholesale Plus Global Equity Fund	602 190 474	BTA0563AU
UBS Wholesale Plus Australian Bond Fund	601 827 178	BTA0478AU
Walter Scott Wholesale Plus Global Equity Fund	602 129 984	BTA0542AU

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# 1. About the responsible entity

Please refer to the relevant Fund's PDS.

## 2. How the Funds work

### Valuing your investment

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

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

We determine the unit price for each Fund each Business Day, for the preceding Business Day, by dividing the net asset value of the assets in the Fund by the number of units on issue (adjusted for any transaction costs, if applicable).

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

Generally, assets of each Fund are valued at current market prices. Where a 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.

### 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.

Please contact your Operator or refer to the relevant offer document for your investment service or superannuation fund for further details.

### Restrictions on withdrawals

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

This can occur if a withdrawal reduces your balance in a 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.

In unusual circumstances, such as significant withdrawals occurring in a Fund, we may, at our absolute discretion, make a special distribution other than at the end of a distribution period to all investors in that Fund. This is to ensure that the taxable income of the Fund is distributed equitably among the unit holders in that Fund who remain at the end of the distribution period and those who withdraw prior to the end of the distribution period.

Under each 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 constitution of a Fund.

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.

Where the Fund invests into an Underlying Fund (as defined in the PDS for the relevant Fund), the ability to withdraw, and the time to process withdrawals, will depend on the relevant Underlying Fund accepting and processing redemption requests.

### Distribution payment details

The distribution you'll receive will depend on the Funds you invest in and the performance of their underlying assets.

Distribution payments are typically paid to you (or your Operator) as soon as practicable after the end of the distribution period of the Underlying Fund (where applicable), or otherwise as set out in the PDS.

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

Any net realised capital gains and net realised foreign exchange gains are usually only distributed at the end of the financial year;

however, we may use our discretion to distribute those amounts at the end of any distribution period.

### Reinvesting distributions

You can choose to reinvest your distributions as a way of potentially compounding your investment returns and building your wealth. This means your distribution income is used to buy more units in the relevant Fund, so your initial investment may grow more quickly by compounding.

Distribution reinvestment is normally effective the first day following the end of the distribution period.

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.

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

## 3. Benefits of investing in the Funds

Please refer to the relevant Fund's PDS.

## 4. Risks of managed investment schemes

### What is investment risk?

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 these returns are not guaranteed and that past performance isn't a reliable indicator of future performance.

### 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.

## Additional potential risks

In addition to the risks outlined in the PDS, the table below outlines other potential risks you should consider before choosing to invest in the Funds. These risks may apply to a Fund and/or (where applicable) the Underlying Fund in which a Fund invests.

Risk	Description
Derivatives risk	A fund may use derivatives (such as futures) to gain exposure to investment markets and to create leverage as a value adding strategy. Risks associated with derivatives include the value of the derivatives failing to move in line with the underlying asset, issues associated with the management of the assets backing a derivative so a fund may not be able to meet payment obligations as they arise, and counterparty risk in the case of over-the-counter derivatives where no clearing house acts as an intermediary party (where the counterparty to the derivative contract cannot meet its obligations under the contract).
Leverage risk	The risk of leveraging is when economic exposure is greater than the underlying physical exposure resulting in losses, as well as gains, being magnified as the prices of the underlying assets move down or up. The advantage is that the significant exposure to investment markets is gained at a lower cost than buying the underlying asset. The degree of leverage is monitored and controlled where appropriate within a fund. The Funds do not borrow to create leverage exposures, however the Underlying Funds may borrow or obtain leverage through derivative exposure.
Currency risk	A fund may invest across many countries. If there's a change in the relative value of the Australian dollar to other currencies, the unhedged assets of the fund can decrease or increase in value. Hedging investments back into Australian dollars may help to manage this risk. If a fund has active currency strategies, there is the potential to add or detract value through changes in exchange rates but this may also expose a fund to more volatile returns.
Interest rate risk	Changes in interest rates can have a positive or negative impact directly or indirectly on the investment value or returns of the assets held by a fund. For example, the cost of a company's borrowings can decrease or increase, whilst capital returns on a fixed interest security can become more or less favourable. When leveraging a fund's investments to magnify returns, a change in interest rates could adversely affect the borrowings and result in losses.
Individual investment risk	Assets may rise or fall in value for many reasons, such as a change in the internal operations or management of a fund or company we invest in, or in its business environment.
Regulatory and legal risk	Includes the risk that governments or regulators may pass laws, create policy, or implement regulation that affects a fund.
Fund risk	Fund specific risks include closure to new investments and the termination or replacement of the responsible entity or investment managers. There's also a risk that investment into a fund may give different results than investing directly due to the accrual of income or capital gains and the cash flow effect as other investors make contributions or redeem from a fund.
Erosion in real values	The value of certain assets held by a fund may be eroded through inflation or changes in interest rates.
Manager performance risk	The volatility of the return difference between an investment manager's portfolio and the underlying market used as the benchmark (if applicable).
Distribution risk	<p>As a result of the different periods of time for which a fund and the investment manager's equivalent wholesale fund have been operating, there is potential for a deviation in the level of income or realised capital gains distributed by each fund.</p> <p>This may create a difference in the total size of a distribution or the components of a distribution between the two funds.</p> <p>The level of distributions may also vary and at times no distributions may be made for a distribution period.</p>
Style-bias risk	An investment manager's style is the approach it takes to reach its objective. Style-bias risk is the risk that a particular investment manager's strategy and process may underperform its peers due to specific market conditions.

Risk	Description
Manager-specific risk	Relates to an event specific to an investment manager that could impact the way the investments are being managed within a fund, such as changes in the investment team.
Counterparty risk	The risk of loss arising from the failure of another party to a contract (the counterparty) to meet its obligations.
Concentration risk	The risk associated with a fund that concentrates its investments in a small number of securities or invests in a small subset of an asset class. When investments are concentrated in a smaller number of securities than the broader market index, the unit price of the Fund may be more volatile than the return of the benchmark or a more diversified Fund as the returns from the underlying assets are more correlated.
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.

We recommend you speak to your financial adviser to ensure this investment is appropriate for your needs.

### Asset classes and additional risks

As well as the general risks associated with investing, there are potential risks associated with each asset class. The risks applicable to a Fund will depend on the investment strategy of the Fund and the assets into which it invests. These risks may apply to a Fund and/or (where applicable) the Underlying Fund in which a Fund invests.

Asset class	Benefits	Risks
Australian shares	<p>Shares represent part ownership of a company and are generally bought and sold on a stock exchange. Returns from shares can include both capital growth and an income component from dividends paid by companies. Franking credits attached to some dividend payments may offset income taxes payable.</p> <p>Investing in Australian shares gives investors the opportunity to benefit from the performance of Australian businesses across a range of industries such as banking, resources, industrials, property and healthcare.</p>	<p>Shares overall are generally classified as more volatile (risky) than other asset classes because their value tends to fluctuate over the short term. However, over the longer term, they have tended to perform better than other less volatile asset classes.</p> <p>The specific risks of investing in shares include: the company, or the industry in which it operates, may not perform as well as expected or that there may be adverse changes in a company's financial position. Typically share investors are most exposed to capital loss due to the poor performance of a company.</p>
Australian smaller company shares	<p>Due to their small size, smaller company shares may grow more rapidly than larger, more mature companies. They are often more flexible and can therefore respond more quickly to changes in market trends relative to their larger counterparts.</p>	<p>The performance of Australian smaller company shares are generally more volatile (risky) than larger capitalised stocks. Smaller companies tend to be less diversified in their earnings both in terms of business model and geography, which can lead to greater potential for unexpected negative earnings surprise which can create sudden downward pressure on share prices.</p> <p>Smaller companies generally don't have the financial reserves of their larger counterparts and are therefore generally more vulnerable in weaker economic conditions. Typically share investors are most exposed to capital loss due to the poor performance of a company.</p>
International shares	<p>International shares provide investors with the opportunity to benefit from the performance of world markets and international businesses across a wide range of industries outside Australia. Like an investment in Australian shares,</p>	<p>In addition to the risks of shares outlined in the section relating to Australian shares, international shares can be affected by:</p>



Asset class	Benefits	Risks
	<p>a fund's investment in international shares provides the potential for capital growth, income and diversification.</p>	<ul style="list-style-type: none"> <li>– social, macroeconomic or geopolitical factors affecting a country or region</li> <li>– currency movements</li> <li>– different tax requirements in the relevant country.</li> </ul>
Emerging markets	<p>Emerging market shares provide investors with the opportunity to benefit from the performance of emerging markets and emerging market businesses across a wide range of industries outside Australia. Like an investment in Australian shares, a fund's investment in emerging market shares provides the potential for capital growth, an income component and diversification.</p>	<p>Emerging markets are generally considered riskier than developed markets due to factors such as lower liquidity, the potential for political unrest, the increased likelihood of sovereign intervention (including default and currency intervention), currency volatility and increased legal risk. Emerging market investments therefore may experience increased asset price volatility and face higher currency, default and liquidity risk.</p>
Listed property and infrastructure	<p>Listed property securities involve buying units in listed property trusts which are bought and sold on a stock exchange domestically and globally. Listed infrastructure assets involve purchasing publicly traded infrastructure shares which are bought and sold on a stock exchange domestically and globally.</p> <p>It's a simple way to invest in the property and infrastructure market without tying up a large proportion of your money directly in real estate or infrastructure.</p> <p>Investment in listed property and infrastructure assets provide the potential for capital growth, an income component and diversification with the value derived from a contractual claim on an underlying asset. Return from listed property may include returns from the rent collected on properties as well as income streams from non real estate activity such as development or funds management businesses. Returns from listed infrastructure securities may include interest and fees collected from underlying assets held.</p> <p>Investors can participate in all sectors of the property market including offices, hotels, retail, residential and industrial property. Listed infrastructure assets can have exposure to such underlying assets as tolls roads, bridges, railways, sewer lines and water treatment facilities.</p>	<p>Like shares, the value of listed property and infrastructure assets can rise and/or fall in value.</p> <p>Returns from listed property and infrastructure securities are also affected by fluctuations in supply and demand (eg for property supply and demand and consequential changes in rental levels, or usage of toll roads and bridges to pay for the cost of their construction).</p> <p>Increasing interest rates can decrease the value of listed property and infrastructure securities in the short term and vice versa. In addition to the risks already noted relating to listed property and infrastructure securities, global property securities can be affected by:</p> <ul style="list-style-type: none"> <li>– social, macroeconomic or geopolitical factors affecting a country or region</li> <li>– different tax requirements in the relevant country</li> <li>– foreign regulatory requirements.</li> </ul>
Australian fixed interest	<p>Fixed interest securities and instruments typically provide a regular income stream in the form of interest and coupon payments. There's the potential for capital growth on the original capital invested in periods of declining interest rates.</p> <p>They provide a relatively secure investment and are generally not as volatile as share market investments. They can be used by the more conservative investor or those with shorter investment timeframes.</p>	<p>Fixed interest securities and instruments can generate a change in capital value, or a loss, if interest rates fluctuate during their term. In general, a rise in interest rates causes the value of an existing security to fall, while a fall in interest rates causes the value of an existing security to rise.</p> <p>An investment in fixed interest securities and instruments also carries the risk that the issuer may default. The market value of fixed interest securities may fall if the issuer or any guarantor of a security is unable or unwilling to make timely principal and/or interest payments. Also, the perception of increased risk of a default could lower the value of the securities.</p>

Asset class	Benefits	Risks
		<p>A credit rating is an evaluation of the credit risk of the debtor's (bond issuer) ability to pay back the debt and meet interest payments and the likelihood of default. Highly rated government and corporate bonds, which are less likely to default, generally deliver a lower rate of return than the relatively lower rated government and corporate bonds, which provide a higher rate of return.</p> <p>Inflation risk also exists for fixed income securities given the typically fixed nature of the interest payments.</p>
International fixed interest	<p>International fixed interest securities and instruments provide wider access to government and corporate bonds from different countries and regions. This can provide opportunities to access higher interest rates and more mature sub sectors than those offered domestically.</p>	<p>In addition to the risks of fixed interest securities and instruments outlined above, international fixed interest securities can be affected by:</p> <ul style="list-style-type: none"> <li>– social, macroeconomic or geopolitical factors affecting a country or region</li> <li>– different tax requirements in the relevant country</li> <li>– currency movements</li> <li>– foreign central bank policy.</li> </ul> <p>Inflation risk also exists for fixed income securities given the typically fixed nature of the interest payments.</p>
Cash	<p>Cash investments are held in cash securities such as term deposits, bank bills, promissory notes and other floating rate notes, as well as some shorter term fixed rate securities and instruments. Investing in cash provides a high level of security and a lower level of risk. It can be used by the more conservative investor or those with shorter investment timeframes.</p>	<p>Cash can produce more stable investment returns when compared to other asset classes, but has limited scope to generate higher long-term returns relative to other assets.</p> <p>Inflation risk also exists for fixed income securities given the typically fixed nature of the interest payments.</p>

## 5. How we invest your money

### Labour standards or environmental, social or ethical considerations

For all the Funds, an investment manager may make decisions about labour standards and environmental, ethical or social considerations. The investment managers may have various policies regarding the extent to which they take into account labour standards or environmental, social or ethical considerations when investing.

We do not consider such factors when investing into an Underlying Fund (where applicable).

### Important investment information

Unless otherwise indicated, a reference in the PDS to a Fund, or (where applicable) an 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 'international shares' includes investment in international share futures and derivatives based on an index of international shares, or funds which invest primarily in international shares.

### Risk levels

The table below allows you to compare the risk of investing in each of the Funds. This is not a complete assessment of all forms of investment risk and you should still ensure you are comfortable with the risks and potential losses associated with the relevant Fund. A risk level from the table below is provided in each Wholesale Plus Fund PDS to indicate the risk associated with each particular 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. Fees and costs

### Further information on fees and costs

This booklet 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 relevant 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 7 of this booklet and section 7 of the relevant Fund's PDS.

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.

Fees and costs for particular Funds are set out in the table under 'Additional explanation of fees and costs'.

Type of fee or cost <sup>1</sup>	Amount	How and when paid
Fees when your money moves in or out of the Fund		
<b>Establishment fee</b> <i>The fee to open your investment</i>	Not applicable	Not applicable
<b>Contribution fee</b> <i>The fee on each amount contributed to your investment</i>	Not applicable	Not applicable
<b>Withdrawal fee</b> <i>The fee on each amount you take out of your investment</i>	Not applicable	Not applicable
<b>Exit fee</b> <i>The fee to close your investment</i>	Not applicable	Not applicable
Management costs <i>The fees and costs for managing your investment</i> <i>The amount you pay for specific Funds is shown at pages 11 to 12</i>		
<b>Performance fees<sup>2</sup></b>	Depending on the Fund, performance fees vary between 0.00% and 0.80% pa of the net asset value of the Fund.	Performance fees (where applicable) are accrued daily in the Funds's unit price.
<b>Performance-related fee</b>	Depending on the Fund, the performance-related fee varies between 0.00% pa and 0.07% pa of the net asset value of the Fund.	The performance-related fees are not directly charged or retained by us and are reflected in the unit price of your investment in the relevant Fund.
<b>Other management costs consisting of other indirect costs<sup>3</sup> and a management fee</b>	Depending on the Fund, other management costs consisting of other indirect costs and a management fee varies between 0.35% pa and 1.08% pa of the net asset value of the Fund.	The management fee is deducted from the relevant Fund's assets prior to a unit price being determined. It is accrued on a daily basis and paid from the Fund on a monthly basis in arrears. The indirect costs are not directly charged or retained by us and are reflected in the unit price of your investment in the relevant Fund.

Type of fee or cost <sup>1</sup>	Amount	How and when paid
Fees when your money moves in or out of the Fund		
<b>Service fees</b>		
<b>Investment switching fee</b> <i>The fee for changing Funds</i>	Not applicable	Not applicable

1 Fees in this booklet can be individually negotiated if you're a wholesale client under the Corporations Act.

2 The amount of performance fees is an estimate in relation to the financial year ending 30 June 2020. The performance fee range shown is not a representation of likely future performance. The actual performance fees may depend on the performance of the investment manager, so are likely to vary from this estimate. Refer to the 'Additional explanation of fees and costs' section below for more information about performance fees.

3 The amount of indirect costs is an estimate in relation to the financial year ending 30 June 2020. Refer to the 'Additional explanation of fees and costs' section below for more information about indirect costs.

## Additional explanation of fees and costs

### Fees and costs for the Funds

The management costs applying to each Fund are set out below. For further information please see the 'Management costs' section below.

Fund	Performance fees <sup>1</sup> (% pa)	Performance-related fees <sup>2</sup> (% pa)	Other management costs consisting of other indirect costs <sup>3</sup> and a management fee <sup>4</sup> (% pa)	Total management costs (% pa)
<b>Australian Equity Funds</b>				
Bennelong Wholesale Plus ex-20 Australian Equities Fund	Not applicable	0.00	0.83	0.83
Fidelity Wholesale Plus Australian Equities Fund	Not applicable	Not applicable	0.75	0.75
Ironbark Karara Wholesale Plus Australian Small Companies Fund	Not applicable	0.07	1.07	1.14
Nikko AM Wholesale Plus Australian Share Fund	Not applicable	Not applicable	0.60	0.60
Nikko AM Wholesale Plus Australian Share Income Fund	Not applicable	Not applicable	0.75	0.75
Pendal Wholesale Plus Australian Share Fund	Not applicable	Not applicable	0.71	0.71
Perpetual Wholesale Plus Australian Fund	Not applicable	Not applicable	0.79	0.79
Schroder Wholesale Plus Australian Equity Fund	Not applicable	Not applicable	0.67	0.67
Spheria Wholesale Plus Australian Smaller Companies Fund	Not applicable	0.00	1.00	1.00
<b>International Equity Funds</b>				
Aberdeen Standard Wholesale Plus Actively Hedged International Equities Fund	Not applicable	Not applicable	0.85	0.85
Fidelity Wholesale Plus Global Equities Fund	Not applicable	Not applicable	0.78	0.78
Lazard Wholesale Plus Emerging Markets Equity Fund	Not applicable	Not applicable	0.90	0.90
Magellan Wholesale Plus Global Fund	0.39	Not applicable	1.25	1.64
Pendal Wholesale Plus Concentrated Global Share Fund	Not applicable	Not applicable	0.78	0.78

Fund	Performance fees <sup>1</sup> (% pa)	Performance-related fees <sup>2</sup> (% pa)	Other management costs consisting of other indirect costs <sup>3</sup> and a management fee <sup>4</sup> (% pa)	Total management costs (% pa)
<b>International Equity Funds</b>				
Pendal Wholesale Plus Global Emerging Markets Opportunities Fund	Not applicable	Not applicable	1.08	1.08
Perpetual Wholesale Plus Global Share Fund	Not applicable	0.00	0.86	0.86
Russell Investments Wholesale Plus Emerging Markets Fund <sup>5</sup>	Not applicable	Not applicable	1.06	1.06
Talaria Wholesale Plus Global Equity Fund	Not applicable	Not applicable	1.02	1.02
T. Rowe Price Wholesale Plus Global Equity Fund	Not applicable	Not applicable	0.89	0.89
Walter Scott Wholesale Plus Global Equity Fund	Not applicable	Not applicable	1.08	1.08
<b>Australian Fixed Interest Funds</b>				
AMP Capital Wholesale Plus Corporate Bond Fund	Not applicable	Not applicable	0.53	0.53
Macquarie Wholesale Plus Income Opportunities Fund	Not applicable	0.01	0.43	0.44
Pendal Wholesale Plus Fixed Interest Fund	Not applicable	Not applicable	0.45	0.45
Perpetual Wholesale Plus Diversified Income Fund	Not applicable	Not applicable	0.50	0.50
Schroder Wholesale Plus Fixed Income Fund	Not applicable	Not applicable	0.35	0.35
UBS Wholesale Plus Australian Bond Fund	Not applicable	Not applicable	0.35	0.35
<b>International Fixed Interest Funds</b>				
Franklin Templeton Wholesale Plus Multisector Bond Fund	Not applicable	Not applicable	0.72	0.72
PIMCO Wholesale Plus Global Bond Fund	Not applicable	Not applicable	0.66	0.66
<b>Australian and International Fixed Interest Funds</b>				
Kapstream Wholesale Plus Absolute Return Income Fund	Not applicable	Not applicable	0.43	0.43
PIMCO Wholesale Plus Diversified Fixed Interest Fund	Not applicable	Not applicable	0.56	0.56
<b>Property and Infrastructure Funds</b>				
APN Wholesale Plus AREIT Fund	Not applicable	Not applicable	0.65	0.65
Macquarie Wholesale Plus International Infrastructure Securities Fund (Hedged)	Not applicable	Not applicable	0.84	0.84
Magellan Wholesale Plus Infrastructure Fund	0.80	Not applicable	0.95	1.75
Pendal Wholesale Plus Global Property Securities Fund	Not applicable	Not applicable	0.85	0.85
Pendal Wholesale Plus Property Securities Fund	Not applicable	Not applicable	0.60	0.60

Fund	Performance fees <sup>1</sup> (% pa)	Performance-related fees <sup>2</sup> (% pa)	Other management costs consisting of other indirect costs <sup>3</sup> and a management fee <sup>4</sup> (% pa)	Total management costs (% pa)
<b>Property and Infrastructure Funds</b>				
RARE Infrastructure Wholesale Plus Value Fund – Hedged	Not applicable	0.00	0.82	0.82
RARE Infrastructure Wholesale Plus Value Fund – Unhedged	Not applicable	0.00	0.80	0.80
<b>Multi-sector Funds</b>				
Pendal Wholesale Plus Active Balanced Fund	Not applicable	0.00	0.70	0.70
Pendal Wholesale Plus Active Conservative Fund	Not applicable	0.00	0.60	0.60
Pendal Wholesale Plus Active Growth Fund	Not applicable	0.00	0.84	0.84
Pendal Wholesale Plus Active High Growth Fund	Not applicable	0.00	0.88	0.88
Pendal Wholesale Plus Active Moderate Fund	Not applicable	0.00	0.66	0.66
Schroder Wholesale Plus Real Return CPI Plus 5% Fund	Not applicable	Not applicable	0.71	0.71

- 1 The performance fee amount is an estimate in relation to the financial year ending 30 June 2020. The performance fees shown are not a representation of likely future performance. The actual performance fees may depend on the performance of the investment manager, so are likely to vary from this estimate.
- 2 The amount of the performance-related fees is an estimate in relation to the financial year ending 30 June 2020. See below for more information about performance-related fees. The performance-related fees shown are not a representation of likely future performance.
- 3 The amount of indirect costs is an estimate in relation to the financial year ending 30 June 2020. Refer to the 'Indirect costs' section below for more information about indirect costs.
- 4 The amount of other management costs is an estimate in relation to the financial year ending 30 June 2020. See below for more information about management fees and other indirect costs.
- 5 The estimated indirect costs are based on the indirect costs incurred by the Russell Investments Emerging Markets Fund ARSN 122 656 884 APIR RIM0038AU over the 12 months to 30 June 2020. These costs may vary in the future.

### **Contribution (or entry) fees**

There's currently no intention for a contribution fee to be charged for the Funds. If it was introduced, it would be charged as a percentage of each amount contributed into your investment.

The constitutions for the Funds limit the maximum contribution (or entry) fee we can charge for the Funds to 6% of the application monies (excluding GST).

### **Management costs**

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

#### **Management fee**

This is charged as a percentage of the net asset value of the Fund.

We're also entitled to be reimbursed from the Funds for authorised expenses incurred in their management and administration. 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 Funds 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 relevant Fund you're invested in. Indirect costs are an estimate of the costs incurred in managing the Fund's assets which directly or indirectly reduce the return of the Fund.

Where the Fund invests into an underlying fund, we have relied on the information provided by the managers of those underlying funds and have made reasonable enquiries where necessary to determine the appropriateness of the indirect costs provided. Performance-related fees are included in indirect costs (please refer to the 'Performance and performance-related fees' section that follows).

#### **Performance and performance-related fees**

Where an investment manager is appointed to manage the *whole* of a Fund's assets directly, and charges a performance fee, this is referred to as a 'performance fee' and is not included in indirect costs.

Where an investment manager is appointed to manage a *part* of a Fund's assets directly or indirectly (for example through an underlying fund), and charges a performance fee, this is referred to as a 'performance-related fee' and is included in the indirect costs.

Generally, performance fees and performance-related fees will only apply and be charged when specific performance targets are met. There is no certainty that a performance or performance-related fee will be paid, and the actual fees paid are likely to vary. Performance fees and performance-related fees for an investment manager of a Fund may be up to 30% of outperformance over the relevant benchmark or performance hurdle and are generally paid at least annually (performance period). Performance fees and performance-related fees affect

a Fund's return and therefore the value of your investment in the Fund.

Performance fees may still be payable where a Fund's overall performance has declined over the performance period. This is because one or more investment managers within the Fund may have outperformed the benchmark or their performance hurdle over that period.

Where an investment manager's cumulative performance for a period is less than the relevant benchmark or its performance hurdle, this underperformance may be carried forward to the following period and no further performance fees will be either reflected in the unit price or paid in respect of the investment manager until the underperformance is recouped.

In rare circumstances, such as where there's a large withdrawal from a Fund or where an investment manager is replaced, any negative performance fee accrual (representing underperformance) may be reset to zero or a lower amount that we believe is appropriate. We don't expect a negative accrual to be reset solely due to a sustained period of poor performance or weak market conditions.

The more exposure a Fund has to an underlying investment that charges performance fees, the greater the potential impact that this will have on your investment in that Fund.

### **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 (as defined in the PDS) through which the Funds are 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 relevant Funds. As these amounts are paid by us out of our own resources, they are not an additional cost to you.



## 7. How managed investment schemes are taxed

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. We recommend you seek independent professional tax advice about your specific circumstances. This information applies to Australian resident investors unless otherwise specified.

### Tax position of the Funds

The Funds attribute all of their 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 Funds should not be subject to income tax.

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

### 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.

### 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 Funds 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.

### 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.

### 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.

## 8. How to apply

Please refer to the relevant Fund's PDS.

## 9. Other information

### Unit holders' rights

Unit holders' rights are governed by the constitution for the relevant 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 each Fund, your liability is limited to the amount invested in the Fund.

### The constitution

The Funds are governed by their constitutions which set 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 net asset value 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 relevant Fund(s) 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](mailto:WholesalePlus@btfinancialgroup.com).

### Related party transactions and conflicts of interest

The Funds 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.

Subject to the constitution of each Fund, 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 Funds, including acting as our delegate. We may also enter into financial or other transactions with related entities in relation to the assets of the Funds and may sell assets of the Funds 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.

In the course of managing the Funds, we may face conflicts in respect of our duties in relation to the Funds, 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.

### 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 a Fund's cash on deposit with members of the Westpac Group.

## Custodian of the Funds

We employ the services of a custodian for the Funds to hold the assets on our behalf, determine the value of the assets and take responsibility for their safe custody. Any fees we pay to the Custodian are paid out of the management fee and are not an additional charge to you.

## 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](http://bt.com.au) or by calling 1800 287 873 or by emailing [WholesalePlus@btfinancialgroup.com](mailto: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.

## 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.

## 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 Funds 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 a 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).

## Reporting on your investments

Investors can only access a Fund through an investment service (as defined in the PDS) or superannuation fund approved by us. Please contact your Operator for information on the reports you will receive.

## For more information

[bt.com.au/wholesaleplus](http://bt.com.au/wholesaleplus)

[WholesalePlus@btfinancialgroup.com](mailto:WholesalePlus@btfinancialgroup.com)

1800 287 873

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Adelaide, SA 5001

