










Perpetual Wholesale Plus Australian Fund


Product Disclosure Statement ('PDS')

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How to read this document

This PDS provides a summary of the key information you need to make a decision. The  symbol indicates you can read more about this section in the Additional Information Booklet and Additional Information – buy-sell spreads, which also form part of this PDS.

This is important information you should consider before making a decision to invest in the Perpetual Wholesale Plus Australian Fund ('the Fund').

The information in this document is general information only and does not take into account your personal financial situation or needs. You should consult a licensed financial adviser to obtain financial advice that is 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 are in possession of this PDS outside Australia, you should seek advice regarding restrictions on investing. Failure to comply with relevant restrictions may violate laws.

1. About BT Funds Management Limited

BT Funds Management Limited ABN 63 002 916 458 AFSL 233724 ('BTFM', 'we', 'us', 'our') is the responsible entity of the Fund, which is a registered managed investment scheme. We are responsible for the day-to-day administration and operation of the Fund. We are the issuer of units in the Fund offered in this PDS and have prepared this PDS.

We are 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 BTFM, stands behind or otherwise guarantees the capital value or investment performance of the Fund.

The Fund will invest into the Perpetual Wholesale Australian Fund ARSN 091 189 132. The responsible entity and investment manager of the Perpetual Wholesale Australian Fund is Perpetual Investment Management Limited ABN 18 000 866 535 AFSL 234426 ('Manager'). Perpetual Investment Management Limited has consented to statements about them in this PDS, in the form and context in which they appear and has not withdrawn its consent before the date of this PDS. A reference to the 'Underlying Fund' in this PDS refers to the Perpetual Wholesale Australian Fund APIR PER0049AU. The Underlying Fund is a registered managed investment scheme under the Corporations Act 2001.

2. How the Fund works

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

So that you know what your interest in the Fund is worth, we divide the total value of the assets in the Fund into 'units', and issue these units to investors. We will calculate a price for each unit and keep a record of the number of units you have acquired.

Generally, the Fund is not 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 of the superannuation fund (each referred to as the 'Operator').

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.

Unit prices 2.1

Generally, unit prices are calculated each Business Day for the preceding Business Day. A Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for business in Sydney. The unit price will change as the market value of assets in the Fund rises or falls.

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

Minimum initial investment

Generally, the Fund is not 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.

How to withdraw 2.2 2.3

Investors should refer to the relevant offer document for the investment service or superannuation fund, or contact their financial adviser or the Operator, for information regarding processing of transactions relevant to them. In certain circumstances, such as a freeze on withdrawals or where the Fund is illiquid (as defined in the Corporations Act 2001), you may have to wait a longer period of time before you can redeem your investment.

How we process transactions

We will act on instructions from your Operator. Where 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.

Distributions 2.4 2.5

The Fund generally pays distributions half-yearly after 30 June and 31 December and under special circumstances may pay special distributions.


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. We distribute all taxable income to investors each year, including the net capital gains of the Fund. Net realised capital gains are generally distributed in the final distribution of the financial year.


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.


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


Indirect investors


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


 You should read the following important information in the Additional Information Booklet before making a decision.

 **2.1 Valuing your investment**

 **2.2 How to withdraw**

 **2.3 Restrictions on withdrawals**

 **2.4 Distribution payment details**

 **2.5 Reinvesting distributions**

Go to page 3 of the Additional Information Booklet at bt.com.au/WholesalePlus. The material relating to these matters may change between the time when you read the PDS and the day when you acquire the product.

3. Benefits of investing in the Fund

Key features

The Fund invests into the Underlying Fund, which is an actively managed portfolio of Australian shares.

Key benefits

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

- ▶ Potential for long-term capital growth and income with broad market exposure.
- ▶ Active management by one of Australia's most experienced investment management teams.

4. Risks of managed investment schemes

 4.1  4.2  4.3  4.4  4.5

All investments carry risk.

The likely investment return and the risk of losing money is different for each managed fund, as different strategies carry different levels of risk based on the underlying mix of assets. Generally, the higher the level of risk you are 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 are likely to experience greater fluctuations in value than defensive assets, such as fixed interest and cash.

The significant risks for the Fund are as follows.

Asset class risk

This is the risk associated with a particular asset class. For example, shares are generally more volatile than fixed interest investments, while investing in international shares adds additional risks because of currency movements, differing tax structures and social, economic and political factors affecting a country or region.

Market risk

These are factors that can influence the direction and volatility of the overall market as opposed to stock specific risks. These factors can be specific to one country or affect a number of countries. Macroeconomic, technological, geopolitical or regulatory conditions and even market sentiment changes can mean the value of investment markets change. These factors include shocks to an economy, such as a spike in the price of oil, terrorist threats, political elections, environmental catastrophes, or changes to monetary or fiscal policy.

Specific security risk

This is the risk associated with an individual asset. The price of securities in a company may be affected by unexpected changes in that company's operations, such as changes in management or the loss of a significant customer.

Liquidity/transparency risk

This is the risk that a security or asset cannot be traded quickly enough in the market to prevent a loss or to realise a gain.

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.

Fund performance risk

As a result of different levels of cash being held by this Fund and the Underlying Fund it invests in and the timing of applications and redemptions, there is potential for the performance of the two stated funds to be different.

Derivatives risk

The Underlying Fund may use derivatives (such as futures) to gain exposure to investment markets. 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 the Underlying 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).


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 the Underlying 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.


Risk can be managed but it cannot be completely eliminated. It is important to understand the following.


- ▶ The value of your investment will go up and down.
- ▶ Past performance is not 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 is always the chance you may lose money on any investment you make in the Fund.
- ▶ Laws affecting your investment in a registered managed investment scheme may change over time.

The level of risk appropriate for you will depend on 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.


 You should read the following important information in the Additional Information Booklet before making a decision.

 **4.1 What is investment risk?**

 **4.2 Reducing your investment risk**

 **4.3 Choosing the right investment for your risk level**

 **4.4 Additional potential risks**

 **4.5 Asset classes**


Go to page 4 of the Additional Information Booklet at bt.com.au/WholesalePlus. The material relating to these matters may change between the time when you read the PDS and the day when you acquire the product.


5. How we invest your money

You should consider the Fund's likely investment return, risk level, your individual circumstances and your timeframe to invest, before choosing to invest in the Fund.


Perpetual Wholesale Plus Australian Fund					
Investment objective	To provide long-term capital growth and income through investment in quality shares. The Fund aims to outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.				
Minimum suggested timeframe	5 years				
Investment strategy	<p>The Manager researches companies of all sizes using consistent share selection criteria. The Manager's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria: conservative debt levels, sound management, quality business and in the case of industrial shares, recurring earnings. Derivatives may be used in managing the Underlying Fund.</p> <p>The investment guidelines of the Underlying Fund are:</p> <table border="0"> <tr> <td>Australian shares¹</td> <td>90%–100%</td> </tr> <tr> <td>Cash</td> <td>0%–10%</td> </tr> </table>	Australian shares ¹	90%–100%	Cash	0%–10%
Australian shares ¹	90%–100%				
Cash	0%–10%				
Risk level	Very high – Very high risk of short-term loss.				
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, amending its investment parameters, including the investment objective and strategy, investment manager, 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 .				

¹ The Underlying Fund invests primarily in Australian listed or soon to be listed shares but may have up to 20% exposure to stocks outside Australia. Currency hedges may be used from time to time.

 You should read the following important information in the Additional Information Booklet before making a decision.

 **5.1 Labour standards or environmental, social or ethical considerations**

 **5.2 Important investment information**

 **5.3 Risk levels**

Go to page 7 of the Additional Information Booklet at bt.com.au/WholesalePlus. The material relating to these matters may change between the time when you read the PDS and the day when you acquire the product.

\$ 6. Fees and costs

DID YOU KNOW?

Small differences in both investment performance, and fees and costs, can have a substantial impact on your long-term returns.

For example, total annual fees and costs of 2% of your 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 the 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 management costs. 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 investment fee calculator to help you check out the 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.

Taxes are set out in another part of this document and section 7 of the Additional Information Booklet.

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 ^{1,2}	Amount
Fees when your money moves in or out of the Fund	
Establishment fee	Not applicable
Contribution fee	Not applicable
Withdrawal fee	Not applicable
Exit fee	Not applicable
Management costs	
The fees and costs for managing your investment ³	0.79% of the net asset value of the Fund per year

2_ Unless otherwise stated, all fees quoted in this PDS are quoted on a GST inclusive basis and net of any applicable Reduced Input Tax Credits.

3_ Fees in this PDS can be individually negotiated if you are a wholesale client under the Corporations Act.

4_ The management fees are paid from the assets of the Fund and are reflected in the unit price of your investment.

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

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 funds.

Example:		Balance of \$50,000 ⁴ with an investment of \$5,000 ⁴ during the year
Contribution fees	\$0	For every \$5,000 you put in, you will be charged \$0.
PLUS		
Management costs	0.79%	And, for every \$50,000 you have in the Fund you will be charged \$395.
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: \$395 ⁵ What it costs you will depend on the fees you negotiate.

4_ 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 that the additional \$5,000 is invested at the end of the year.

5_ Additional fees may apply. Please note this example does not capture all the fees and costs that may apply to you, such as the buy-sell spread.

Additional explanation of fees and costs

! 6.1 **! 6.2** **! 6.3** **! 6.4** **! 6.5**

Changes in fees and costs

The management fee is the fee charged by us for managing the assets of the Fund and overseeing the operations of the Fund. The management fee is charged as a percentage of the net asset value of the Fund. It is 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 Fund.

We may change the amount of the management fee without your consent. If we increase the management fee, we will provide you with 30 days' written advance notice.

Transaction costs

In managing the assets of the Fund, we may incur transaction costs such as brokerage, settlement costs, clearing costs and applicable stamp duty when assets are bought and sold. This generally happens when the assets of the Fund are changed or when there are net cash flows into or out of the Fund.

Transaction costs will be charged in the form of a 'buy-sell spread'. These costs are determined after the daily unit price is calculated and are applied in addition to the daily unit price (applied when you invest). The buy-sell spread is an additional cost to you and is paid to the Fund to ensure other unit holders are not disadvantaged by the trading activity.

The current buy-sell spread for the Fund is available in 'Additional Information – buy-sell spreads'. We may vary the buy-sell spread from time-to-time and we will not ordinarily provide prior notice.

! You should read the following important information in the Additional Information Booklet before making a decision.

- ! 6.1** Further information on fees
- ! 6.2** Fees and costs for the Funds
- ! 6.3** Contribution (or entry) fees
- ! 6.4** Management costs
- ! 6.5** Payments to platforms

Go to page 8 of the Additional Information Booklet at bt.com.au/WholesalePlus.

You should also read the important information about 'buy-sell spreads' before making a decision. Go to 'Additional Information – buy-sell spreads' at bt.com.au/WholesalePlus.

The material relating to these matters may change between the time when you read the PDS and the day when you acquire the product.



7. How managed investment schemes are taxed

! 7.1 **! 7.2** **! 7.3** **! 7.4** **! 7.5**

You should note that investing in the Fund is likely to have tax consequences. We strongly advise that you seek professional tax advice before investing in the Fund.

The Fund generally distributes all taxable income, including net capital gains and tax credits, if any, to investors each year. As such the Fund is not subject to income tax and the investors should be subject to tax on their share of distributions made by the Fund.

You may also be subject to Capital Gains Tax on the disposal of your investment 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.

! You should read the following important information in the Additional Information Booklet before making a decision.

- ! 7.1** Tax position of the Fund
- ! 7.2** Taxation of unit holders
- ! 7.3** Capital gains tax ('CGT')
- ! 7.4** Non-resident investors
- ! 7.5** Quoting your tax file number

Go to page 11 of the Additional Information Booklet at bt.com.au/WholesalePlus. The material relating to these matters may change between the time when you read the PDS and the day when you acquire the product.

8. How to apply

Generally, the Fund is not open to applications by direct investors. Investors are only able to 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. You should refer to the offer document for the investment service or superannuation fund, or contact your financial adviser or Operator for any investor queries.

Cooling-off rights do not 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. BT Customer Relations can assist you in this regard on 1300 657 010. If your complaint is not resolved to your satisfaction, you can refer the complaint to the independent Financial Ombudsman Service ('FOS') by calling 1300 780 808, or write to FOS at: GPO Box 3 Melbourne VIC 3001.

9. Other information

-  **9.1**  **9.2**  **9.3**  **9.4**  **9.5**
-  **9.6**  **9.7**  **9.8**  **9.9**


The Fund is subject to regular reporting and 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.

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. You can also obtain a paper copy of any updated information, free of charge, in several ways.

- ▶ Contact your Operator.
- ▶ Contact your financial adviser.
- ▶ Call BT Customer Relations on 1300 657 010.

 You should read the following important information in the Additional Information Booklet before making a decision.

-  **9.1** Unit holder rights
-  **9.2** The constitution
-  **9.3** Related party transactions
-  **9.4** Conflicts of interest
-  **9.5** Our relationship with Westpac
-  **9.6** Custodian of the Fund
-  **9.7** Reporting on your investments
-  **9.8** Protecting your privacy
-  **9.9** Anti-money laundering and counter-terrorism financing

Go to page 12 of the Additional Information Booklet at bt.com.au/WholesalePlus. The material relating to these matters may change between the time when you read the PDS and the day when you acquire the product.

Like to know more?

If you have any questions or would like more information:

 **Call** ▶ 1300 657 010

 **Mail** ▶ BT Funds Management Limited
GPO Box 2337, Adelaide, SA 5001

 **Visit** ▶ bt.com.au

