



# Perpetual Exchange Traded Managed Funds – Equities Strategies

## Supplementary Product Disclosure Statement 2

This Supplementary Product Disclosure Statement 2 (**SPDS**) updates the Perpetual Exchange Traded Managed Funds – Equities Strategies Product Disclosure Statement Issue Number 1 dated 18 November 2021 (**PDS**).

This SPDS should be read in conjunction with the PDS and the Supplementary Product Disclosure Statement dated 21 November 2022. Terms defined in the PDS have the same meaning when used in this SPDS.

A copy of this SPDS has been lodged with ASIC on 24 October 2023 and released to the ASX. Neither ASIC nor the ASX take any responsibility for the contents of this SPDS.

The following amendments are made to the PDS:

### **Removal of Perpetual Global Innovation Share Fund (Managed Fund) (ASX: IDEA) (ETMF)**

Effective on and from 24 October 2023, the Perpetual Global Innovation Share Fund ARSN 618 533 510 ("Fund") is terminated. Accordingly, all trading in the ETMF, which is a class of units in the Fund, has ceased.

Perpetual has applied to the ASX for the trading status of the ETMF to be revoked.

All references to the ETMF are removed from the PDS.

The TMD for the ETMF is no longer available on the website.



# Perpetual Exchange Traded Managed Funds – Equities Strategies

## Supplementary Product Disclosure Statement

This Supplementary Product Disclosure Statement (**SPDS**) updates the Perpetual Exchange Traded Managed Funds – Equities Strategies Product Disclosure Statement Issue Number 1 dated 18 November 2021 (**PDS**).

This SPDS should be read in conjunction with the PDS. Terms defined in the PDS have the same meaning when used in this SPDS.

A copy of this SPDS has been lodged with ASIC on 21 November 2022 and released to the ASX. Neither ASIC nor the ASX take any responsibility for the contents of this SPDS.

The following amendments are made to the PDS:

### Name change for the Perpetual Ethical SRI Fund

All references to “Perpetual Ethical SRI Fund” in the PDS are to be replaced with “Perpetual ESG Australian Share Fund”. The ETMF name will be changed as follows. The ASX code will remain unchanged.

	Previous disclosure	New disclosure
<b>ETMF name</b>	Perpetual Ethical SRI Fund (Managed Fund)	Perpetual ESG Australian Share Fund (Managed Fund)

### Changes to the ETMF Profile for the Perpetual Ethical SRI Fund (Managed Fund)

- In the “ETMF profiles” section on page 7 of the PDS, the following wording is replaced for the Perpetual Ethical SRI Fund (Managed Fund).

	Previous disclosure	New disclosure
<b>ETMF name</b>	Perpetual Ethical SRI Fund (Managed Fund)	Perpetual ESG Australian Share Fund (Managed Fund)
<b>Registered managed investment scheme</b>	Perpetual Ethical SRI Fund ARSN 099 975 041	Perpetual ESG Australian Share Fund ARSN 099 975 041
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and regular income through investment predominantly in quality shares of Australian ethical and socially responsible companies</li> <li>outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and regular income through investment predominantly in quality Australian shares that meet Perpetual’s ESG and values-based criteria</li> <li>outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>
<b>Investment approach</b>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual’s priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> </ul>	<p>The Fund seeks to invest in companies that represent the best investment quality, are appropriately priced and meet Perpetual’s ESG and values-based criteria.</p> <p>Investment quality is determined based on four key criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business; and</li> <li>recurring earnings</li> </ul> <p>For more details on Perpetual’s ESG and values-based criteria see ‘Environmental, social, governance and</p>

	<ul style="list-style-type: none"> <li>recurring earnings.</li> </ul> <p>In addition to the above investment approach, Perpetual utilises a strategy for screening ethical and socially responsible investments (see 'Environmental, social, governance and ethical factors' in the 'Additional investment information' section).</p> <p>The Fund may have up to 20% exposure to investments in international shares.<sup>1</sup></p> <p>Derivatives may be used in managing the Fund.<sup>2</sup></p>	<p>ethical factors' in the 'Additional investment information' section.</p> <p>The Fund may have up to 20% exposure to investments in international shares where we believe there are opportunities that may enhance returns<sup>1</sup>.</p> <p>Derivatives may be used in managing the Fund<sup>2</sup>.</p> <p><sup>1</sup> The Fund invests predominantly in Australian shares listed on any recognised Australian exchange but may have up to 20% exposure to international shares listed on any recognised global exchange. The Fund may also invest in Australian or international shares proposed to be listed within six months on any such recognised exchange, limited to 10% of the Fund's net asset value. Currency hedges may be used from time to time.</p> <p><sup>2</sup> Each Fund's exposure to derivatives is limited to 10% of the Fund's net asset value except in exceptional circumstances. Derivatives used to manage foreign exchange risk are excluded from this limit. We will report on the ASX and our website if a Fund's exposure to derivatives exceeds 5% of net asset value.</p>
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### Changes to the ETMF Profile for the Perpetual Global Innovation Share Fund (Managed Fund)

- In the "ETMF profiles" section on page 7 of the PDS, the following wording is replaced for the Perpetual Global Innovation Share Fund (Managed Fund).

	Previous disclosure	New disclosure
<b>Risk level</b>	6 – High	7 – Very High
<b>Investment approach</b>	<p>Perpetual aims to achieve the above objectives by adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on a fundamental valuation of stocks.</p> <p>The portfolio manager believes that changes in technology and innovation can have a significant impact on the future earnings and valuation of companies, and that by focusing on understanding new changes in technology and innovation this can lead to the early identification of undervalued stocks.</p> <p>The portfolio is constructed within a framework that is independent of the benchmark in terms of stock and sector weights. Added value is expected to come from the portfolio manager's high conviction approach to stock selection.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management can be used with the aim of protecting the value of the Fund's assets.</p> <p>Derivatives may be used in managing the Fund.<sup>2</sup></p> <p>Global shares may include convertible debt securities which are issued by an entity listed on a recognised global exchange.</p>	<p>Perpetual aims to achieve the above objectives by adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on a fundamental valuation of stocks, with an emphasis on the potential returns a company can generate.</p> <p>The portfolio manager believes that changes in technology and innovation can have a significant impact on the future earnings and valuation of companies, and that by focusing on understanding new changes in technology and innovation this can lead to the early identification of companies with growth potential. Technology and innovation may include artificial intelligence, ecommerce, digitalisation and automation.</p> <p>The portfolio is constructed within a framework that is independent of the benchmark in terms of stock and sector weights and therefore the Fund's returns may vary significantly from the Benchmark's return. Added value is expected to come from the portfolio manager's high conviction approach to stock selection.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management can be used with the aim of protecting the value of the Fund's assets.</p> <p>Derivatives may be used in managing the Fund.<sup>2</sup></p> <p>Global shares may include convertible debt securities which are issued by an entity listed on a recognised global exchange.</p> <p>The Fund's investment strategy will typically consist of between 20 and 60 stocks.</p>

		<sup>2</sup> Each Fund’s exposure to derivatives is limited to 10% of the Fund’s net asset value except in exceptional circumstances. Derivatives used to manage foreign exchange risk are excluded from this limit. We will report on the ASX and our website if a Fund’s exposure to derivatives exceeds 5% of net asset value.
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### Other changes to the PDS

1. In the “Important Notes” section, the following wording is replaced:

Previous disclosure	New disclosure
You should keep a copy of the current PDS and any replacement and/or supplementary PDS for future reference. You can access further information that has been made publicly available on our website or by contacting us.	You should keep a copy of the current PDS and any replacement and/or supplementary PDS for future reference. You can access further information that has been made publicly available at our website or by contacting us, including the Target Market Determination (TMD) for the relevant ETMF.

2. In the “Additional investment information” section, sub heading “Environmental, social, governance and ethical factors” on page 8 of the PDS, the following wording is replaced:

Previous disclosure	New disclosure
<p><b>Environmental, social, governance and ethical factors</b></p> <p>Increasingly, investment managers are developing their own policies regarding their method for considering environmental, social (which includes labour standards) and governance (ESG) factors which may influence the purchase, sale or retention of an individual investment.</p> <p>Perpetual has a long-standing commitment to responsible investment, and in 2009 became a signatory to the United Nations supported Principles for Responsible Investment (PRI). PRI signatories recognise the growing social and political expectation that the companies they invest in conduct themselves responsibly and sustainably. Our commitment to PRI acknowledges that, as a company and as an industry, we must continue to improve our understanding of how ESG factors impact investment returns for individual assets and across the economy.</p> <p><b>Perpetual Ethical SRI Fund</b></p> <p>Perpetual evaluates companies and derivative counterparties (as applicable) that meet the investment approach, set out in the ‘Fund profiles’ section, on a range of environmental, social (including labour standards), governance and ethical issues to determine their suitability for inclusion/retention in, or divestment from, the portfolio of the Fund. We seek to invest in quality companies that have satisfied our range of ethical and socially responsible investment criteria.</p> <p>There are two main steps to the process, namely ethical screening and socially responsible investment (SRI) screening, utilising research from external specialists.</p> <p><b>Ethical screening</b></p>	<p><b>Environmental, social, governance and ethical factors (ESG)</b></p> <p>Perpetual believes that the relevance of ESG issues to the performance of our investment products has become more apparent. We recognise the growing expectation that companies conduct themselves responsibly and sustainably. Perpetual has a long-standing commitment to responsible investing; and in 2009 became a signatory to the United Nations supported Principles for Responsible Investment (PRI).</p> <p>Perpetual’s investment philosophy acknowledges that while traditional financial measures are an important consideration, ESG matters can also influence investment performance. We incorporate an assessment of ESG factors (including labour standards) in our investment analysis and the decision to select, retain or sell an investment, where those considerations are determined by the portfolio managers as a factor that may impact the current or future financial performance of the investment.</p> <p>We have a process to integrate ESG factors into our active investment strategies across Australian equities. This process considers:</p> <ul style="list-style-type: none"> <li>• what ESG factors the investment is exposed to and whether any of these factors present risks to the investment’s current or future financial performance</li> <li>• what impact ESG factors are likely to have on the investment’s prospects; and</li> <li>• how well ESG factors are being managed by the company, and therefore how likely the possible impacts are to occur.</li> </ul> <p>We use the following tools and processes to integrate ESG:</p> <ul style="list-style-type: none"> <li>• Perpetual ESG Australian Share Fund – an ESG integration tool that we have developed called the</li> </ul>

We don't invest in companies that derive a material proportion (5% or more) of their revenue from:

- the manufacture or sale of alcohol or tobacco<sup>1</sup>
- the operation of gambling facilities or the manufacture or supply of gambling products
- fossil fuels (upstream)
- uranium and nuclear
- animal cruelty (cosmetic testing)
- genetic engineering
- pornography
- armaments (including weapons)<sup>1</sup>.

<sup>1</sup> For involvement in the production of tobacco, tobacco-based products and the development and production of controversial weapons, a 0% revenue threshold is applied.

**Socially responsible investment (SRI) screening**

Companies remaining after the ethical screening are then subject to an SRI screening.

Companies are scored on a broad range of ESG issues. This evaluates how a company's business practices impact society and the environment.

Companies can receive negative scores for poor behaviour, such as a poor approach to human rights, the environment or supply chain. They can also receive positive scores for worthwhile activities, such as the use of renewable energy, positive employee policies or charity commitment. Corporate governance issues are also considered, including ethics and corporate misconduct. We believe this approach allows us to be more innovative in where we can add value for investors as it identifies companies that have responded positively to social and ethical issues. All company scores are totalled and companies that receive a negative total score fail this screen.

The Fund's investments are regularly reviewed to determine whether they continue to pass the ethical SRI screening process when updated information is received. If we become aware that the Fund is invested in a company that no longer passes the ethical SRI screening process, the investment must be divested promptly from the Fund within 60 days, subject to liquidity and other practical considerations aimed at ensuring the Fund's investors are not impacted negatively.

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

In rare circumstances where an issue that has caused an exclusion is deemed to be minor, we may override the exclusion for that issue, or for a period of time while the company rectifies the issue. These decisions

'ESG Workbook' which draws together both internal and external research using qualitative and quantitative data to highlight a company's ESG risks and issues. This tool provides the portfolio manager with information to assess as part of their investment decision-making process whether these factors may have an impact on the current or future financial performance of the company. Examples of ESG related information captured in the tool include the company's environmental policy, worker health and safety policy and corporate governance.

- Perpetual Global Innovation Share Fund – the Portfolio Manager reviews ESG data and internal and external research to highlight a company's ESG risks and issues. An assessment is made on those risks and issues that are likely to impact a company's future earnings and valuation when making investment decisions. The research focuses on governance issues such as board composition and shareholder rights, social issues such as human capital development and environmental considerations such as carbon emissions.

Where we believe it is in the interest of the Fund's investors, we may also actively engage with companies to encourage them to improve their ESG practices by:

- having processes and systems in place to identify and manage ESG risks effectively that may impact the current or future value of the company;
- being transparent, honest and accountable, which includes providing the level of disclosure necessary for informed investment decision-making, and
- implementing corporate structures and management incentives which ensure the company is managed in the long-term interests of shareholders (which includes sustainable business practices).

**PERPETUAL ESG AUSTRALIAN SHARE FUND**

The Fund invests in quality companies that meet our ESG and values-based criteria utilising research from external ESG specialists.

Perpetual evaluates companies that meet the investment approach, set out in the 'ETMF profiles' section, on a range of ESG and values-based issues when deciding to select, retain or sell an investment.

**Values-based criteria**

The values-based criteria means not investing in companies that derive a material proportion (5% or more) of their revenue<sup>1</sup> from:

- the manufacture or sale of alcohol or tobacco<sup>2</sup>
- the operation of gambling facilities or the manufacture or supply of gambling products
- fossil fuels (exploration and extraction)
- uranium and nuclear

are made independently of the Fund's portfolio manager to ensure conflicts of interest do not occur.

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

#### Additional information



CERTIFIED BY RIAA

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

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

#### Fund holdings

The RIAA requires certified funds to publicly disclose and update the full holdings for all assets under management on a half-yearly basis. However, full portfolio holdings will be published more frequently on a quarterly basis with a two-month lag. This information will be available on the ASX and our website or you can obtain a copy free of charge by contacting us.

#### Perpetual Global Innovation Share Fund

Our consideration of ESG factors for Perpetual Global Innovation Share Fund does not include making ethical or moral judgements on particular practices or issues. Instead, when deciding whether to buy, retain or sell an investment, we consider those ESG risks only to the

- animal cruelty (cosmetic testing)
- genetic engineering
- pornography
- armaments (including weapons)<sup>2</sup>.

<sup>1</sup> Generally calculated using the total gross amount of income generated by the sale of goods or services from normal business operations.

<sup>2</sup> For involvement in the production of tobacco, , manufacture of nicotine alternatives and tobacco-based products and the development, production and maintenance of controversial weapons, a 0% revenue threshold is applied.

#### ESG Criteria

Additionally, companies are scored (both positively and negatively) on a broad range of ESG issues such as the company's environmental policy and strategy, how it considers ESG factors in its supply chain management and whether it has been involved in any corporate misconduct. Companies can receive negative scores for poor management of ESG risks or issues, such as a poor approach to human rights, the environment, corporate governance or supply chains. They can also receive positive scores for strong management approaches to ESG risks or issues and/or making ESG commitments, such as the use of renewable energy and inclusive employee policies. The criteria we use for scoring companies is not assessed uniformly with the weight of each criteria being based on the industry that the company is operating in. All company positive and negative scores are totalled and companies that receive a negative overall score fail this criteria and are excluded from investment.

We may modify the ESG and values-based criteria at any time. We will notify you of any such changes in accordance with our obligations under the law.



CERTIFIED BY RIAA

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



<p>extent that they are relevant to the current or future value of the investment. We may also actively engage with companies to encourage them to improve their ESG practices where we believe it is in the interest of the Fund's investors.</p>	<p><sup>1</sup> The Responsible Investment Certification Program does not constitute financial product advice. Neither the Certification Symbol nor RIAA recommends to any person that any financial product is a suitable investment or that returns are guaranteed. Appropriate professional advice should be sought prior to making an investment decision. RIAA does not hold an Australian Financial Services Licence.</p> <p><b>Fund holdings</b></p> <p>The RIAA requires certified funds to publicly disclose and update the full holdings for all assets under management on a half-yearly basis. However, full portfolio holdings will be published more frequently on a quarterly basis with a two-month lag. This information will be available on the ASX and our website or you can obtain a copy free of charge by contacting us.</p>
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3. In the “Additional explanation of fees and costs” section, sub heading “Transaction costs” on page 14 of the PDS the following wording is replaced.

Previous disclosure	New disclosure
<p>In managing the investments of the Funds, transaction costs such as brokerage, settlement costs, clearing costs and government charges may be incurred in a Fund's investment portfolio. These transaction costs are a cost to all investors in the Funds and may vary from year to year without notice to investors.</p> <p>Investors in the ETMFs may also incur additional transaction costs in the form of a transaction volume-based percentage fee charged by the market making agent and reflected in each ETMF's daily net asset value per unit. As at the date of the PDS, we are unable to estimate the amount of this transaction cost that may be payable in the future.</p> <p>Annual transaction cost information for each ETMF based on the most recently completed financial year, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' in the 'Additional information' section for details) or can be obtained free of charge by contacting us.</p>	<p>In managing the investments of the Funds, transaction costs such as brokerage, settlement costs, clearing costs and government charges may be incurred in a Fund's investment portfolio. These transaction costs are a cost to all investors in the Funds and may vary from year to year without notice to investors.</p> <p>Investors in the ETMFs may also incur additional transaction costs in the form of a transaction volume-based percentage fee charged by the market making agent and reflected in each ETMF's daily net asset value per unit.</p> <p>Annual transaction cost information for each ETMF based on the most recently completed financial year, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' in the 'Additional information' section for details) or can be obtained free of charge by contacting us.</p>

4. In the “Our role as responsible entity” section on page 26 of the PDS, the following wording is replaced:

Previous disclosure	New disclosure
<p>As the responsible entity of the Funds, our main responsibilities are to manage a Fund according to its constitution and investment strategy as well as properly administering it. An investment committee has been established to set the investment objectives, investment guidelines and investment approach for the Funds. We may change a Fund's investment strategy whenever we believe that's in the best interests of investors, without prior notice.</p> <p>In carrying out our duties, we are subject to the Corporations Act and must:</p> <ul style="list-style-type: none"> <li>act honestly and in the best interests of investors</li> <li>exercise care and diligence.</li> </ul>	<p>As the responsible entity of the Funds, our main responsibilities are to manage a Fund according to its constitution and investment strategy as well as properly administering it. We may change a Fund's investment strategy whenever we believe that's in the best interests of investors, in accordance with the Fund's constitution.</p> <p>In carrying out our duties, we are subject to the Corporations Act and must:</p> <ul style="list-style-type: none"> <li>act honestly and in the best interests of investors</li> <li>exercise care and diligence.</li> </ul>

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# Perpetual Exchange Traded Managed Funds – Equities Strategies

Product Disclosure Statement

PRODUCT DISCLOSURE STATEMENT (PDS)  
ISSUE NUMBER 1 DATED 18 NOVEMBER 2021

Issued by Perpetual Investment Management Limited  
ABN 18 000 866 535      AFSL 234426

Perpetual 



## Important notes

This Product Disclosure Statement (PDS) provides information on the 'Class E units' in the following registered managed investment schemes (Funds) – refer 'ETMF profiles' for further details:

- Perpetual Ethical SRI Fund
- Perpetual Global Innovation Share Fund.

In this PDS, 'ETMF' means a Fund's Class E units, which are proposed to be Exchange Traded Managed Funds quoted and traded on the Australian Securities Exchange (ASX).

The Funds' constitutions allow for multiple unit classes, which may have different rights and obligations (including fees and terms) attached to them. Within each class of units, the units have the same rights.

At the time of lodging the PDS with ASIC, we have applied to the ASX for each ETMF to be admitted to trading status and quoted on the ASX under the ASX Operating Rules (AQUA Rules). If the application is granted, the ETMFs will be able to be traded on the ASX under the AQUA Rules (see 'The AQUA rules and CHESS' section for further information). No representation is made concerning an ETMF's admission to trading status and quotation on the ASX.

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

- the responsible entity of the Funds
- the issuer of units in the ETMFs and this PDS
- the investment manager of the Funds.

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

'Perpetual Group' means Perpetual Limited and its subsidiaries.

'You' or 'your' refers to investors in the ETMFs.

This PDS describes the important features of each ETMF included in the PDS. No other fund, trust or class of units is included in this PDS. You should read it carefully before you decide to invest as it will help you to decide whether the ETMFs are appropriate for you. It contains general information only and doesn't take into account your objectives, financial situation or needs. This PDS may also help when comparing the ETMFs to other products you may be considering.

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

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

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

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

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

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

All amounts in this PDS are in Australian dollars and all times quoted are Sydney time (unless otherwise specified). A business day is a working day for Perpetual in Sydney, any day on which the ASX is open and any other day notified by the ASX.

### **New Zealand investors**

Please also refer to 'Important additional information for New Zealand investors' in the 'Additional information' section for further information.

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# Welcome to Perpetual Exchange Traded Managed Funds – Equities Strategies

## The key benefits of investing

### **Professional active investment management**

Each Fund is an actively managed portfolio of assets managed by Perpetual's experienced investment professionals.

#### Perpetual Ethical SRI Fund

Perpetual Ethical SRI Fund aims to provide long-term capital growth and regular income through investment predominantly in quality shares of Australian ethical and socially responsible companies.

With a focus on finding the best opportunities, the Fund can invest in a broad range of companies, including those not held in the S&P/ASX 300 Accumulation Index. The ability to invest in smaller companies provides another potential source of returns.

The Fund aims to meet the needs of investors who seek attractive long-term returns by investing in companies that are consistent with investors' social, environmental and ethical preferences.

#### Perpetual Global Innovation Share Fund

Perpetual Global Innovation Share Fund aims to provide investors with long-term capital growth by investing in a hand-picked portfolio of shares in global companies that are benefiting from changes in technology and innovation.

We believe the market is often inefficient at pricing companies where rapid change is occurring and, by focusing our efforts on understanding new innovations early, that provides us the opportunity to exploit this inefficiency to find undervalued and underappreciated companies.

Investing in global shares provides geographical and industry diversification, which may improve a portfolio's risk and return potential.

### **Easy investment access**

Each ETMF will be quoted on the ASX, so investors can buy and sell the ETMFs on the ASX at the prevailing market price through a stockbroker, share trading account or other securities trading platform, much like the process for buying and selling shares.

## About Perpetual Investment Management Limited

PIML is part of the Perpetual Group, which has been in operation for over 130 years.

### **Investment manager**

PIML is the investment manager of the Funds.

#### Specialist investment managers

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

# Understanding investment risk

## The risks of investing

All investments carry risk. The value of your investment may fall for a number of reasons, which means that you may receive back less than your original investment when you withdraw or you may not receive income over a given timeframe. Before making an investment decision, it's important to understand the risks that can affect the value of your investment. While it's not possible to identify every risk relevant to investing in the ETMFs, we have detailed in the following table significant risks (in no particular order) that may affect your investment.

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

Your financial adviser can assist you in determining whether the ETMFs are suited to your financial needs.

### Significant risks

Type of risk	Description of risk
Market and economic risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment, the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable, which may give rise to increased and/or prolonged market volatility.
Asset risk	A particular asset that a Fund invests in may fall in value, which can result in a reduction in the value of your investment.
ESG risks	Inadequate consideration of issues related to environmental, social, governance and ethical factors may mean that investment values are adversely impacted.
Interest rate risk	Both prevailing interest rates and changes in interest rates may have a negative impact, either directly or indirectly, on investment returns.
Currency risk	For investments in international assets, which have currency exposure, there is potential for adverse movements in exchange rates to reduce their Australian dollar value. For example, if the Australian dollar rises, the value of international investments expressed in Australian dollars can fall. Currency management or hedging strategies may not necessarily provide protection against adverse currency movements.
Liquidity risk	The absence of an established market or shortage of buyers for certain types of investments can result in a loss if the holder of the investment needs to sell it within a particular timeframe. Where the off-market withdrawal process is available (see 'Off-market withdrawals' in the 'Investing in the ETMFs' section), a shortage of liquidity in the Fund can also result in delays in the payment of off-market withdrawals.
Derivatives risk	Derivative values can fluctuate significantly and in certain circumstances a derivative can be more volatile than the underlying asset or index. The value of a derivative contract may fall as a result of an adverse movement in the underlying asset or index. Losses can be magnified where a greater exposure is created through the derivative position than is backed by the assets of a Fund. Derivatives may also be subject to liquidity risk and/or counterparty risk. Depending on market conditions derivative positions can be costly or difficult to reverse.  Losses arising from the realisation of a derivative position may adversely impact a Fund's distributable income.  A counterparty may also be required to take collateral from a Fund's assets to support a derivatives contract. Therefore, there is a risk that if the counterparty becomes insolvent, the Fund's assets may not be returned in full.  See 'Use of derivatives' in the 'Additional investment information' section for further information about how derivatives may be used in the management of the Funds.
Counterparty risk	A loss may occur if the other party to a contract, including derivatives contracts, lending arrangements (cash or stocks) or currency hedging agreement, defaults on their obligations under the contract.

## Significant risks (continued)

Type of risk	Description of risk
Investment strategy risks	A Fund's investment strategy may involve specific risks, which can include company risk, smaller company risk, industry sector risk and portfolio concentration risk – see the following 'Investment strategy risks' for details.
Other investment risks	The investment professionals employed by Perpetual and/or an appointed specialist investment manager may change, which may affect the future performance of a Fund. Investing in a Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income. Transactions may be suspended, which may result in delays in paying withdrawal requests – see 'Withdrawals' in the 'Investing in the ETMFs' section for further information. A Fund or ETMF may be terminated.
Class risk	Separate classes of a Fund are not separate legal entities and the assets referable to each class will not be segregated. All of the assets of a Fund are available to meet all of its liabilities, regardless of the class to which such assets or liabilities are attributable. There is a risk that investors of different classes of a Fund may be exposed to liabilities of another class of units and these investors could lose some or all of their investment in a Fund. Also, there is a risk that in the event of an insolvency, the assets of a Fund could be made available to creditors of another class of units of a Fund.
Other ETMF risks	Investing in the ETMFs may involve other risks, including iNAV risk, ASX price risk, ASX liquidity risk, market making risk, market making agent risk and ASX quotation risk – see the following 'Other ETMF risks' for details.
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Conflicts risk	Conflicts of interest may arise between related parties appointed to provide services to the Funds. Also, conflicts of interest may arise between Perpetual acting as market maker for the ETMFs and investors buying or selling the ETMFs on the ASX, as a result of Perpetual's interest for the Fund to benefit from such trading activity or influence the perception of the ETMF's performance.
Operational and cyber risks	The Funds' operations may be adversely impacted by breakdowns in internal/external administrative processes or circumstances beyond our reasonable control, such as failure of technology or infrastructure, or natural disasters. Despite security measures, fraud, data loss/damage or business disruption may result from cyber threats against or unauthorised infiltration of our technology systems and networks or those of our service providers.

### Investment strategy risks

#### Company risk

When an investment in a company is made, an investor is exposed to many risks to which the company is exposed and may impact the value of the security. In addition, the market price of a company's securities may fluctuate in an unrelated or disproportionate way to the operating performance of the company.

#### Smaller company risk

A company generally considered small by market capitalisation may also be a new participant with limited public information or involve new concepts which may be speculative. Shares in smaller and microcap companies may trade less frequently and in smaller volumes and therefore may be affected by liquidity risk to a greater degree than shares in larger companies.

#### Industry sector risk

Investing in a Fund primarily with exposure to a single industry sector (eg technology) exposes investors to additional risk since the price of many stocks within an industry sector may fall at the same time due to economic or other factors affecting that particular industry.

#### Portfolio concentration risk

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

## Other ETMF risks

### iNAV risk

The indicative net asset value per unit (iNAV) published for an ETMF is indicative only, may incorporate securities for which there are no live prices at the time of calculation, might not be up to date and might not accurately reflect the underlying value of the Fund.

### ASX price risk

The price at which the ETMFs may trade on the ASX may differ materially from the net asset value per unit or the iNAV.

### ASX liquidity risk

There is no guarantee that an active trading market with sufficient liquidity in the ETMFs will develop. This may affect an investor's ability to buy or sell the ETMFs on the ASX. Investors will not be able to trade an ETMF on the ASX during any period that ASX suspends trading of units in an ETMF. Further, where trading in an ETMF on the ASX has been suspended for five consecutive trading days, the availability of the ETMF's off-market withdrawal process will be subject to the provisions of the Fund's constitution.

### Market making risk

Perpetual, in its capacity as responsible entity of the Funds, intends to act as market maker for each ETMF. The ETMFs will bear the risk of the market making activities undertaken by Perpetual. There is a risk that the ETMFs could suffer a material cost as a result of these market making activities which may adversely affect the net asset value of the ETMFs. Such a cost could be caused by either an error in the execution of market making activities or in the price at which the ETMFs are transacted on the ASX.

Due to the responsible entity's duty to act in the best interest of investors, there is also a risk that Perpetual may not always be able to make a market for the ETMFs in times of uncertainty about an ETMF's value.

### Market making agent risk

There is a risk that the market making agent appointed by Perpetual could make an error in executing the ETMFs' market making activities. Additionally, Perpetual may enter into transactions to acquire or to liquidate assets in anticipation of the market making agent fulfilling its settlement processing obligations in a correct and timely manner. If the market making agent does not fulfil its settlement processing obligations in a correct and timely manner, the ETMFs could suffer a loss.

### ASX quotation risk

The ETMFs are proposed to be admitted to trading status on the ASX and quoted under the AQUA Rules. There is a risk that the ASX may under certain circumstances suspend trading or even remove the ETMFs from quotation on the ASX.

## How we manage these risks

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

Perpetual Group has policies and procedures in place to manage any conflicts of interest, which ensure Perpetual's appointment and supervision of any related party is on arm's length terms and that any such related party performs its functions to the same standard as if the parties were not related and in the best interest of investors.



# ETMF profiles

## About the ETMF profiles

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

### Category

This indicates the main asset class in which the Fund predominantly invests.

### ETMF name

This is the ETMF's full name on the ASX.

### Investment manager

This is the Fund's investment manager as at the date of this PDS.

### Registered managed investment scheme

This shows the Fund's registered name as at the date of this PDS and its Australian registered scheme number (ARSN) issued by ASIC.

### ASX code

This is the unique ASX identifier for the ETMF.

### Fund inception date

This is the month and year that the Fund's original Class A units received its first investment.

### Risk level

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

Risk band	Risk label	Estimated number of negative annual returns over any 20 year period
1	Very low	Less than 0.5
2	Low	0.5 to less than 1
3	Low to medium	1 to less than 2
4	Medium	2 to less than 3
5	Medium to high	3 to less than 4
6	High	4 to less than 6
7	Very high	6 or greater

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

Investors should still ensure they are comfortable with the risks and potential losses associated with their chosen Fund(s).

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

### Suggested length of investment

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

### Distribution frequency and dates

The distribution frequency is how often the Fund usually makes a distribution. The distribution dates represent the period end date for which the distribution is declared or paid. Payment of distributions not reinvested occurs after the distribution date (see 'Distributions' in the 'Investing in the ETMFs' section for details).

### Objective

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

### Investment approach

This is the method or principles that the investment manager uses, either directly or indirectly, to manage the Fund to meet its objectives. Further details are provided in the 'Additional investment information' section.

### Investment guidelines

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

## Further information

For more details and any updated information about the Funds, visit our website or contact us.



## ETMF profiles

Category	Australian shares	Global shares								
<b>ETMF name</b>	Perpetual Ethical SRI Fund (Managed Fund)	Perpetual Global Innovation Share Fund (Managed Fund)								
<b>ASX code</b>	GIVE	IDEA								
<b>Investment manager</b>	Perpetual	Perpetual								
<b>Registered managed investment scheme</b>	Perpetual Ethical SRI Fund ARSN 099 975 041	Perpetual Global Innovation Share Fund ARSN 618 533 510								
<b>Fund inception date</b>	April 2002 (original Class A units)	May 2017 (original Class A units)								
<b>Risk level</b>	6 – High	6 – High								
<b>Suggested length of investment</b>	Five years or longer	Seven years or longer								
<b>Distribution frequency and dates</b>	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December								
<b>Objective</b>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide long-term capital growth and regular income through investment predominantly in quality shares of Australian ethical and socially responsible companies</li> <li>outperform the S&amp;P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods.</li> </ul>	<p>Aims to:</p> <ul style="list-style-type: none"> <li>provide investors with long-term capital growth through investment in global shares that are benefiting from changes in technology and innovation</li> <li>outperform the MSCI All Countries World Net Total Return Index (AUD) (before fees and taxes) over rolling three-year periods.</li> </ul>								
<b>Investment approach</b>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> <li>conservative debt levels</li> <li>sound management</li> <li>quality business and</li> <li>recurring earnings.</li> </ul> <p>In addition to the above investment approach, Perpetual utilises a strategy for screening ethical and socially responsible investments (see 'Environmental, social, governance and ethical factors' in the 'Additional investment information' section).</p> <p>The Fund may have up to 20% exposure to investments in international shares.<sup>1</sup> Derivatives may be used in managing the Fund.<sup>2</sup></p>	<p>Perpetual aims to achieve the above objectives by adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on a fundamental valuation of stocks.</p> <p>The portfolio manager believes that changes in technology and innovation can have a significant impact on the future earnings and valuation of companies, and that by focusing on understanding new changes in technology and innovation this can lead to the early identification of undervalued stocks.</p> <p>The portfolio is constructed within a framework that is independent of the benchmark in terms of stock and sector weights. Added value is expected to come from the portfolio manager's high conviction approach to stock selection. Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management can be used with the aim of protecting the value of the Fund's assets. Derivatives may be used in managing the Fund.<sup>2</sup> Global shares may include convertible debt securities which are issued by an entity listed on a recognised global exchange.</p>								
<b>Investment guidelines</b>	<table border="0"> <tr> <td>Australian shares<sup>1</sup></td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares <sup>1</sup>	90-100%	Cash	0-10%	<table border="0"> <tr> <td>Global shares<sup>3</sup></td> <td>75-100%</td> </tr> <tr> <td>Cash</td> <td>0-25%</td> </tr> </table>	Global shares <sup>3</sup>	75-100%	Cash	0-25%
Australian shares <sup>1</sup>	90-100%									
Cash	0-10%									
Global shares <sup>3</sup>	75-100%									
Cash	0-25%									

1 The Fund invests predominantly in Australian shares listed on any recognised Australian exchange but may have up to 20% exposure to international shares listed on any recognised global exchange. The Fund may also invest in Australian or international shares proposed to be listed within six months on any such recognised exchange, limited to 10% of the Fund's net asset value. Currency hedges may be used from time to time.

2 Each Fund's exposure to derivatives is limited to 10% of the Fund's net asset value except in exceptional circumstances. Derivatives used to manage foreign exchange risk are excluded from this limit. We will report on the ASX and our website if a Fund's exposure to derivatives exceeds 5% of net asset value.

3 The Fund invests predominantly in international shares listed on any recognised global exchange. The Fund may also invest in international shares proposed to be listed within six months on any such recognised exchange, limited to 10% of the Fund's net asset value.

# Additional investment information

## Fund investments

The main asset classes that the Funds may invest in are described below. The Funds may also invest in other types of assets (see the 'ETMF profiles' for details).

The Funds may invest in assets directly or indirectly by investing in other managed funds that have similar investment objectives and authorised investments.

### Shares

Shares represent a portion of ownership in a company. Shareholders can benefit if a company passes on some of its profits to them through dividends and/or from capital growth if the share price rises.

### Cash

Cash investments include bank accounts, discount securities (eg bank bills), short-term deposits and money market funds which may invest in fixed income instruments and loans. Cash generally provides a rate of return in line with short-term interest rates.

## Investment approach

### Use of derivatives

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

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

- managing investment risk and volatility of a stock, security or market
- managing currency risk and adjusting currency exposure
- achieving asset exposures without buying or selling the underlying securities.

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

Investing in derivatives can expose a Fund to additional risks. Please refer to 'Derivatives risk' within the 'Significant risks' table in the 'Understanding investment risk' section for more information.

### Environmental, social, governance and ethical factors

Increasingly, investment managers are developing their own policies regarding their method for considering environmental, social (which includes labour standards) and governance (ESG) factors which may influence the purchase, sale or retention of an individual investment.

Perpetual has a long-standing commitment to responsible investment, and in 2009 became a signatory to the United Nations supported Principles for Responsible Investment (PRI). PRI signatories recognise the growing social and political expectation that the companies they invest in conduct themselves responsibly and sustainably. Our commitment to PRI acknowledges that, as a company and as an industry, we must continue to improve our understanding of how ESG factors impact investment returns for individual assets and across the economy.

#### Perpetual Ethical SRI Fund

Perpetual evaluates companies and derivative counterparties (as applicable) that meet the investment approach, set out in the 'Fund profiles' section, on a range of environmental, social (including labour standards), governance and ethical issues to determine their suitability for inclusion/retention in, or divestment from, the portfolio of the Fund. We seek to invest in quality companies that have satisfied our range of ethical and socially responsible investment criteria.

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

#### Ethical screening

We don't invest in companies that derive a material proportion (5% or more) of their revenue from:

- the manufacture or sale of alcohol or tobacco<sup>1</sup>
- the operation of gambling facilities or the manufacture or supply of gambling products
- fossil fuels (upstream)
- uranium and nuclear
- animal cruelty (cosmetic testing)
- genetic engineering
- pornography
- armaments (including weapons)<sup>1</sup>.

- 1 For involvement in the production of tobacco, tobacco-based products and the development and production of controversial weapons, a 0% revenue threshold is applied.

### **Socially responsible investment (SRI) screening**

Companies remaining after the ethical screening are then subject to an SRI screening.

Companies are scored on a broad range of ESG issues. This evaluates how a company's business practices impact society and the environment.

Companies can receive negative scores for poor behaviour, such as a poor approach to human rights, the environment or supply chain. They can also receive positive scores for worthwhile activities, such as the use of renewable energy, positive employee policies or charity commitment. Corporate governance issues are also considered, including ethics and corporate misconduct. We believe this approach allows us to be more innovative in where we can add value for investors as it identifies companies that have responded positively to social and ethical issues. All company scores are totalled and companies that receive a negative total score fail this screen.

The Fund's investments are regularly reviewed to determine whether they continue to pass the ethical SRI screening process when updated information is received. If we become aware that the Fund is invested in a company that no longer passes the ethical SRI screening process, the investment must be divested promptly from the Fund within 60 days, subject to liquidity and other practical considerations aimed at ensuring the Fund's investors are not impacted negatively.

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

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

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

### **Additional information**



CERTIFIED BY RIAA

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

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

#### **Fund holdings**

The RIAA requires certified funds to publicly disclose and update the full holdings for all assets under management on a half-yearly basis. However, full portfolio holdings will be published more frequently on a quarterly basis with a two-month lag. This information will be available on the ASX and our website or you can obtain a copy free of charge by contacting us.

#### **Perpetual Global Innovation Share Fund**

Our consideration of ESG factors for Perpetual Global Innovation Share Fund does not include making ethical or moral judgements on particular practices or issues. Instead, when deciding whether to buy, retain or sell an investment, we consider those ESG risks only to the extent that they are relevant to the current or future value of the investment. We may also actively engage with companies to encourage them to improve their ESG practices where we believe it is in the interest of the Fund's investors.

#### **Borrowing**

The Funds don't intend to borrow (gear) as part of their investment strategy, however borrowing may occur in the daily management of the ETMFs.

# Fees and other costs

## Did you know?

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

**For example, total annual fees and costs of 2% of your investment balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).**

**You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.**

**You may be able to negotiate to pay lower fees. 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) MoneySmart website** ([www.moneysmart.gov.au](http://www.moneysmart.gov.au)) has a managed funds fee calculator to help you check out different fee options.

## Fees and costs summary

### Fees and other costs

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

Taxes are set out in another part of this document.

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

### Fees and costs summary

Perpetual Exchange Traded Managed Funds – Equities Strategies		
Type of fee or cost	Amount	How and when paid
<b>Ongoing annual fees and costs</b>		
<b>Management fees and costs</b> The fees and costs for managing your investment	Management fees and estimated management costs are as follows: Perpetual Ethical SRI Fund (Managed Fund) 0.65% pa Perpetual Global Innovation Share Fund (Managed Fund) 1.01% pa	Management fees for the ETMFs, which are generally expressed as a percentage of the net asset value of each ETMF, are calculated and accrued daily and generally paid to us monthly. They are deducted directly from each Fund's assets and reflected in the net asset value per unit of the ETMF. You may be able to negotiate the management fee with us. <sup>1</sup> Management costs may be charged directly to a Fund and reflected in the net asset value per unit of the ETMF and/or incurred indirectly in underlying funds.
<b>Performance fees</b> Amounts deducted from your investment in relation to the performance of the product	Estimated performance fees are as follows: Perpetual Ethical SRI Fund (Managed Fund) 0.20% pa Perpetual Global Innovation Share Fund (Managed Fund) 2.30% pa	A performance fee is an amount paid or payable in an ETMF only if the investment return of the ETMF exceeds its performance hurdle (and any other conditions are also met). Where applicable, performance fees are generally accrued in the net asset value per unit of the ETMF.
<b>Transaction costs</b> The costs incurred by the scheme when buying or selling assets	Estimated transaction costs are as follows: Perpetual Ethical SRI Fund (Managed Fund) 0.11% pa Perpetual Global Innovation Share Fund (Managed Fund) 0.93% pa	All transactions costs are paid out of each Fund's assets and reflected in the net asset value per unit of the ETMF.

## Fees and costs summary (continued)

Perpetual Exchange Traded Managed Funds – Equities Strategies		
Type of fee or cost	Amount	How and when paid
Member activity related fees and costs (fees for services or when your money moves in or out of the product)		
<b>Establishment fee</b> The fee to open your investment	Nil.	Not applicable.
<b>Contribution fee</b> The fee on each amount contributed to your investment	Nil.	Not applicable.
<b>Buy/sell spread</b> An amount deducted from your investment representing costs incurred in transactions by the scheme	Nil.	Not applicable – no buy/sell spreads apply where you buy or sell units in the ETMFs on the ASX. (See ‘Buy/sell spread’ in this section for information about the sell spread which may apply in the limited circumstances in which the off-market withdrawal process is available to investors.)
<b>Withdrawal fee</b> The fee on each amount you take out of your investment	Nil.	Not applicable.
<b>Exit fee</b> The fee to close your investment	Nil.	Not applicable.
<b>Switching fee</b> The fee for changing investment options	Nil.	Not applicable.

1 See ‘Differential fees’ within ‘Additional explanation of fees and costs’ in this section for further information.

## Example of annual fees and costs

This table gives an example of how the ongoing annual fees and costs in Perpetual Ethical SRI Fund (Managed Fund) can affect your investment over a 1-year period. You should use this table to compare this product with other products offered by managed investment schemes.

Example – Perpetual Ethical SRI Fund (Managed Fund)	Balance of \$50,000 <sup>1</sup> with a contribution of \$5,000 during year	
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged <b>\$0.00</b>
<b>Plus</b> Management fees and costs	0.65%	<b>And</b> , for every \$50,000 you have in the Perpetual Ethical SRI Fund (Managed Fund) you will be charged or have deducted from your investment <b>\$325.00</b> each year
<b>Plus</b> Performance fees	0.20%	<b>And</b> , you will be charged or have deducted from your investment <b>\$100.00</b> in performance fees each year
<b>Plus</b> Transaction costs	0.11%	<b>And</b> , you will be charged or have deducted from your investment <b>\$55.00</b> in transaction costs
<b>Equals</b> Cost of Perpetual Ethical SRI Fund (Managed Fund)		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs of <b>\$480.00</b> . <sup>*</sup> <b>What it costs you will depend on the ETMF you choose and the fees you negotiate.</b>

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

\* Additional fees may apply:

**And**, if you leave Perpetual Ethical SRI Fund (Managed Fund) via an off-market withdrawal in the limited circumstances in which the off-market withdrawal process is available to investors, you may be charged a **sell spread** (see ‘Buy/sell spread’ in this section for further information).



## Cost of product information

### Cost of product information for 1 year

The cost of product gives a summary calculation about how ongoing annual fees and costs can affect your investment over a 1-year period for both ETMFs. It is calculated in the manner shown in the Example of annual fees and costs.

The cost of product assumes a balance of \$50,000 at the beginning of the year with a contribution of \$5,000 during the year. (Additional fees such as a buy/sell spread may apply – refer to the ‘Fees and costs summary’ table for the relevant ETMF.)

You should use this figure to help compare this product with other products offered by managed investment schemes.

ETMF	Cost of product
Perpetual Ethical SRI Fund (Managed Fund)	<b>\$480.00</b>
Perpetual Global Innovation Share Fund (Managed Fund)	<b>\$2,120.00</b>

## Additional explanation of fees and costs

### Ongoing annual fees and costs

The total ongoing annual fees and costs for each ETMF comprises:

- management fees and costs
- any applicable performance fees
- transaction costs.

The amounts shown in the following ‘Estimated ongoing annual fees and costs’ table include all management fees, estimated management costs, estimated performance fees and estimated transaction costs as at the date of the PDS. Any updates from time to time, which are not materially adverse, will be available at our website.

Ongoing annual fees and costs may vary in future years. Updated details will also be available at our website each year.

### Estimated ongoing annual fees and costs

ETMF	Management fees and estimated management costs		Estimated performance fees (% pa) <sup>2</sup>	Estimated transaction costs (% pa) <sup>3</sup>	Estimated total ongoing annual fees and costs (% pa)
	Management fees (% pa)	Estimated management costs (% pa) <sup>1</sup>			
Perpetual Ethical SRI Fund (Managed Fund)	0.65%	0.00%	0.20% <sup>4</sup>	0.11%	<b>0.96%</b>
Perpetual Global Innovation Share Fund (Managed Fund)	0.99%	0.02%	2.30% <sup>5</sup>	0.93%	<b>4.24%</b>

1 Since we currently choose to pay normal operating expenses out of our management fees, estimated management costs represent any abnormal operating expenses recovered from the Funds and any other indirect management costs (see ‘Abnormal operating expenses’ and ‘Other indirect management costs’ in this section for further information) for the financial year ended 30 June 2021, which may vary in future years without notice.

2 **Performance fees should not be considered in isolation of investment returns. Past performance and these estimates are not indicative of future returns.** Performance fees payable in the future may vary depending on the ETMFs’ actual performance. See ‘Performance fees’ in this section for further information.

3 Estimated transaction costs are based on total **gross** transaction costs incurred in the respective Fund’s Class A units for the financial year ended 30 June 2021, which may vary in future years without notice. **Transaction costs should not be considered in isolation of investment returns.** It is important to understand that actively managed investments are likely to have higher transaction costs than passively managed investments, such as index funds, because of the higher expected volume of trading of the portfolio’s assets in generating investment returns.

4 This estimate is based on average annual performance fees that would have been payable based on the performance of Perpetual Ethical SRI Fund’s Class A units for the previous five financial years ended 30 June 2021 if those Class A units (which don’t actually charge a performance fee) did charge a performance fee based on the parameters described in this PDS for the ETMF, adjusted for the difference between the Fund’s Class A and Class E units’ management fees.

5 This estimate is based on average annual performance fees charged in Perpetual Global Innovation Share Fund Class A units since inception (May 2017) to 30 June 2021. See ‘Historical performance fees’ in this section for further information.

## Management fees and costs

### Management fees

We receive management fees for managing and administering the ETMFs and overseeing the Funds' investments.

Any management fees payable to specialist investment managers are paid out of our management fees.

### Differential fees

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

### Management costs

Management costs may include:

- operating expenses
- other indirect management costs.

### Operating expenses

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

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

### Normal operating expenses

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

We currently choose to pay normal operating expenses, excluding any operational borrowing costs (see 'Borrowing costs' in this section for further information), out of our management fee.

### Abnormal operating expenses

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

Any abnormal operating expenses charged to an ETMF will be an additional management cost for the relevant year for that ETMF.

## Other indirect management costs

### Derivatives

Management costs may also be incurred if a Fund or underlying fund invests in any relevant derivatives.

### Management fees and costs in underlying funds

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

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

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

### Performance fees

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

### Perpetual Ethical SRI Fund

The performance hurdle for the ETMF is the S&P/ASX 300 Accumulation Index.

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

Perpetual may donate to charity a portion of the performance fee it earns from the ETMF. Further information on the charities that Perpetual may donate to and details of any donations made will be available on our website.

### Perpetual Global Innovation Share Fund

The performance hurdle for the ETMF is the MSCI All Countries World Net Total Return Index (AUD).

The daily performance fee is equal to 20.00% of the difference between the ETMF's daily return and its performance hurdle multiplied by the ETMF's adjusted net asset value (that is, net asset value inclusive of management fee accruals but excluding accrued performance fees).



## How the performance fees work

The performance fee period for each ETMF is half-yearly (currently from 1 April to 30 September and 1 October to 31 March).

The Funds' constitutions allow Perpetual to change the performance fee period, with 30 days' written notice to investors.

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

Where the daily performance fee is positive:

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

If the daily performance fee is negative:

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

The performance fee paid to Perpetual is equal to the performance fee accrual, less any performance fee accrual that is attributable to profits from market making activities, since the performance fee was last paid. It's payable only if:

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

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

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

## Performance fees in underlying funds

If a Fund invests into an underlying fund where the manager charges a performance fee based on the investment performance of their underlying fund, any performance fees payable will generally be deducted from the underlying fund and reflected in its unit price. If charged, any such performance fees will be an additional cost to you.

## Historical performance fees

The following 'Historical performance fees' table shows details of actual performance fees charged in Perpetual Global Innovation Share Fund Class A units over the previous five financial years ended 30 June 2021. The estimated performance fees shown in the 'Fees and costs summary' table in this section are based on the average annual performance fees over these previous five financial years.

Perpetual Ethical SRI Fund's Class A units don't charge a performance fee.

## Transaction costs

In managing the investments of the Funds, transaction costs such as brokerage, settlement costs, clearing costs and government charges may be incurred in a Fund's investment portfolio. These transaction costs are a cost to all investors in the Funds and may vary from year to year without notice to investors.

Investors in the ETMFs may also incur additional transaction costs in the form of a transaction volume-based percentage fee charged by the market making agent and reflected in each ETMF's daily net asset value per unit. As at the date of the PDS, we are unable to estimate the amount of this transaction cost that may be payable in the future.

Annual transaction cost information for each ETMF based on the most recently completed financial year, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' in the 'Additional information' section for details) or can be obtained free of charge by contacting us.

## Historical performance fees

Fund	Performance fees – financial year ended 30 June					Average annual performance fees
	2017	2018	2019	2020	2021	
Perpetual Global Innovation Share Fund	0.00%	2.29%	0.19%	7.41%	1.60%	2.30% pa

## Member activity related fees and costs

### Buy/sell spread

No buy/sell spreads apply where you buy or sell units in the ETMFs on the ASX.

In the limited circumstances in which off-market withdrawals are available to investors (see 'Off-market withdrawals' in the 'Investing in the ETMFs' section), the price at which you can withdraw your investment may include an explicit allowance (sell spread) for transaction costs associated with that withdrawal. If applicable, the sell spread aims to ensure that other investors in an ETMF aren't impacted by the transaction costs associated with a particular investor selling an ETMF.

A sell spread on off-market withdrawals is an additional cost to you and will impact the return on your investment. The spread, if applicable, is based on our estimates of the average transaction costs incurred by an ETMF in relation to off-market withdrawals. However, it is not a fee paid to us and is retained in the ETMF to cover the actual transaction costs as they are incurred.

The current sell spread for an ETMF will be provided in an announcement available at [www.perpetual.com.au/etmf](http://www.perpetual.com.au/etmf) if and when the off-market withdrawal process is available to investors.

## Further information about fees and costs

### Borrowing costs

Whilst we currently choose to pay normal operating expenses out of our management fees, if an ETMF incurs any incidental borrowing costs for short-term operational purposes, these costs may be paid out of the Fund's assets and reflected in the net asset value per unit of the ETMF.

Any borrowing costs are additional to the management fees and costs shown in the 'Fees and costs summary' table in this section.

### Maximum fees and charges

Each Fund's constitution allows us to charge maximum fees for the ETMFs as outlined in the following 'Maximum fees and charges' table.

## Maximum fees and charges

Fund	Contribution fee (%)	Withdrawal fee (%)	Management fee (% pa) <sup>1</sup>	Performance fee (%)
Perpetual Ethical SRI Fund	5.00%	5.00%	3.00%	30.00% <sup>2</sup>
Perpetual Global Innovation Share Fund	5.00%	5.00%	3.00%	30.00% <sup>3</sup>

1 Calculated on the Fund's gross asset value.

2 Based on the ETMF's return above its performance hurdle – applies to the Fund's Class E units only.

3 Based on the Fund's/ETMF's return above its performance hurdle – applies to both the Fund's Class A and Class E units.

Expense recoveries are unlimited under the Funds' constitutions.

Amounts disclosed are inclusive of GST.

### Increases or alterations to our fees

We may change our fees without your consent. However, we won't increase our management fees or the basis for charging our performance fees, introduce any new fees or commence recovering normal operating expenses from the ETMFs, without giving you at least 30-days' written notice.

Management costs, actual performance fees charged and transaction costs may vary each year without notice.

### Tax

Tax information, including GST, is set out in the 'Tax' section. Unless otherwise stated, all fees and other costs disclosed in this PDS are inclusive of the net effect of GST.

### Brokerage

You may incur customary brokerage fees and commissions when buying and selling an ETMF on the ASX. You should consult your stockbroker for more information in relation to their fees and charges.

### Adviser remuneration

#### Financial adviser commissions

No commissions are paid to your financial adviser.

#### Other benefits

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

### Platform administration payments

We may make payments to platform providers for administrative services associated with distributing the ETMFs on their investments menu (where allowed by law). These payments may help them recover their costs incurred in establishing the ETMFs on their menu and certain other marketing and distribution costs. If these payments are made, they are not paid by you, the Funds or the ETMFs, but rather they are paid by us.

### Benefits received

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

# Investing in the ETMFs

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

When you invest in an ETMF, you will be buying the Fund's Class E units. The value of your investment in the ETMF will vary as the net asset value per unit of the ETMF changes to reflect increases or decreases in the market value of the Fund's underlying assets.

## Net asset value and iNAV

The net asset value (NAV) of each ETMF is calculated by deducting the Fund's liabilities (including any accrued fees) referable to the ETMF from the aggregate value of the Fund's assets referable to the ETMF. The NAV per unit of each ETMF is calculated by dividing the NAV of each ETMF by the number of units on issue in that ETMF. The NAV of an ETMF published on a particular business day reflects the value of that ETMF on the previous day at the close of trading in each market in which the Fund invests.

The NAV per unit for each ETMF will be published daily on our website. The NAV per unit may fluctuate as the market value of a Fund's assets referable to the ETMF rises or falls. The valuation methods applied by us to value a Fund's assets are consistent with permitted industry standards and ASIC requirements (and are set out in its valuation policy, which is available free of charge by contacting us).

We have engaged an independent agent to calculate and disseminate an indicative net asset value per unit (iNAV) for each ETMF, which will be published on our website throughout the ASX trading day. The iNAV will be updated for price movements of a Fund's investments referable to the ETMF through live market prices and, if applicable, for foreign exchange movements. There may be securities held by the Funds that do not have live market prices during the ASX trading day, in which case (for those securities only) the iNAV will reflect only what we consider is the best estimate of fair value for such securities.

No assurance can be given that the iNAV will be published continuously or that it will be up to date or free from error. To the extent permitted by law, neither we nor our appointed agent shall be liable to any person who relies on the iNAV. The price at which units in each ETMF trade on the ASX may not reflect the net asset value per unit or the iNAV of the ETMF.

## Investments

Once the ETMFs are quoted on the ASX, you can invest by buying units on the ASX via your stockbroker or using your share trading account. You do not need to complete an application form, and your purchase of units will settle through the ASX CHESS settlement service in the same way as a purchase of listed securities. The price at which you buy units in each ETMF on the ASX will be the prevailing market price for the purchase of units at the time of the transaction, which may not reflect the net asset value per unit or the iNAV of the ETMF.

We do not prescribe a minimum number of units that investors can buy on the ASX. Your entry price into an ETMF will be the price at which you have purchased units on the ASX.

You do not have any cooling off rights in respect of the ETMFs purchased on the ASX under the AQUA Rules.

## Withdrawals

### Withdrawing on the ASX

Once the ETMFs are quoted on the ASX, you can withdraw all or part of your investment in an ETMF by selling your units on the ASX via your stockbroker or using your share trading account. You do not need to complete a withdrawal form and you will receive the proceeds from the sale of your units through the ASX CHESS settlement service in the same way as for the sale of listed securities. The price at which you sell units in each ETMF on the ASX will be the prevailing market price for the sale of units at the time of the transaction, which may not reflect the net asset value per unit or the iNAV of the ETMF.

We do not prescribe a minimum number of units that investors can sell on the ASX. Your exit price from an ETMF will be the price at which you have sold units on the ASX.

### Off-market withdrawals

In the event that trading in the units on the ASX has been suspended for five consecutive trading days, investors may be able to apply to us directly to make an off-market withdrawal of your investment from an ETMF. You can request a withdrawal form by contacting us.

The off-market withdrawal process will not be available in the following situations:

- if a Fund ceases to be liquid<sup>1</sup>
  - if we have suspended withdrawals in circumstances permitted by the Fund's constitution, including<sup>2</sup> where:
    - we cannot properly ascertain the value of an asset held by the Fund
    - an event occurs that results in us not being able to reasonably acquire or dispose of assets in the Fund
    - the law otherwise permits us to delay or restrict processing applications or withdrawals.
- 1 If a Fund becomes non-liquid (as defined in the Corporations Act) withdrawals may only be made subject to an offer made according to the Corporations Act. In these circumstances, you will only be able to withdraw from a Fund if we make money available for withdrawals. The Corporations Act requires us to allocate this money on a pro rata basis among investors wanting to withdraw. We're under no obligation to offer you an opportunity to withdraw from a Fund while the Fund is non-liquid. We will advise investors if a Fund becomes non-liquid and the terms of any withdrawal offer.
  - 2 There may be other circumstances where off-market withdrawals from the ETMF are suspended and you may have to wait a period of time before you can make a withdrawal.

Subject to the above, under the Funds' constitutions, the maximum period from the day we receive your withdrawal request for the payment of off market withdrawals is:

- for Perpetual Ethical SRI Fund – 30 days
- for Perpetual Global Innovation Share Fund – 21 days.

### **Compulsory redemption**

We may redeem some or all of your units without requiring your consent in accordance with the Funds' constitutions or as permitted by law. For example, this may occur if you breach your obligations to us or where we believe that units are held in circumstances which might result in a violation of an applicable law or regulation.

### **Impact of withdrawals on distributions**

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

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

### **ASX market liquidity**

You can trade (ie buy and sell) units in the ETMFs on the ASX with other investors or potential investors in the same way as with ASX listed securities. ASX market liquidity refers to the availability of buyers and sellers on the ASX.

To provide sufficient ASX market liquidity in the ETMFs, Perpetual will act as market maker for the ETMFs in its capacity as the responsible entity of the Funds. Perpetual has appointed a market making agent as its agent to carry out its market making functions relating to the ETMFs.

Perpetual will provide liquidity in the market for units in the ETMFs and to satisfy supply and demand for units. We will do this by:

- subject to certain conditions, providing liquidity to the market through acting as the buyer and seller of the ETMFs during the ASX trading day
- creating or cancelling units depending on the net position of our market making activities at the end of each trading day, which helps to ensure the number of units in the ETMFs matches supply and demand.

The price at which Perpetual will, through the market making agent, buy or sell units in an ETMF will reflect our view of the NAV per unit (as referenced by the iNAV), market conditions, and the supply and demand for units during the ASX trading day. The ETMFs will bear the risk of the market making activities undertaken by Perpetual, which may result in either a cost or benefit to the ETMFs.

Perpetual's appointed market making agent is a market participant that meets the admission requirements set out in the ASX Operating Rules, which requires the firm to hold an Australian Financial Services Licence authorising it to carry on its business as a market participant and to satisfy ASX of various matters, including organisational competence and business integrity.

## Distributions

A distribution is the payment of a Fund's distributable income to investors at predetermined intervals. The distributable income generally includes interest, dividends, foreign income, realised net capital gains and other income (see 'Distributions' in the 'Tax' section for further information). In some cases, a Fund may also distribute a payment out of the capital invested. The components of a distribution will depend on the Fund you invest in and the nature of its underlying assets.

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

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

Distribution frequencies and distribution period end dates for each ETMF are shown in the 'ETMF profiles' section. Distribution details, including the respective payment date, will be provided on the ASX and will also be available at [www.perpetual.com.au/etmf](http://www.perpetual.com.au/etmf). The Funds' constitutions allow up to 90 days after the end of the distribution period for the payment of distributions.

Each Fund's constitution lets us make special distributions on an interim basis.

Any realised net capital gains are generally included in the 30 June distribution. However, we may choose to pay some, or all, of the net capital gains as part of another distribution where we believe investors would benefit from having more consistent distribution payments throughout the year.

You still have to pay tax on the distribution even if it is reinvested or received after the end of the financial year – see 'Distributions' in the 'Tax' section for details.

## Distribution payments

Distributions generally will be paid directly into your nominated bank account.

To the extent that we offer a distribution reinvestment plan, investors can choose to have their distributions reinvested in the same ETMF to acquire additional units in that ETMF. If we offer a distribution reinvestment plan in respect of an ETMF, information will be made available at [www.perpetual.com.au/etmf](http://www.perpetual.com.au/etmf).

If you are a New Zealand investor, please also refer to 'Distribution reinvestment plan' within 'Important additional information for New Zealand investors' in the 'Additional information' section.

# The AQUA Rules and CHESS

## The AQUA Rules framework

An application has been made for units in the ETMFs to be admitted to trading status and quoted on the ASX under the AQUA Rules (which form part of the ASX Operating Rules).

The following table sets out the key differences between the ASX Listing Rules and the AQUA Rules.

Comparison between ASX Listing Rules and AQUA Rules		
Requirement	ASX Listing Rules	AQUA Rules
<b>Continuous disclosure</b>	Issuers are subject to continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act.	<p>Issuers of products quoted under the AQUA Rules are not subject to the continuous disclosure requirements in ASX Listing Rule 3.1 and section 674 of the Corporations Act.</p> <p>We will comply with the disclosure requirements in section 675 of the Corporations Act as if the ETMFs were unlisted disclosing entities. This means that we will disclose to ASIC information which is not generally available and that a reasonable person would expect, if the information were generally available, to have a material effect on the price or value of the units, provided that such information has not already been included in this PDS (as supplemented or amended).</p> <p>We will publish such information on the ASX and our website at <a href="http://www.perpetual.com.au/etmf">www.perpetual.com.au/etmf</a> at the same time as it is disclosed to ASIC.</p> <p>Under AQUA Rule 10A.4, we must disclose:</p> <ul style="list-style-type: none"> <li>• information about the net asset value of the ETMFs daily</li> <li>• information about the total number of the ETMFs on issue</li> <li>• information about redemptions from the ETMFs</li> <li>• information about distributions paid in relation to the ETMFs</li> <li>• any other information which is required to be disclosed to ASIC under section 675 of the Corporations Act</li> <li>• any other information that would be required to be disclosed to the ASX under section 323DA of the Corporations Act if the ETMFs were admitted under the ASX Listing Rules.</li> </ul> <p>In addition, under the AQUA Rules, we must immediately notify the ASX of any information the non-disclosure of which may lead to the establishment of a false market in the ETMFs or which would be likely to materially affect the price of the ETMFs.</p>
<b>Periodic disclosure</b>	Issuers are required to disclose half-yearly and annual financial information and reports to the ASX.	<p>Issuers of products quoted under the AQUA Rules are not required to disclose their half-yearly or annual financial information or reports to the ASX.</p> <p>We are required to lodge financial information and reports in respect of the Funds with ASIC under Chapter 2M of the Corporations Act and on the ASX.</p>



Comparison between ASX Listing Rules and AQUA Rules		
Requirement	ASX Listing Rules	AQUA Rules
<b>Corporate governance</b>	Listed companies and listed managed investment schemes are subject to notification requirements under the Corporations Act and the ASX Listing Rules relating to takeover bids, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings.	Although the units are quoted under the AQUA Rules, the ETMFs themselves are not listed and are therefore not subject to certain corporate governance requirements. While Perpetual Limited is listed on the ASX, PIML is not and is similarly not subject to those requirements. We will still be required to comply with the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act and section 601FM of the Corporations Act, including that we may be removed by an extraordinary resolution of members of a Fund on which we would not be entitled to vote.
<b>Related party transactions</b>	Chapter 10 of the ASX Listing Rules relates to transactions between an entity and a person in a position to influence the entity and sets out controls over related party transactions.	Chapter 10 of the ASX Listing Rules does not apply to products admitted to trading status under the AQUA Rules. We will still be required to comply with the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act.
<b>Auditor rotation obligations</b>	Division 5 of Part 2M.4 of the Corporations Act imposes specific rotation obligations on auditors of listed companies and listed managed investment schemes.	Issuers of products admitted to trading status under the AQUA Rules are not subject to the auditor rotation requirements in Division 5 of Part 2M.4 of the Corporations Act. We will appoint an auditor to audit the financial statements and compliance plans of the Funds.
<b>Spread requirements</b>	These are requirements under the ASX Listing Rules that issuers must satisfy certain minimum spread requirements (ie a minimum number of holders each having a minimum parcel size).	These requirements do not apply to issuers of products admitted to trading status under the AQUA Rules. Under the AQUA Rules, unless and until a suitable spread of holders is achieved, the issuer must ensure a reasonable bid and volume is maintained for the product except in permitted circumstances, or have in place other arrangements which meet ASX's requirement for providing liquidity, generally through the appointment of a market maker.

## About CHESSE

We participate in the Clearing House Electronic Sub-register System (CHESSE) in relation to the ETMFs. CHESSE is a fast and economical clearing and settlement facility which also provides an electronic sub-register service. The unit registry for the ETMFs has established and will maintain an electronic sub-register with CHESSE for the ETMFs on our behalf.

We will not issue investors with certificates in respect of the ETMFs' units held on the CHESSE sub-register. Instead, when you buy an ETMF on the ASX you will receive a holding statement which will set out the number of units you hold.

# Tax

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

## Attribution managed investment trust (AMIT) regime

The Funds have elected into the AMIT regime.

## Tax position of the Funds

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

Under the AMIT regime, each year, we are required to break down the income of each Fund (net of fees and expenses) into trust components of assessable income, exempt income, non-assessable non-exempt income and tax offsets (eg franking credit offsets).

A Fund will not be subject to income tax provided that all of the determined trust components are attributed to investors on a fair and reasonable basis and in accordance with its constitution and any other constituent documents of the Fund (which includes this PDS).

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

## Australian resident investors

### Distributions

For information about the calculation of your distribution entitlement, see 'Distributions' in the 'Investing in the ETMFs' section.

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

Where a distribution made to you is less than<sup>1</sup>, or more than, the trust components attributed to you, the cost base of your units will need to be increased or decreased, as appropriate. Details of the trust components attributed to you and any net cost base adjustment will be included on your annual tax statement.

Where a Fund's determined trust components for an income year are revised in a subsequent year (eg due to actual amounts differing to the estimates of income, gains/losses or expenses), then differences (referred to as 'unders and overs') will arise. Unders and overs will generally be taken into account in the year they are discovered.

- 1 If this were to occur, the Fund's net asset value per unit would only fall by the amount of the actual distribution and not by the additional amount attributed to investors. You would need to increase the cost base of your units for tax purposes by the amount that has been attributed but not paid as a distribution.

### Capital gains tax

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

### Annual tax statement

We'll issue annual tax statements, referred to as an AMIT Member Annual Statement (AMMA), for the Funds. It will show the taxable and non-taxable components of the income attributed to you (which includes any distributions received or reinvested) and any net cost base adjustment required to be made.

## Non-resident investors

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

## Reporting

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

### **Tax residents of other countries**

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

### Tax file number (TFN)/ Australian business number (ABN)

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

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

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

### Goods and services tax (GST)

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

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

Unless otherwise stated, the fees and costs in the 'Fees and costs summary' table show the approximate net cost to the Funds of these amounts payable to us, on the basis that the Funds are entitled to claim RITCs for the GST on relevant amounts.

# Additional information

## No cooling-off rights

Cooling off rights do not apply when investors buy or sell the ETMFs on the ASX.

## Reporting and ongoing information available to investors

The following will be available to investors in the ETMFs:

- a distribution statement following the payment of a distribution
- a periodic statement providing details of your investment as at 30 June each year and following your exit from an ETMF
- an annual report (including financial statements) for each financial year ending 30 June will be available on our website (copy by mail available on request)
- an annual tax statement for the financial year, providing relevant details for your income tax return (available on request by non-resident investors)
- confirmation of any other transactions that we are required to report on.

Investors in each ETMF will also have access to the following information:

- the daily NAV per unit for each ETMF available on our website
- the indicative NAV per unit (iNAV) for each ETMF throughout the ASX trading day available on our website
- the Funds' full portfolio holdings (published quarterly with a two-month lag) available on the ASX and our website
- information about distributions as they are declared or paid, available on the ASX and our website.

## Continuous disclosure documents

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

- a Fund's annual financial report most recently lodged with ASIC

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

Once admitted to trading status on the ASX, investors will also be able to access information about the ETMFs on the ASX and our website at [www.perpetual.com.au/etmf](http://www.perpetual.com.au/etmf).

## ASIC relief

### Ongoing disclosure relief

ASIC has granted relief under ASIC Class Order [CO 13/721] from the ongoing disclosure requirements in section 1017B of the Corporations Act on the condition that Perpetual complies with section 675 of the Corporations Act as if the Fund were an unlisted disclosing entity and includes statements in any PDS for interests in the Fund to the effect that Perpetual will comply with the continuous disclosure requirements of the Corporations Act as if the Fund were an unlisted disclosing entity.

### Periodic statement relief

ASIC Class Order [CO 13/1200] exempts Perpetual from certain periodic statement requirements. In particular, Perpetual is not required (and does not propose) to include in periodic statements details of the price at which an investor transacts in units on the ASX, or information on the return on an investment in units acquired on the ASX (for the year in which the units are acquired), if Perpetual is not able to calculate this and the periodic statement explains why the information was not included and how it can be obtained.

## Your privacy

We obtain personal information about you to be able to administer your investment and comply with any relevant laws. In some circumstances we may disclose your personal information to Perpetual's related entities or service providers that perform a range of services on our behalf and which may be located overseas.

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

- the kinds of personal information we collect and hold

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

Our privacy policy is publicly available on our website at [www.perpetual.com.au](http://www.perpetual.com.au) or you can obtain a copy free of charge by contacting us.

## Inquiries and complaints

We're committed to providing you with the highest level of service and we have established procedures for dealing with any inquiries and complaints relating to your investment in the ETMFs.

### Inquiries

If you have an inquiry, you can either phone the ETMFs' registry provider, Link Market Services, on 1800 635 323 (8:30am to 5:00pm – Monday to Friday), email them at [perpetualetmf@linkmarketservices.com.au](mailto:perpetualetmf@linkmarketservices.com.au) or write to:

Link Market Services  
Perpetual Exchange Traded Managed Funds  
Locked Bag A14  
Sydney South NSW 1235

### Complaints

If you have a complaint about your investment in the ETMF(s), you should take one of the following steps:

1. Contact one of our Client Services representatives on 1800 022 033 and tell them about your complaint.
2. Email your complaint to [MyComplaint@perpetual.com.au](mailto:MyComplaint@perpetual.com.au).
3. Complete our online complaints submission form available at [www.perpetual.com.au/privacy-policy/making-a-complaint](http://www.perpetual.com.au/privacy-policy/making-a-complaint).
4. Put your complaint in writing and mail it to:

Client Services – Complaints  
Perpetual Exchange Traded Managed Funds  
GPO Box 4171  
Sydney NSW 2001

We will endeavour to respond to your complaint fairly and as quickly as we can and by no later than the maximum response timeframe of 30 days. If we have not had a reasonable opportunity to respond to your complaint before the maximum response timeframe ends, we will write to you to let you know.

If, before the maximum response timeframe for your complaint has passed, you don't feel as though your concerns are being heard or have received our response and are not satisfied with the resolution that has been proposed, our Client Advocacy Team may be able to assist you. Please see [www.perpetual.com.au/about/client-advocacy](http://www.perpetual.com.au/about/client-advocacy) for information on how to get in touch with our Client Advocacy Team members.

If, at any time you are not satisfied with our response to your complaint, any aspect of our complaints handling process or if you have not received a response within the maximum response timeframe, the Australian Financial Complaints Authority (AFCA) might be able to assist you.

### Australian Financial Complaints Authority

We are members of the AFCA external dispute resolution scheme.

AFCA has been established by the Commonwealth Government to deal with complaints from consumers and small businesses about financial services firms. AFCA service is free of charge to you.

Contact details for AFCA are as follows:

<b>Phone</b>	1800 931 678
<b>Email</b>	<a href="mailto:info@afca.org.au">info@afca.org.au</a>
<b>Website</b>	<a href="http://www.afca.org.au">www.afca.org.au</a>
<b>Mail</b>	Australian Financial Complaints Authority GPO Box 3, Melbourne VIC 3001

## Investments and social security

If you are a personal investor, your investment in the ETMFs may affect your social security or pension entitlements. The calculations are complex so we recommend that you seek advice from your financial or tax adviser, or use the Financial Information Service provided by Services Australia.

## Our role as responsible entity

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

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

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

## Constitutions

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

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

## Borrowing powers

The Funds' constitutions allow the Funds to borrow. The Funds currently don't intend to borrow as part of their investment strategy (see the 'Fund profiles' section for details of the investment strategy for each Fund). However, borrowing may occur in the management of the ETMFs. To the extent permitted, the Funds may borrow from a variety of sources, including companies associated with the Perpetual Group (in which case the terms are set on a commercial and arm's length basis).

## Our liability

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

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

## Rights of investors

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

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

## Incorporation by reference

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

The following incorporated information forms part of this PDS:

- details of current external specialist investment managers (if any)
- details of the latest annual transaction costs for each ETMF.

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

You should also read the incorporated information.



## Important additional information for New Zealand investors

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

### Warning statement

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

### Additional warning statement: currency risk

1. The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

2. If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

### Additional warning statement: trading on financial product market

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

### Additional warning statement: dispute resolution process

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

### Distribution reinvestment plan

Units allotted as a result of distribution reinvestment will be allotted in accordance with the PDS (see 'Distribution payments' in the 'Investing in the ETMFs' section for details) and the Funds' constitutions (as amended).

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

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

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



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## Contact details

### **Website**

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

### **Email**

Link Market Services

[perpetualetmf@linkmarketservices.com.au](mailto:perpetualetmf@linkmarketservices.com.au)

### **Phone**

Link Market Services

8:30am to 5:00pm – Monday to Friday  
(excluding Public Holidays)

1800 635 323

### **Postal address**

Link Market Services  
Perpetual Exchange Traded Managed Funds  
Locked Bag A14  
Sydney South NSW 1235

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### **Australian Capital Territory**

Nishi Building  
Level 9  
2 Phillip Law Street  
Canberra ACT 2601

### **New South Wales**

Angel Place  
Level 18  
123 Pitt Street  
Sydney NSW 2000

### **Queensland**

Central Plaza 1  
Level 15  
345 Queen Street  
Brisbane QLD 4000

### **South Australia**

Level 11  
101 Grenfell Street  
Adelaide SA 5000

### **Victoria**

Rialto South Tower  
Level 29  
525 Collins Street  
Melbourne VIC 3000

### **Western Australia**

Exchange Tower  
Level 29  
2 The Esplanade  
Perth WA 6000

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

**Trust is earned.**

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