

PERPETUAL WHOLESALE FUNDS

Product Disclosure Statement

PRODUCT DISCLOSURE STATEMENT
ISSUE NUMBER 13 DATED 1 DECEMBER 2020
Issued by Perpetual Investment Management Limited
ABN 18 000 866 535 AFSL 234426

Perpetual 

IMPORTANT NOTES

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

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

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

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

'Perpetual Group' means Perpetual Limited and its subsidiaries.

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

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

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

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

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

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

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

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

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

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

NEW ZEALAND INVESTORS

Please also refer to 'Important additional information for New Zealand investors' on page 49 for further information.

CONTENTS

IMPORTANT NOTES	INSIDE FRONT COVER	ADDITIONAL INFORMATION	45
WELCOME TO PERPETUAL WHOLESALF FUNDS	2	Your cooling-off rights	45
The key benefits of investing	2	How units are priced and investments are valued	45
About Perpetual Investments	2	Reporting	45
THE FUNDS AT A GLANCE	3	Continuous disclosure documents	46
UNDERSTANDING INVESTMENT RISK	4	Your privacy	46
The risks of investing	4	Anti-money laundering/ counter-terrorism financing laws	46
How we manage these risks	6	Inquiries and complaints	46
FUND PROFILES	7	Investments and social security	47
ADDITIONAL INVESTMENT INFORMATION	22	Mortgage of units	47
Use of derivatives	22	Transfer of units	47
Environmental, social, governance and ethical factors	22	Our role as responsible entity	47
Additional information about certain 'complex' funds	23	Constitutions	48
FEES AND OTHER COSTS	27	Borrowing powers	48
Fees and costs summary	27	Our liability	48
Example of annual fees and costs	28	Rights of investors	48
Cost of product information	29	Suspension of applications, switches and withdrawals	48
Additional explanation of fees and costs	30	Other conditions	48
OPERATING YOUR ACCOUNT	37	Incorporation by reference	49
Investments	38	Other documents	49
Switches	39	Important additional information for New Zealand investors	49
Withdrawals	39	APPLYING FOR AN INVESTMENT	50
How units are issued or withdrawn	41	APPLICATION FORM	53
Distributions	41	CONTACT DETAILS	INSIDE BACK COVER
Instructions and changes	42		
Authorised representative	42		
myPerpetual online access	42		
Interest earned on application, withdrawal and distribution accounts	42		
TAX	43		
Attribution management investment trust (AMIT) regime	43		
Tax position of the Funds	43		
Australian resident investors	43		
Non-resident investors	43		
Reporting	43		
Tax file number (TFN)/ Australian business number (ABN)	43		
Goods and services tax (GST)	44		

WELCOME TO PERPETUAL WHOLESALE FUNDS

THE KEY BENEFITS OF INVESTING

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

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

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

ASSET CLASSES AVAILABLE

The main asset classes that the Funds may invest in are shown in the table below. The Funds may also invest in other types of assets (see 'Fund profiles' on pages 7-21 for details).

ABOUT PERPETUAL INVESTMENTS

Perpetual Investments is one of Australia's leading investment managers, with \$29.0 billion in funds under management (as at 30 September 2020). Perpetual Investments is part of the Perpetual Group, which has been in operation for over 130 years. By employing some of the industry's best investment specialists and applying a proven investment philosophy, Perpetual Investments has been able to help generations of Australians manage their wealth.

SPECIALIST INVESTMENT MANAGERS

We have appointed Barrow, Hanley, Mewhinney & Strauss, LLC (Barrow Hanley) as the specialist investment manager for the Perpetual Wholesale Global Share Fund.

Barrow Hanley is a global value equity manager, founded in 1979 and based in Dallas, Texas (USA), with US\$44.58 billion in assets under management as at 30 September 2020. Barrow Hanley is a 75% owned subsidiary of Perpetual Limited and a related party of Perpetual Investments. Perpetual Corporate Trust Limited (ABN 99 000 341 533, AFSL 392673) has appointed Barrow Hanley as its authorised representative (Representative number 001283250) under its Australian Financial Services Licence.

We may from time to time appoint other related or external specialist investment managers to manage one or more asset classes in the Funds in whole or in part. Details about current external specialist investment managers at any time are available at our website (see 'Incorporation by reference' on page 49 for details) or can be obtained free of charge by contacting us.

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

THE MAIN ASSET CLASSES

ASSET CLASS	DESCRIPTION OF INVESTMENT
Cash	<p>Cash investments include discount securities (eg bank bills), short-term deposits and money market funds which may invest in fixed income instruments and loans. Cash provides a relatively consistent rate of return in the form of regular interest payments, generally in line with short-term interest rates and is widely considered the lowest investment risk.</p> <p>For Perpetual Wholesale High Grade Floating Rate Fund, deposits are products offered by authorised deposit-taking institutions (ADIs). ADIs are regulated by the Australian Prudential Regulation Authority (APRA), which enforces standards designed to ensure that under all reasonable circumstances ADIs can meet their obligations to depositors.</p> <p>Money market instruments are considered highly liquid fixed income instruments with a short maturity profile.</p>
Fixed income	<p>Fixed income instruments are securities issued by an issuer for a pre-determined period. The issuers may include governments, banks, corporations and asset backed trusts. The instruments when issued usually provide a return in the form of defined periodic income payments and the return of principal at maturity. These income payments are either fixed when issued or set periodically against a benchmark.</p>
Property	<p>A property investment involves buying shares that represent a portion of ownership in a property related security, buying units in a listed or unlisted property trust or buying property directly. Property investments can be in a range of sectors including commercial, industrial, residential and retail. Returns are usually generated from rental income and changes in the value of the underlying properties.</p>
Shares	<p>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.</p>

THE FUNDS AT A GLANCE

CHOICE OF FUNDS	SUMMARY INFORMATION	FURTHER INFORMATION
A range of Funds managed by Perpetual or specialist investment managers	A variety of single asset class and multi asset class Funds to choose from	pages 7-21
CURRENT MINIMUM AMOUNTS	SUMMARY INFORMATION	FURTHER INFORMATION
Initial investment per Fund	\$25,000 by cheque or direct debit	page 38
Additional investment into an existing Fund	\$2,000 by direct debit or BPAY® \$100 by savings plan	page 38
Switches between Funds	No minimum	page 39
Withdrawals	No minimum (\$100 for regular withdrawal plan)	pages 39-40
Investment balance in a Fund after a switch or withdrawal	\$25,000	page 39
OPTIONAL FEATURES	SUMMARY INFORMATION	FURTHER INFORMATION
Direct debit	For authorising us to debit your nominated account directly to make your initial and/or additional investments	page 38
BPAY®	For making additional investments electronically	page 38
Savings plan	For making regular investments by direct debit	page 39
Switching	For restructuring your investment portfolio	page 39
Regular withdrawal plan	For receiving regular payments from your investment	page 40
Phone transactions	For making withdrawals and various changes	page 40
myPerpetual	For accessing and viewing your investment information, transacting on your account and updating your personal details online	page 42
REPORTING	SUMMARY INFORMATION	FURTHER INFORMATION
Initial investment statement	For your initial investment	page 45
Additional investment statement	For each additional investment	page 45
Investment restructure statement	For every Fund switch	page 45
Partial withdrawal statement	For every partial withdrawal	page 45
Withdrawal (exit) statement	When you make a full withdrawal from a Fund	page 45
Distribution statement	Generally following a distribution	page 45
Annual statement	Yearly as at 30 June	page 45
Annual report	Provided online (copy by mail available on request)	page 45
Tax statement	Yearly (after the end of the financial year) ¹	page 45

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

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

UNDERSTANDING INVESTMENT RISK

THE RISKS OF INVESTING

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

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

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

SIGNIFICANT RISKS

TYPE OF RISK	DESCRIPTION OF RISK
Market and economic risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment, 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.
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.
Interest rate risk	Changes in interest rates may have a negative impact, either directly or indirectly, on investment returns.
Credit risk	The issuer or party to a transaction may not repay the principal, make interest payments or fulfil other financial obligations in full and/or on time. The market value of an investment can also fall significantly when the perceived risk of a note or bond increases or its credit rating declines.
Liquidity risk	The absence of an established market or shortage of buyers for an investment can result in a loss if the holder of the investment needs to sell it within a particular timeframe. A shortage of liquidity can also result in delays in the payment of withdrawals from a fund – see 'Withdrawals' on page 39 and 'Suspension of applications, switches and withdrawals' on page 48 for further information.
Derivatives risk	Derivative values can fluctuate significantly and in certain circumstances a derivative can be more volatile than the underlying asset or index. The value of a derivative contract may fall as a result of an adverse movement in the underlying asset or index. Losses can be magnified where a greater exposure is created through the derivative position than is backed by the assets of a fund. Derivatives may also be subject to liquidity risk and/or counterparty risk. Depending on market conditions derivative positions can be costly or difficult to reverse. A counterparty may also be required to take collateral from a Fund's assets to support a derivatives contract. Therefore, there is a risk that if the counterparty becomes insolvent, the Fund's assets may not be returned in full. See 'Use of derivatives' on page 22 for further information about how derivatives may be used in the management of the Funds.
Counterparty risk	A loss may occur if the other party to a contract, including derivatives contracts, lending arrangements (cash or stocks) or currency hedging agreement, defaults on their obligations under the contract.
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Investment strategy risks	A fund's investment strategy may involve specific risks. These include gearing risk, short-position risk, prime broker risk, portfolio concentration risk, industry sector risk and smaller company risk – see 'Investment strategy risks' on page 5 for details.
Other investment risks	The investment professionals employed to manage the Funds may change, which may affect the future performance of a Fund. Investing in a Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income. Transactions may be suspended, which may result in delays in paying withdrawal requests – see 'Suspension of applications, switches and withdrawals' on page 48 for further information. A Fund may be terminated.
Conflicts risk	Conflicts of interest may arise between related parties appointed to provide services to the Funds.
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

GEARING RISK

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

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

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

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

EXAMPLE

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

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

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

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

SHORT-POSITION RISK

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

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

EXAMPLE

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

Establishing a short position in a security involves a higher level of risk than investing in a security. This is because when you invest in a security, the maximum loss is generally limited to the amount invested. With short positions there is no limit on the maximum loss because there is no upper limit on the security's price. In other words, the loss will continue to increase as the security's price rises.

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

PRIME BROKER RISK

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

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

PORTFOLIO CONCENTRATION RISK

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

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.

SMALLER COMPANY RISK

When investing in a company generally considered small by market capitalisation, an investor is exposed to many risks to which the company is exposed and this may impact the value of the security. The company may also be a new participant with limited public information or involve new concepts which may be speculative.

In addition, the market price of a smaller company's securities may fluctuate in an unrelated or disproportionate way to the operating performance of the company.

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.

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.

FUND PROFILES

CURRENT FUNDS

The following Fund profiles on pages 9-21 provide a summary of the Funds currently offered within Perpetual Wholesale Funds.

CATEGORY	FUND	PAGE
Fixed income	Perpetual Wholesale Active Fixed Interest Fund	9
	Perpetual Wholesale Diversified Income Fund	9
	Perpetual Wholesale Dynamic Fixed Income Fund	10
	Perpetual Ethical SRI Credit Fund	10
	Perpetual Wholesale High Grade Floating Rate Fund	11
Share income	Perpetual Wholesale Income Share Fund	11
Australian shares	Perpetual Wholesale Australian Share Fund	12
	Perpetual Wholesale Concentrated Equity Fund	12
	Perpetual Wholesale Ethical SRI Fund	13
	Perpetual Wholesale Geared Australian Share Fund	13
	Perpetual Wholesale Industrial Share Fund	14
	Perpetual Wholesale SHARE-PLUS Long-Short Fund	14
	Perpetual Wholesale Smaller Companies Fund	15
Global shares	Perpetual Global Innovation Share Fund	15
	Perpetual Wholesale Global Share Fund	16
Diversified – conservative	Perpetual Wholesale Conservative Growth Fund	16
Diversified – balanced	Perpetual Wholesale Diversified Growth Fund	17
	Perpetual Diversified Real Return Fund – Class W units (standard fee option)	17
	Perpetual Diversified Real Return Fund – Class Z units (performance fee option)	18
Diversified – growth	Perpetual Wholesale Balanced Growth Fund	18
	Perpetual Wholesale Split Growth Fund	19

CLOSED FUNDS

The following Fund profiles on page 20 contain details of **closed Funds** and are provided for the **information only of existing investors**.

CATEGORY	CLOSED FUND	PAGE
Australian shares	Perpetual's Australian Share Fund	20
Diversified – growth	Perpetual Balanced Growth Fund No. 2	20

ABOUT THE FUND PROFILES

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

CATEGORY

This indicates the type of fund and/or main asset class(es) in which the Fund predominantly invests (see 'The key benefits of investing' and 'Asset classes available' on page 2 for further information about the types of funds and main asset classes).

MARKETING FUND NAME

This shows the Fund's marketing name used throughout this PDS, which may vary from its registered name (see below).

INVESTMENT MANAGER

This is the investment manager appointed by Perpetual Investments to manage the assets of each Fund.

REGISTERED MANAGED INVESTMENT SCHEME

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

APIR CODE

This is a unique industry identifier for each Fund.

COMMENCEMENT DATE

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

RISK LEVEL

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

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

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

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

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

SUGGESTED LENGTH OF INVESTMENT

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

DISTRIBUTION FREQUENCY AND DATES

The distribution frequency is how often the Fund usually makes a distribution. The distribution dates are the effective dates for distributions. Payment of distributions not reinvested occurs after the distribution date (see 'Distributions' on page 41 for details).

OBJECTIVE

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

INVESTMENT APPROACH

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

INVESTMENT GUIDELINES

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

FOOTNOTES

You should refer to page 21 for details of footnotes.

FURTHER INFORMATION

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

FUND PROFILES

Category	FIXED INCOME	FIXED INCOME												
Marketing Fund name	PERPETUAL WHOLESAL ACTIVE FIXED INTEREST FUND	PERPETUAL WHOLESAL DIVERSIFIED INCOME FUND												
Investment manager	Perpetual Investments	Perpetual Investments												
Registered managed investment scheme	Perpetual Active Fixed Interest Fund ¹ ARSN 110 147 969	Perpetual Diversified Income Fund ⁵ ARSN 110 147 665												
APIR code	PER8045AU	PER0260AU												
Commencement date	February 2017 ²	October 2005												
Risk level	5 – Medium to high	6 – High												
Suggested length of investment	Three years or longer	Three years or longer												
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December												
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide investors with regular income by investing in fixed income securities, primarily corporate bonds outperform the Bloomberg AusBond Composite Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to provide regular income and consistent returns above the Bloomberg AusBond Bank Bill Index (before fees and taxes) over rolling three-year periods by investing in a diverse range of income generating assets.</p>												
Investment approach	<p>Perpetual aims to enhance returns by:</p> <ul style="list-style-type: none"> diversifying the Fund among different securities issued by various borrowers actively managing for changes in market-wide and security-specific credit margins identifying and investing in relative value within the universe of credit securities actively managing the portfolio with respect to interest rates, swap and credit margins and managing the portfolio's sensitivity to changes in these. <p>Derivatives may be used in managing the Fund.</p>	<p>The Fund's approach to delivering returns and managing risk is through an active and risk aware investment process which invests in a diversified core portfolio of liquid investment grade credit securities. Perpetual believes these assets provide investors with protection in times of market stress. When the environment is supportive Perpetual seeks to enhance returns by taking more risk whether that be in maturity, credit rating, subordination or gearing. The Fund can also invest in alternative income generating securities such as mortgages, infrastructure debt and private debt. This approach to portfolio construction is Perpetual's preferred method to deliver investors the highest possible risk adjusted returns.</p> <p>Derivatives may be used in managing the Fund.</p>												
Investment guidelines	<table border="0"> <tr> <td>Cash and investment grade securities³</td> <td>90-100%</td> </tr> <tr> <td>Sub-investment grade securities⁴ and non-rated securities</td> <td>0-10%</td> </tr> </table>	Cash and investment grade securities ³	90-100%	Sub-investment grade securities ⁴ and non-rated securities	0-10%	<table border="0"> <tr> <td>Cash and investment grade securities³</td> <td>75-100%</td> </tr> <tr> <td>Sub-investment grade securities⁴ and non-rated securities (includes mortgages and other private debt)</td> <td>0-25%</td> </tr> <tr> <td>Gearing level (of the Fund's net asset value)</td> <td>0-15%</td> </tr> <tr> <td></td> <td>0-25%</td> </tr> </table>	Cash and investment grade securities ³	75-100%	Sub-investment grade securities ⁴ and non-rated securities (includes mortgages and other private debt)	0-25%	Gearing level (of the Fund's net asset value)	0-15%		0-25%
Cash and investment grade securities ³	90-100%													
Sub-investment grade securities ⁴ and non-rated securities	0-10%													
Cash and investment grade securities ³	75-100%													
Sub-investment grade securities ⁴ and non-rated securities (includes mortgages and other private debt)	0-25%													
Gearing level (of the Fund's net asset value)	0-15%													
	0-25%													

FUND PROFILES

Category	FIXED INCOME	FIXED INCOME												
Marketing Fund name	PERPETUAL WHOLESALE DYNAMIC FIXED INCOME FUND	PERPETUAL ETHICAL SRI CREDIT FUND												
Investment manager	Perpetual Investments	Perpetual Investments												
Registered managed investment scheme	Perpetual Dynamic Fixed Income Fund ARSN 147 094 415	Perpetual Ethical SRI Credit Fund ARSN 625 524 138												
APIR code	PERO557AU	PER1744AU												
Commencement date	November 2010	June 2018												
Risk level	6 – High	4 – Medium												
Suggested length of investment	Three years or longer	Three years or longer												
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December												
Objective	<p>Aims to provide:</p> <ul style="list-style-type: none"> capital stability and regular income by investing in a diversified range of income generating assets a positive return (before fees and taxes) irrespective of market conditions over rolling three-year periods. 	<p>Aims to provide regular income and consistent returns above the Bloomberg AusBond Bank Bill Index (before fees and taxes) over rolling three-year periods by investing in a diverse range of income generating, ethical and socially responsible assets.</p>												
Investment approach	<p>Perpetual aims to achieve the objective by:</p> <ul style="list-style-type: none"> investing in both Australian and international fixed income assets actively managing the credit risk through: <ul style="list-style-type: none"> diversifying the Fund among different securities issued by various borrowers actively managing for changes in market-wide and security-specific credit margins identifying and investing in relative value within the universe of credit securities managing duration risk⁶ considering a variety of factors, including valuations and current market conditions. <p>Currency hedges may be used from time to time. Derivatives may be used in managing the Fund.</p>	<p>The Fund’s approach to delivering returns and managing risk is through an active and risk aware investment process which invests in a diversified core portfolio of liquid investment grade credit securities. Perpetual believes these assets provide investors with protection in times of market stress. When the environment is supportive Perpetual seeks to enhance returns by taking more risk whether that be in maturity, credit rating or subordination. The Fund can also invest in alternative income generating securities such as infrastructure debt. This approach to portfolio construction is Perpetual’s preferred method to deliver investors the highest possible risk adjusted returns.</p> <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’ on page 22).</p> <p>Derivatives may be used in managing the Fund.</p>												
Investment guidelines	<table border="1"> <tbody> <tr> <td>Fixed rate exposure</td> <td>0-100%</td> </tr> <tr> <td>Floating rate exposure</td> <td>0-100%</td> </tr> <tr> <td>Cash and investment grade securities³</td> <td>75-100%</td> </tr> <tr> <td>Sub-investment grade securities⁴ and non-rated securities</td> <td>0-25%</td> </tr> </tbody> </table>	Fixed rate exposure	0-100%	Floating rate exposure	0-100%	Cash and investment grade securities ³	75-100%	Sub-investment grade securities ⁴ and non-rated securities	0-25%	<table border="1"> <tbody> <tr> <td>Cash and investment grade securities³</td> <td>75-100%</td> </tr> <tr> <td>Sub-investment grade securities⁴ and non-rated securities</td> <td>0-25%</td> </tr> </tbody> </table>	Cash and investment grade securities ³	75-100%	Sub-investment grade securities ⁴ and non-rated securities	0-25%
Fixed rate exposure	0-100%													
Floating rate exposure	0-100%													
Cash and investment grade securities ³	75-100%													
Sub-investment grade securities ⁴ and non-rated securities	0-25%													
Cash and investment grade securities ³	75-100%													
Sub-investment grade securities ⁴ and non-rated securities	0-25%													

FUND PROFILES

Category	FIXED INCOME	SHARE INCOME				
Marketing Fund name	PERPETUAL WHOLESAL HIGH GRADE FLOATING RATE FUND	PERPETUAL WHOLESAL INCOME SHARE FUND				
Investment manager	Perpetual Investments	Perpetual Investments				
Registered managed investment scheme	Perpetual High Grade Treasury Fund ⁷ ARSN 098 496 998	Perpetual Income Share Fund ARSN 093 446 256				
APIR code	PERO562AU	PTC0002AU				
Commencement date	March 2011 ⁸	October 1993				
Risk level	2 – Low	6 – High				
Suggested length of investment	One year or longer	Five years or longer				
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December				
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> • provide investors with regular income by investing in deposits, money market and fixed income securities • outperform the Bloomberg AusBond Bank Bill Index on an ongoing basis (before fees and taxes). 	<p>Aims to provide investors with:</p> <ul style="list-style-type: none"> • exposure to a diversified portfolio of tax-effective high income yielding Australian securities that are also expected to produce some long-term capital growth • above market dividend yield as measured by the S&P/ASX 200 Accumulation Index. 				
Investment approach	<p>The Fund invests in a diversified portfolio of securities. By investing in corporate debt, asset-backed securities (including mortgages) and debt-like hybrid securities and discount securities, Perpetual aims to enhance returns while substantially retaining low-risk characteristics.</p> <p>Perpetual aims to enhance returns by:</p> <ul style="list-style-type: none"> • considering a range of securities, providing they meet the minimum required credit rating • selecting securities that offer attractive yields relative to their risk • actively managing for changes in market-wide and security-specific credit margins • diversifying among different securities issued by various borrowers. <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> • conservative debt levels • sound management • quality business and • recurring earnings. <p>Derivatives may be used in managing the Fund.</p>				
Investment guidelines	Invest predominantly in investment grade securities ³ .	<table border="0"> <tr> <td>Australian shares and fixed income securities</td> <td style="text-align: right;">80-100%</td> </tr> <tr> <td>Cash</td> <td style="text-align: right;">0-20%</td> </tr> </table>	Australian shares and fixed income securities	80-100%	Cash	0-20%
Australian shares and fixed income securities	80-100%					
Cash	0-20%					

FUND PROFILES

Category	AUSTRALIAN SHARES	AUSTRALIAN SHARES								
Marketing Fund name	PERPETUAL WHOLESAL AUSTRALIAN SHARE FUND	PERPETUAL WHOLESAL CONCENTRATED EQUITY FUND								
Investment manager	Perpetual Investments	Perpetual Investments								
Registered managed investment scheme	Perpetual Australian Share Fund ARSN 091 189 132	Perpetual Concentrated Equity Fund ARSN 091 185 590								
APIR code	PER0049AU	PER0102AU								
Commencement date	February 1997	August 1999								
Risk level	6 – High	6 – High								
Suggested length of investment	Five years or longer	Five years or longer								
Distribution frequency and dates	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December								
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> • provide long-term capital growth and regular income through investment predominantly in quality Australian industrial and resource shares • outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> • provide long-term capital growth and income through investment predominantly in quality Australian industrial and resource shares • outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 								
Investment approach	<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"> • conservative debt levels • sound management • quality business and • recurring earnings. <p>The Fund may have up to 20% exposure to investments in international shares.⁹</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> • conservative debt levels • sound management • quality business and • recurring earnings. <p>The Fund may have up to 20% exposure to investments in international shares.⁹</p> <p>The Fund's investment portfolio will typically consist of between 20 and 45 stocks.</p> <p>Derivatives may be used in managing the Fund.</p>								
Investment guidelines	<table border="0"> <tr> <td>Australian shares⁹</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares ⁹	90-100%	Cash	0-10%	<table border="0"> <tr> <td>Australian shares⁹</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares ⁹	90-100%	Cash	0-10%
Australian shares ⁹	90-100%									
Cash	0-10%									
Australian shares ⁹	90-100%									
Cash	0-10%									

FUND PROFILES

Category	AUSTRALIAN SHARES	AUSTRALIAN SHARES										
Marketing Fund name	PERPETUAL WHOLESAL ETHICAL SRI FUND	PERPETUAL WHOLESAL GEARED AUSTRALIAN SHARE FUND										
Investment manager	Perpetual Investments	Perpetual Investments										
Registered managed investment scheme	Perpetual Ethical SRI Fund ARSN 099 975 041	Perpetual Geared Australian Share Fund ARSN 103 864 688										
APIR code	PERO116AU	PERO071AU										
Commencement date	April 2002	March 2003										
Risk level	6 – High	7 – Very high										
Suggested length of investment	Five years or longer	Seven years or longer										
Distribution frequency and dates	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December										
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and regular income through investment predominantly in quality shares of Australian ethical and socially responsible companies outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> enhance long-term capital growth through borrowing (gearing) to invest predominantly in quality Australian industrial and resource shares outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 										
Investment approach	<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"> conservative debt levels sound management quality business and recurring earnings. <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' on page 22).</p> <p>The Fund may have up to 20% exposure to investments in international shares.⁹</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and recurring earnings. <p>The gearing level of the Fund must be kept within pre-determined guidelines. Within these, Perpetual aims to ensure that the gearing level is maximised, subject to the cost of borrowing being adequately covered by net income.</p> <p>The Fund may have up to 20% exposure to investments in international shares.⁹</p> <p>Derivatives may be used in managing the Fund, including for gearing purposes.</p>										
Investment guidelines	<table border="1"> <tr> <td>Australian shares⁹</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares ⁹	90-100%	Cash	0-10%	<table border="1"> <tr> <td>Australian shares⁹</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> <tr> <td>Gearing level¹⁰</td> <td>0-60%</td> </tr> </table>	Australian shares ⁹	90-100%	Cash	0-10%	Gearing level ¹⁰	0-60%
Australian shares ⁹	90-100%											
Cash	0-10%											
Australian shares ⁹	90-100%											
Cash	0-10%											
Gearing level ¹⁰	0-60%											

FUND PROFILES

Category	AUSTRALIAN SHARES	AUSTRALIAN SHARES												
Marketing Fund name	PERPETUAL WHOLESALE INDUSTRIAL SHARE FUND	PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND												
Investment manager	Perpetual Investments	Perpetual Investments												
Registered managed investment scheme	Perpetual Wholesale Industrial Fund ARSN 091 187 049	Perpetual SHARE-PLUS Long-Short Fund ARSN 103 864 937												
APIR code	PER0046AU	PER0072AU												
Commencement date	December 1996	March 2003												
Risk level	6 – High	6 – High												
Suggested length of investment	Five years or longer	Five years or longer												
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December												
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> • provide long-term capital growth and regular income through investment predominantly in quality Australian industrial shares • outperform the S&P/ASX 300 Industrials Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> • provide long-term capital growth and income through investment in quality shares and taking short positions predominantly in selected Australian shares⁹ • outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 												
Investment approach	<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"> • conservative debt levels • sound management • quality business and • recurring earnings. <p>The Fund may have up to 10% exposure to investments in international shares.¹¹</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> • conservative debt levels • sound management • quality business and • recurring earnings. <p>In addition, Perpetual aims to take short positions predominantly in Australian shares⁹ that it believes will fall in value. The short positions are determined based on each stock's expected returns and the investment constraints (designed to reduce the risks associated with taking short positions).</p> <p>The Fund may have up to 20% exposure to investments in international shares.⁹</p> <p>The Fund may have up to 10% exposure to short positions in international shares.¹²</p> <p>Derivatives may be used in managing the Fund.</p>												
Investment guidelines	<table border="1"> <tr> <td>Industrial shares¹¹</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Industrial shares ¹¹	90-100%	Cash	0-10%	<table border="1"> <tr> <td>Australian shares⁹</td> <td>90-125%</td> </tr> <tr> <td>Short positions¹²</td> <td>0-25%</td> </tr> <tr> <td>Australian shares⁹ (net)¹²</td> <td>65-100%</td> </tr> <tr> <td>Cash</td> <td>0-35%</td> </tr> </table>	Australian shares ⁹	90-125%	Short positions ¹²	0-25%	Australian shares ⁹ (net) ¹²	65-100%	Cash	0-35%
Industrial shares ¹¹	90-100%													
Cash	0-10%													
Australian shares ⁹	90-125%													
Short positions ¹²	0-25%													
Australian shares ⁹ (net) ¹²	65-100%													
Cash	0-35%													

FUND PROFILES

Category	AUSTRALIAN SHARES	GLOBAL SHARES								
Marketing Fund name	PERPETUAL WHOLESALE SMALLER COMPANIES FUND	PERPETUAL GLOBAL INNOVATION SHARE FUND								
Investment manager	Perpetual Investments	Perpetual Investments								
Registered managed investment scheme	Perpetual Smaller Companies Fund ARSN 091 188 082	Perpetual Global Innovation Share Fund ARSN 618 533 510								
APIR code	PER0048AU	PER1547AU								
Commencement date	October 1996	May 2017								
Risk level	6 – High	6 – High								
Suggested length of investment	Five years or longer	Seven years or longer								
Distribution frequency and dates	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December								
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in quality Australian industrial and resource shares which, when first acquired, do not rank in the S&P/ASX 50 Index outperform the S&P/ASX Small Ordinaries Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide investors with long-term capital growth through investment in quality global shares that are benefiting from changes in technology and innovation outperform the MSCI All Countries World Net Total Return Index (AUD) (before fees and taxes) over rolling three-year periods. 								
Investment approach	<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"> conservative debt levels sound management quality business and recurring earnings. <p>Derivatives may be used in managing the Fund.</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>In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business recurring earnings. <p>The Fund may hold up to 30% in companies that fall outside the above criteria.</p> <p>The diversified 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.</p> <p>Global shares include convertible notes, which are short-term debt securities that convert into equity.</p>								
Investment guidelines	<table border="1"> <tr> <td>Australian smaller company shares¹³</td> <td>80-100%</td> </tr> <tr> <td>Cash</td> <td>0-20%</td> </tr> </table>	Australian smaller company shares ¹³	80-100%	Cash	0-20%	<table border="1"> <tr> <td>Global shares</td> <td>75-100%</td> </tr> <tr> <td>Cash</td> <td>0-25%</td> </tr> </table>	Global shares	75-100%	Cash	0-25%
Australian smaller company shares ¹³	80-100%									
Cash	0-20%									
Global shares	75-100%									
Cash	0-25%									

FUND PROFILES

Category	GLOBAL SHARES	DIVERSIFIED – CONSERVATIVE																
Marketing Fund name	PERPETUAL WHOLESALE GLOBAL SHARE FUND	PERPETUAL WHOLESALE CONSERVATIVE GROWTH FUND																
Investment manager	Barrow Hanley	Perpetual Investments																
Registered managed investment scheme	Perpetual Global Share Fund ¹⁴ ARSN 601 199 035	Perpetual Conservative Growth Fund ARSN 105 779 628																
APIR code	PERO733AU	PERO077AU																
Commencement date	November 2009 ¹⁵	September 2003																
Risk level	7 – Very high	5 – Medium to high ¹⁷																
Suggested length of investment	Seven years or longer	Three years or longer																
Distribution frequency and dates	Half-yearly – 30 June and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December																
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide investors with long-term capital growth through investment in quality global shares outperform the MSCI World Net Total Return Index (AUD) (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide moderate growth over the medium term and income through investment in a diversified portfolio with an emphasis on cash and fixed income securities outperform the All Groups CPI + 3.5% pa (before fees and taxes) over at least two-year periods outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods. 																
Investment approach	<p>The investment manager strives to achieve the above objectives by adopting a value-oriented, bottom-up investment process focused on in-depth fundamental research to identify companies that trade below their intrinsic value for reasons that they can identify, believe are temporary and have a clearly identified path to achieving fair value.</p> <p>The investment manager aims to select the most attractive securities to construct a well-diversified, high active share portfolio that provides asymmetrical returns by participating in up markets while protecting in down markets. The portfolio will exhibit a clear value bias and seek characteristics such as:</p> <ul style="list-style-type: none"> price/earnings ratios below the market price/book ratios below the market enterprise value/free cash flow ratios below the market dividend yields above the market. <p>The Fund will primarily invest in companies incorporated in developed markets and may hold up to 20% of the portfolio in companies incorporated in emerging markets.</p> <p>The portfolio has no direct tobacco stock exposure.</p> <p>The currency exposure in the Fund is unhedged.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on cash and fixed income securities.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Net foreign currency exposure will be limited to 50% of the gross asset value of the Fund.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>																
Investment guidelines	<table border="0"> <tr> <td>Global shares</td> <td>95-100%</td> </tr> <tr> <td>Cash¹⁶</td> <td>0-5%</td> </tr> </table>	Global shares	95-100%	Cash ¹⁶	0-5%	<table border="0"> <tr> <td>Australian shares¹⁸</td> <td>0-25%</td> </tr> <tr> <td>International shares¹⁸</td> <td>0-20%</td> </tr> <tr> <td>Property</td> <td>0-10%</td> </tr> <tr> <td>Fixed income and credit¹⁹</td> <td>15-65%</td> </tr> <tr> <td>Cash</td> <td>5-55%</td> </tr> <tr> <td>Other assets²⁰</td> <td>0-30%</td> </tr> </table>	Australian shares ¹⁸	0-25%	International shares ¹⁸	0-20%	Property	0-10%	Fixed income and credit ¹⁹	15-65%	Cash	5-55%	Other assets ²⁰	0-30%
Global shares	95-100%																	
Cash ¹⁶	0-5%																	
Australian shares ¹⁸	0-25%																	
International shares ¹⁸	0-20%																	
Property	0-10%																	
Fixed income and credit ¹⁹	15-65%																	
Cash	5-55%																	
Other assets ²⁰	0-30%																	

FUND PROFILES

Category	DIVERSIFIED - BALANCED		DIVERSIFIED - BALANCED	
Marketing Fund name	PERPETUAL WHOLESALE DIVERSIFIED GROWTH FUND		PERPETUAL DIVERSIFIED REAL RETURN FUND - CLASS W UNITS (STANDARD FEE OPTION)	
Investment manager	Perpetual Investments		Perpetual Investments	
Registered managed investment scheme	Perpetual Diversified Growth Fund ARSN 098 429 746		Perpetual Diversified Real Return Fund ARSN 146 128 181	
APIR code	PERO114AU		PERO556AU	
Commencement date	October 2001		October 2010 (for the original Class W units)	
Risk level	6 - High		6 - High	
Suggested length of investment	Three years or longer		Five years or longer	
Distribution frequency and dates	Quarterly - 31 March, 30 June, 30 September and 31 December		Quarterly - 31 March, 30 June, 30 September and 31 December	
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in a diversified portfolio of growth and income assets outperform the All Groups CPI + 4.5% pa (before fees and taxes) over at least three-year periods outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods. 		<p>Targets a pre-tax return of 5% per annum above inflation²¹ (before fees and taxes) over rolling five-year periods, while minimising downside risk.</p>	
Investment approach	<p>The Fund invests in a diverse mix of growth, defensive and other assets.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Net foreign currency exposure will be limited to 50% of the gross asset value of the Fund.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>		<p>The Fund will invest in a diversified range of asset classes which are weighted according to the level of risk they contribute to the portfolio. Assets will be managed to effectively diversify these risk exposures. The combination of assets held by the Fund at any time are those which we believe provide the greatest probability of achieving the target return over rolling five-year periods. Perpetual may quickly adjust the Fund's asset allocation to respond to changing market conditions and/or to take advantage of new opportunities.</p> <p>In managing the Fund to meet its investment objective, the Fund may implement a considerable amount of its exposures via derivatives, and may include alternative and private market assets.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Net foreign currency exposure will be limited to 50% of the gross asset value of the Fund.</p>	
Investment guidelines	Australian shares ¹⁸	10-35%	Australian shares ²²	0-50%
	International shares ¹⁸	10-30%	International shares ²²	0-50%
	Property	0-15%	Property	0-15%
	Fixed income and credit ¹⁹	10-55%	Fixed income and credit ¹⁹	0-100%
	Cash	0-30%	Commodities	0-15%
	Other assets ²⁰	0-30%	Other investments ²³	0-30%
			Cash	0-100%
			(Illiquid assets ²⁴)	0-20%

FUND PROFILES

Category	DIVERSIFIED – BALANCED	DIVERSIFIED – GROWTH																												
Marketing Fund name	PERPETUAL DIVERSIFIED REAL RETURN FUND – CLASS Z UNITS (PERFORMANCE FEE OPTION)	PERPETUAL WHOLESALE BALANCED GROWTH FUND																												
Investment manager	Perpetual Investments	Perpetual Investments																												
Registered managed investment scheme	Perpetual Diversified Real Return Fund ARSN 146 128 181	Perpetual Balanced Growth Fund ARSN 091 187 601																												
APIR code	PER6115AU	PER0063AU																												
Commencement date	May 2018 (for Class Z units)	October 1997																												
Risk level	6 - High	6 – High																												
Suggested length of investment	Five years or longer	Five years or longer																												
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December																												
Objective	Targets a pre-tax return of 5% per annum above inflation ²¹ (before fees and taxes) over rolling five-year periods, while minimising downside risk.	<p>Aims to:</p> <ul style="list-style-type: none"> • provide long-term capital growth and income through investment in a diversified portfolio with an emphasis on Australian and international share investments • outperform the All Groups CPI + 5.0% pa (before fees and taxes) over at least five-year periods • outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods. 																												
Investment approach	<p>The Fund will invest in a diversified range of asset classes which are weighted according to the level of risk they contribute to the portfolio. Assets will be managed to effectively diversify these risk exposures. The combination of assets held by the Fund at any time are those which we believe provide the greatest probability of achieving the target return over rolling five-year periods. Perpetual may quickly adjust the Fund's asset allocation to respond to changing market conditions and/or to take advantage of new opportunities.</p> <p>In managing the Fund to meet its investment objective, the Fund may implement a considerable amount of its exposures via derivatives, and may include alternative and private market assets.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Net foreign currency exposure will be limited to 50% of the gross asset value of the Fund.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on Australian and international shares.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Net foreign currency exposure will be limited to 50% of the gross asset value of the Fund.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>																												
Investment guidelines	<table border="1"> <tbody> <tr> <td>Australian shares²²</td> <td>0-50%</td> </tr> <tr> <td>International shares²²</td> <td>0-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income and credit¹⁹</td> <td>0-100%</td> </tr> <tr> <td>Commodities</td> <td>0-15%</td> </tr> <tr> <td>Other investments²³</td> <td>0-30%</td> </tr> <tr> <td>Cash</td> <td>0-100%</td> </tr> <tr> <td>(Illiquid assets²⁴</td> <td>0-20%)</td> </tr> </tbody> </table>	Australian shares ²²	0-50%	International shares ²²	0-50%	Property	0-15%	Fixed income and credit ¹⁹	0-100%	Commodities	0-15%	Other investments ²³	0-30%	Cash	0-100%	(Illiquid assets ²⁴	0-20%)	<table border="1"> <tbody> <tr> <td>Australian shares¹⁸</td> <td>10-50%</td> </tr> <tr> <td>International shares¹⁸</td> <td>10-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income and credit¹⁹</td> <td>0-45%</td> </tr> <tr> <td>Cash</td> <td>0-30%</td> </tr> <tr> <td>Other assets²⁰</td> <td>0-30%</td> </tr> </tbody> </table>	Australian shares ¹⁸	10-50%	International shares ¹⁸	10-50%	Property	0-15%	Fixed income and credit ¹⁹	0-45%	Cash	0-30%	Other assets ²⁰	0-30%
Australian shares ²²	0-50%																													
International shares ²²	0-50%																													
Property	0-15%																													
Fixed income and credit ¹⁹	0-100%																													
Commodities	0-15%																													
Other investments ²³	0-30%																													
Cash	0-100%																													
(Illiquid assets ²⁴	0-20%)																													
Australian shares ¹⁸	10-50%																													
International shares ¹⁸	10-50%																													
Property	0-15%																													
Fixed income and credit ¹⁹	0-45%																													
Cash	0-30%																													
Other assets ²⁰	0-30%																													

FUND PROFILES

Category	DIVERSIFIED – GROWTH	
Marketing Fund name	PERPETUAL WHOLESALE SPLIT GROWTH FUND	
Investment manager	Perpetual Investments	
Registered managed investment scheme	Perpetual Split Growth Fund ARSN 091 185 438	
APIR code	PER0066AU	
Commencement date	March 1999	
Risk level	6 – High	
Suggested length of investment	Five years or longer	
Distribution frequency and dates	Yearly – 30 June	
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> • achieve long-term capital growth through investment in a variable mix of Australian and international shares and other securities, with lower risk than 100% exposure to either asset class • outperform a composite benchmark (before fees and taxes) comprising the S&P/ASX 300 Accumulation Index and the MSCI World ex Australia Accumulation Index (AUD) reflecting the Fund’s allocation to the various asset types over rolling three-year periods. 	
Investment approach	<p>The Fund may invest in Australian and international shares. The combination of assets held by the Fund at any time are those which we believe provide the greatest probability of achieving the investment objective over rolling three-year periods.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>	
Investment guidelines	International shares	45-100%
	Australian shares	0-35%
	Cash	0-20%

FUND PROFILES – CLOSED FUNDS

The following Funds are no longer offered publicly and are closed to any further investment by existing external investors (other than for reinvestment of distributions).

Category	AUSTRALIAN SHARES	DIVERSIFIED – GROWTH																
Marketing Fund name	PERPETUAL'S AUSTRALIAN SHARE FUND	PERPETUAL BALANCED GROWTH FUND NO. 2																
Investment manager	Perpetual Investments	Perpetual Investments																
Registered managed investment scheme	Perpetual's Australian Share Fund ARSN 093 183 165	Perpetual Balanced Growth Fund No. 2 ARSN 091 102 171																
APIR code	PER0281AU	PER0013AU																
Commencement date	August 1986	June 1993																
Risk level	6 – High	6 – High																
Suggested length of investment	Five years or longer	Five years or longer																
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December																
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and regular income through investment predominantly in quality Australian industrial and resource shares outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in a diversified portfolio with an emphasis on Australian and international share investments outperform the All Groups CPI + 5.0% pa (before fees and taxes) over at least five-year periods outperform a composite benchmark (before fees and taxes) reflecting its allocation to the various asset types over rolling three-year periods. 																
Investment approach	<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"> conservative debt levels sound management quality business and recurring earnings. <p>The Fund may have up to 20% exposure to investments in international shares.⁹</p> <p>Derivatives may be used in managing the Fund.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on Australian and international shares.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Net foreign currency exposure will be limited to 50% of the gross asset value of the Fund.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>																
Investment guidelines	<table border="1"> <tbody> <tr> <td>Australian shares⁹</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </tbody> </table>	Australian shares ⁹	90-100%	Cash	0-10%	<table border="1"> <tbody> <tr> <td>Australian shares¹⁸</td> <td>10-50%</td> </tr> <tr> <td>International shares¹⁸</td> <td>10-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income and credit¹⁹</td> <td>0-45%</td> </tr> <tr> <td>Cash</td> <td>0-30%</td> </tr> <tr> <td>Other assets²⁰</td> <td>0-30%</td> </tr> </tbody> </table>	Australian shares ¹⁸	10-50%	International shares ¹⁸	10-50%	Property	0-15%	Fixed income and credit ¹⁹	0-45%	Cash	0-30%	Other assets ²⁰	0-30%
Australian shares ⁹	90-100%																	
Cash	0-10%																	
Australian shares ¹⁸	10-50%																	
International shares ¹⁸	10-50%																	
Property	0-15%																	
Fixed income and credit ¹⁹	0-45%																	
Cash	0-30%																	
Other assets ²⁰	0-30%																	

FOOTNOTES TO FUND PROFILES

- 1 The constitution for Perpetual Active Fixed Interest Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A' units. Any reference to this Fund in this PDS is a reference to Class A units in that Fund. A separate class of units is currently offered to wholesale clients (as defined in the Corporations Act 2001) via Information Memorandum.
- 2 Perpetual Active Fixed Interest Fund commenced as a registered managed investment scheme in April 2005.
- 3 Investment grade is a term given to securities that have a high probability of payment of interest and repayment of principal and are generally considered to be investments with a rating of BBB- or above.
- 4 Sub-investment grade is a term given to securities where there is a higher risk that the issuer may not be able to meet interest payments or the repayment of principal if difficult conditions arise and are generally considered to be investments with a rating below BBB-. The Fund typically invests in investment grade securities, but we may increase our sub-investment grade exposure under favourable economic conditions. Sub-investment grade securities may include, but are not limited to, non-rated securities, hybrids, mortgages, mezzanine mortgages and private debt.
- 5 The constitution for Perpetual Diversified Income Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'wholesale' units. Any reference to this Fund in this PDS is a reference to wholesale units in that Fund.
- 6 Interest rate duration is a measure, expressed as a number of years, of the sensitivity of the principal value of a fixed income investment to a change in interest rates. Generally, the closer duration is to zero the less interest rate risk there is in the Fund.
- 7 The constitution for Perpetual High Grade Treasury Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'Class R' units. Any reference to this Fund in this PDS is a reference to Class R units in that Fund. A separate 'wholesale' class of units is currently offered to wholesale clients (as defined in the Corporations Act 2001) via Information Memorandum.
- 8 This is the commencement date for Class R units. Perpetual High Grade Treasury Fund commenced as a registered managed investment scheme in October 2001.
- 9 The Fund invests predominantly in Australian shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 20% exposure to international shares listed on or proposed to be listed on any recognised global exchange. Currency hedges may be used from time to time.
- 10 The gearing level is the Fund's borrowings divided by the total gross value of assets. It will depend on the present levels and future expectation of the Fund's net income (income after fees and expenses and excluding franking credits) and the cost of borrowings. The Fund has a gearing range of 0-60%, with the typical target level within this range being between 50-60%. This target is only an indication of the targeted gearing level of the Fund. Actual gearing levels of the Fund may differ. If the Fund's gearing level exceeds 60% (due to withdrawals or negative market movements), Perpetual will reduce the gearing level to 60% (or lower) within a reasonable period of time by repaying part of the borrowings through inflows or selling some of the Fund's assets.
- 11 The Fund invests predominantly in Australian shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 10% exposure to international shares listed on or proposed to be listed on any recognised global exchange. Currency hedges may be used from time to time.
- 12 The net market exposure is the value of the Fund's long positions minus the value of the Fund's short positions. The Fund predominantly holds short positions in Australian shares but may have up to 10% exposure to short positions in international shares.
- 13 The Fund may invest in shares listed on or proposed to be listed on any recognised Australian exchange.
- 14 The constitution for Perpetual Global Share Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A' units. Any reference to this Fund in this PDS is a reference to Class A units in that Fund.
- 15 The Fund commenced in November 2009 as an unregistered fund, with Perpetual Group as its sole investor. The first public offer to invest in the Fund following the Fund's registration with ASIC as a managed investment scheme occurred in August 2014.
- 16 Cash may be held in Australian dollars (AUD) or foreign currencies.
- 17 Irrespective of the Fund name, Perpetual Wholesale Conservative Growth Fund has a Standard Risk Measure risk band rating of 5. It has been estimated that this Fund may have 3 to less than 4 negative annual returns over any 20-year period.
- 18 The Fund may gain its exposure to Australian shares by investing in one or more underlying Australian share funds. Where the Fund invests in Perpetual Australian Share Fund, that underlying fund invests predominantly in Australian shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 20% exposure to international shares listed on or proposed to be listed on any recognised global exchange. The investment guidelines showing the Fund's maximum investment in international shares do not include this potential additional exposure. Underlying Australian share funds may use short positions as part of their investment strategy. Currency hedges may be used from time to time.
- 19 This Fund may invest in fixed income funds that allow gearing.
- 20 Perpetual may allocate up to 30% of the portfolio to other assets which may include, but is not limited to, infrastructure, mortgages (including mezzanine mortgages), private equity, opportunistic property, absolute return funds, commodities and real return strategies. Exposure to other assets aims to enhance the Fund's diversification and may help reduce volatility.
- 21 Inflation is defined as the quarterly All Groups Consumer Price Index (CPI), as measured and published by the Australian Bureau of Statistics. Whilst the median of the target inflation rate published by the Reserve Bank is used as a proxy for CPI for the purpose of determining performance fees payable on Class Z units in Perpetual Diversified Real Return Fund, this does not impact the target objective of the Fund.
- 22 International shares may include some exposure to Australian shares and vice versa. The combined exposure to Australian and international shares is subject to a maximum of 70%.
- 23 Other investments may include, but are not limited to, hedge fund replication strategies, insurance-linked strategies, specialist credit and structured products and private market investments.
- 24 Illiquid assets are defined as assets within the above allocations that have no readily available secondary market and are not marketable securities. Units in unlisted funds are considered illiquid where underlying assets meet that definition.

ADDITIONAL INVESTMENT INFORMATION

USE OF DERIVATIVES

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

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

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

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

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

ENVIRONMENTAL, SOCIAL, 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 Investments 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 CREDIT FUND AND PERPETUAL WHOLESALE ETHICAL SRI FUND

Perpetual evaluates companies, issuers and derivative counterparties (as applicable) that meet the investment approach, set out in the 'Fund profiles' on pages 10 and 13, 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 portfolios of these Funds. We seek to invest in quality companies or issuers 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 or issuers that derive a material proportion (5% or more) of their revenue from:

- the manufacture or sale of alcohol or tobacco
- 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).

SOCIALLY RESPONSIBLE INVESTMENT (SRI) SCREENING

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

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

Companies or issuers 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 or issuer scores are totalled and companies or issuers that receive a negative total score fail this screen.

The Funds' 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 a Fund is invested in a company or issuer 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 or issuer is not covered by our research provider, we may invest in the asset (following preliminary internal analysis on the company's or issuer's ethical and SRI attributes) until coverage is initiated. Should the stock or issuer 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 or issuer rectifies the issue. These decisions are made independently of the Funds' portfolio managers 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 Funds. From time to time, and with the advice of our research provider, we may alter the screening criteria to take account of these emerging issues. We may engage with companies that are at risk from emerging issues to encourage them to consider the issue and improve their practices. We can modify the screening process for Perpetual Ethical SRI Credit Fund and Perpetual Wholesale Ethical SRI Fund at any time.

PERPETUAL ETHICAL SRI CREDIT FUND

Sovereign issuers (governments) will be analysed on ESG factors, based on a scoring system utilising research from external specialists. This may include, but is not limited to, considering any unethical practices such as corruption, rule of law and political instability of the sovereign.

PERPETUAL ETHICAL SRI CREDIT FUND AND PERPETUAL ETHICAL SRI FUND



CERTIFIED BY RIAA

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

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.

The RIAA requires certified funds to publicly disclose and update the full holdings for all assets under management on a half-yearly basis.

FUND HOLDINGS

Documents containing the latest 'Full holdings disclosure' for Perpetual Ethical SRI Credit Fund and Perpetual Wholesale Ethical SRI Fund are available at our website (see 'Other documents' on page 49 for details) or you can obtain a copy free of charge by contacting us.

OTHER FUNDS

Apart from Perpetual Ethical SRI Credit Fund and Perpetual Wholesale Ethical SRI Fund, our consideration of ESG factors for the Funds 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 or issuers to encourage them to improve their ESG practices where we believe it is in the interest of a Fund's investors.

ADDITIONAL INFORMATION ABOUT CERTAIN 'COMPLEX' FUNDS

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

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

PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

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

PERPETUAL DIVERSIFIED REAL RETURN FUND

Perpetual Diversified Real Return Fund is required to provide the above additional information because of the Fund's potentially extensive use of derivatives to implement its asset exposures and since the Fund's Class Z units charges a performance fee.

ADDITIONAL INFORMATION

The following 'Key features' table provides a summary of how Perpetual complies with this requirement for these Funds. To the extent that any particular details are not already contained within this document, additional information, which also forms part of this PDS, will be available at our website (see 'Incorporation by reference' on page 49 for details) or can be obtained free of charge by contacting us.

KEY FEATURES

FEATURE	PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND	PERPETUAL DIVERSIFIED REAL RETURN FUND
Periodic reporting	<p>The following information, updated at least annually, will be available at our website:</p> <ul style="list-style-type: none"> the derivative counterparties engaged by the Fund details of key service providers. <p>The following information, updated monthly, will be available at our website:</p> <ul style="list-style-type: none"> the asset allocations of the Fund, including the geographic location of any material international assets the Fund's long, short and net position percentages net asset value of the Fund net returns of the Fund any material changes in the Fund's risk profile any material changes in the Fund's investment strategy. 	<p>The following information, updated at least annually, will be available at our website:</p> <ul style="list-style-type: none"> the derivative counterparties engaged by the Fund details of key service providers. <p>The following information, updated monthly, will be available at our website:</p> <ul style="list-style-type: none"> the asset allocations of the Fund, including the geographic location of any material international assets net asset value of the Fund net returns of the Fund any material changes in the Fund's risk profile any material changes in the Fund's investment strategy.
Investment strategy	<p>The objective, investment approach and investment guidelines for the Fund are shown in the Fund's profile on page 14.</p>	<p>The objective, investment approach and investment guidelines for the Fund are shown in the Fund's profile on page 18.</p>
<p>You should also refer to 'Understanding investment risk' on page 4 for information about the risks of investing in the Funds and how these risks are managed.</p>		
Investment manager	<p>Perpetual is the responsible entity and investment manager of the Funds – refer 'About Perpetual Investments' on page 2 for further information. The biographies of the Funds' portfolio managers are available at www.perpetual.com.au/about-asset-management-team.aspx.</p>	
Fund structure	<p>The Funds may invest in assets directly or indirectly via other Perpetual managed funds that have compatible investment objectives and authorised investments – refer 'Fund structures' on page 26 for further information.</p> <p>The Funds' ongoing annual fees and costs include management fees and costs, performance fees and transaction costs – refer 'Ongoing annual fees and costs' on page 30 for details.</p>	
Valuation, location and custody of assets	<p>The Fund invests primarily in listed Australian shares and cash (refer 'Asset classes available' on page 2 for descriptions of these types of assets) following the 'Investment guidelines' and 'Investment approach' detailed in the Fund's profile on page 14.</p> <p>There are no specific guidelines or constraints on the geographic location of the Fund's international assets. Shares may be listed or proposed to be listed on any recognised global exchange.</p>	<p>The Fund invests in a diverse range of asset classes (refer 'Asset classes available' on page 2 for descriptions of the main types of assets) following the 'Investment guidelines' and 'Investment approach' detailed in the Fund's profile on page 18.</p> <p>There are no specific guidelines or constraints on the geographic location of the Fund's international assets.</p>
<p>All of the Funds' investments are valued at market value by an independent investment administrator appointed by Perpetual (refer 'Key service providers' on page 26 for further information). The net asset values of the Funds are generally determined each business day – refer to 'How units are priced and investments are valued' on page 45 for further information.</p> <p>Perpetual has also appointed an independent custodian to hold the Funds' assets – refer 'Key service providers' on page 26 for further information.</p>		

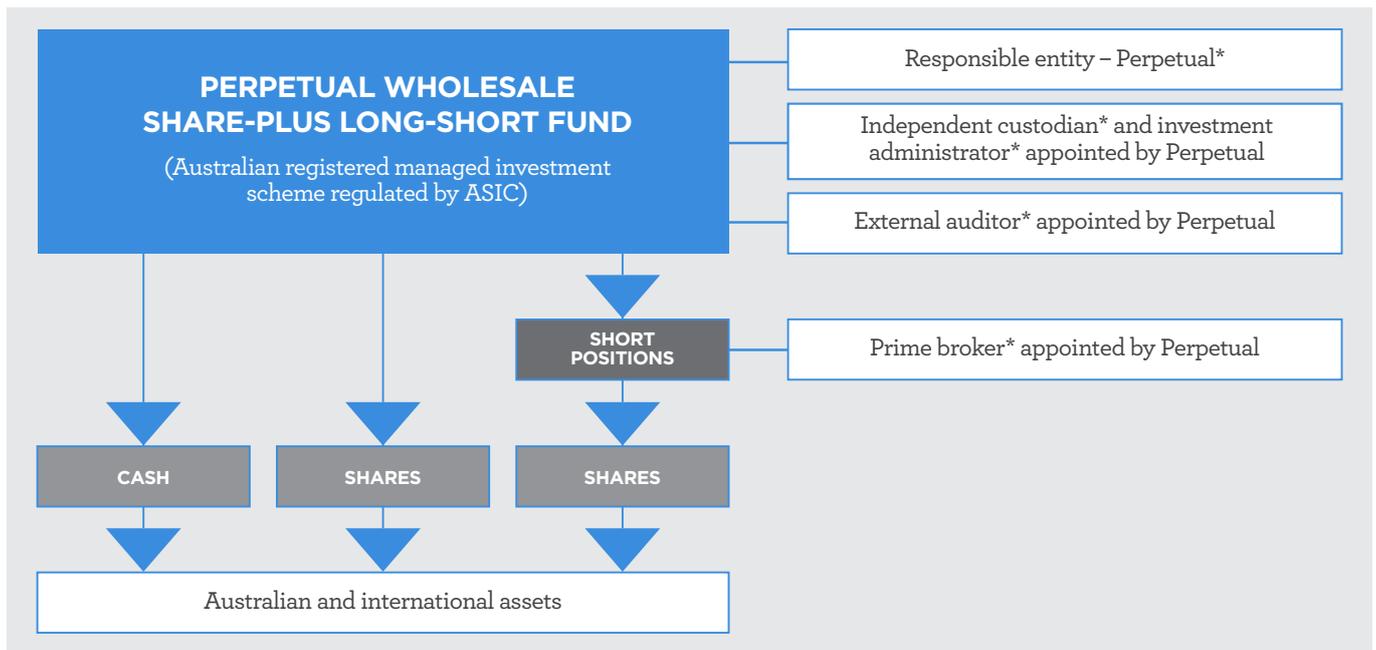
KEY FEATURES (CONTINUED)

KEY FEATURE	PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND	PERPETUAL DIVERSIFIED REAL RETURN FUND
Liquidity	<p>Since the Fund invests predominantly in shares listed on major Australian and global exchanges, under normal market conditions we expect that at least 80% of the Fund's assets could be liquidated at market value within 10 days. The Fund is therefore considered liquid and is operated as a liquid managed investment scheme.</p> <p>Refer 'Liquidity risk' on page 4, 'Withdrawals' on page 39 and 'Suspension of applications, switches and withdrawals' on page 48 for further information.</p>	<p>Under normal market conditions we expect that at least 80% of the Fund's assets could be liquidated at market value within 10 days. The Fund is therefore considered liquid and is operated as a liquid managed investment scheme.</p>
Leverage	<p>Borrowing is only permitted for short-term cash management purposes and cannot be used to leverage the Funds.</p>	
Derivatives	<p>Derivatives may be used in the management of the Fund. The derivatives used by the Fund are mostly exchange-traded derivatives.</p> <p>Refer 'Use of derivatives' on page 22 for details and 'Derivatives risk' on page 4 for information about associated risks. Uncovered derivative positions are not permitted.</p> <p>For any OTC derivatives, counterparties must have minimum long and short-term credit ratings from a recognised ratings agency that are acceptable to us. A list of counterparties currently approved by Perpetual for any OTC derivatives used in managing the Funds is available at our website.</p>	<p>The Fund may implement a considerable amount of its exposures to the various asset classes via both exchange traded and over-the-counter (OTC) derivatives.</p>
Short selling	<p>The Fund uses short selling as a key part of its investment strategy – refer 'Short-position risk' and 'Prime broker risk' on page 5 for information about particular associated risks.</p> <p>Short positions are actively monitored and may be closed if there are concerns over the market price or market liquidity. A stock will be purchased, closing out the short position, if:</p> <ul style="list-style-type: none"> • its stop loss limit is reached • its valuation is no longer attractive • market sentiment on the stock has changed. 	<p>The Fund does not engage in short selling.</p>
Withdrawals	<p>You can generally withdraw all or part of your investment in the Funds at any time as long as you maintain the required minimum balance after any partial withdrawal from the Fund – refer 'Withdrawals' on page 39 and 'Suspension of applications, switches and withdrawals' on page 48 for further information.</p>	

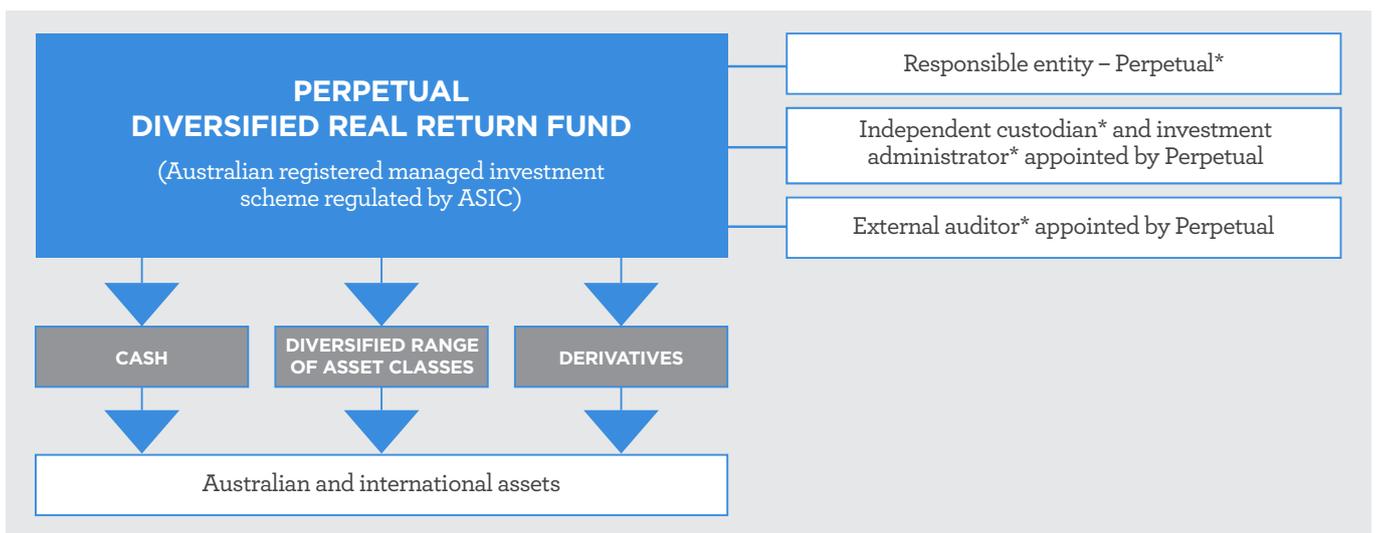
FUND STRUCTURES

The following diagrams illustrate the investment structures that apply to the Funds at the date of this PDS.

PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND



PERPETUAL DIVERSIFIED REAL RETURN FUND



* All of these entities are located in Australia.

KEY SERVICE PROVIDERS

Perpetual has appointed independent service providers to provide the following key services for the Funds:

- investment administration
- custody
- prime brokerage (for Perpetual Wholesale SHARE-PLUS Long-Short Fund only)
- audit
- unit registry.

Current details of these key service providers at any time are publicly available at our website (see ‘Incorporation by reference’ on page 49 for details) or can be obtained free of charge by contacting us.

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

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

FEES AND OTHER COSTS

DID YOU KNOW?

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

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

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

You may be able to negotiate to pay lower 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) 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 for particular Funds are set out on pages 30-31 and 34-35.

FEES AND COSTS SUMMARY

PERPETUAL WHOLESALE FUNDS		
TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
ONGOING ANNUAL FEES AND COSTS		
Management fees and costs The fees and costs for managing your investment	Management fees and estimated management costs range between 0.30% and 1.175% pa in total, depending on the Fund (see the 'Estimated ongoing annual fees and costs' table on pages 30-31 for details).	Management fees, which are generally expressed as a percentage of the net asset value of each Fund, are calculated and accrued daily and generally paid to us monthly. They are deducted directly from each Fund's assets and reflected in its unit price. You may be able to negotiate the management fee with us. ¹ Management costs may be charged directly to a Fund and/or incurred indirectly in underlying funds.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Estimated performance fees range between 0.03% and 2.47% pa for relevant Funds, depending on the Fund (see the 'Estimated ongoing annual fees and costs' table on pages 30-31 for details).	A performance fee is an amount paid or payable in relevant Funds only if the Fund's investment return exceeds its performance hurdle (and any other conditions are also met). Where applicable, performance fees are generally accrued in the Fund's unit price.
Transaction costs The costs incurred by the scheme when buying or selling assets	Estimated transaction costs range between -0.02%–0.96% pa, depending on the Fund (see the 'Estimated ongoing annual fees and costs' table on pages 30-31 for details).	All transactions costs are paid out of the Fund's assets and reflected in its unit price. This amount represents net transaction costs borne by all investors after any buy/sell spread recoveries charged on investor-initiated transactions (see 'Buy/sell spread' below).
MEMBER ACTIVITY RELATED FEES AND COSTS (fees for services or when your money moves in or out of the product)²		
Establishment fee The fee to open your investment	Nil.	Not applicable.
Contribution fee The fee on each amount contributed to your investment	Nil.	Not applicable.
Buy/sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	0.10%–0.75% (total spread), depending on the Fund (see 'Buy/sell spread' on page 34 for details).	Estimated transaction costs are allocated when an investor buys or sells units in a Fund by incorporating a buy/sell spread between the Fund's entry and exit unit prices, where appropriate.
Withdrawal fee The fee on each amount you take out of your investment	Nil.	Not applicable.

FEES AND COSTS SUMMARY (CONTINUED)

PERPETUAL WHOLESALE FUNDS		
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)²		
Exit fee The fee to close your investment	Nil.	Not applicable.
Switching fee The fee for changing investment options	Nil.	Not applicable.

- 1 See 'Differential fees' within the 'Additional explanation of fees and costs' section on page 32 for further information.
- 2 You may also authorise us to pay a member advice fee to your financial adviser (see 'Member advice fee' on page 35 for details).

EXAMPLE OF ANNUAL FEES AND COSTS

This table gives an example of how the ongoing annual fees and costs in Perpetual Wholesale Balanced Growth 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 WHOLESALE BALANCED GROWTH FUND		BALANCE OF \$50,000 ¹ WITH A CONTRIBUTION OF \$5,000 DURING YEAR
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.00
PLUS Management fees and costs	1.08%	And , for every \$50,000 you have in the Perpetual Wholesale Balanced Growth Fund you will be charged or have deducted from your investment \$540.00 each year
PLUS Performance fees	Nil	And , you will be charged or have deducted from your investment \$0.00 in performance fees each year
PLUS Transaction costs	0.22%	And , you will be charged or have deducted from your investment \$110.00 in transaction costs
EQUALS Cost of Perpetual Wholesale Balanced Growth 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 \$650.00 . [*] What it costs you will depend on the Fund you choose and the fees you negotiate.

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

* Additional fees may apply:

A **buy spread** of 0.30%, equal to \$15.00 on a \$5,000 contribution, will also apply. **And**, if you leave the managed investment scheme, you will be charged a **sell spread** of 0.00%, equal to \$0.00 for every \$50,000 you withdraw. See 'Buy/sell spread' on page 34 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 all Funds. 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’ on page 27 for the relevant Fund.)

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

FUND	COST OF PRODUCT
Perpetual Wholesale Active Fixed Interest Fund	\$245.00
Perpetual Wholesale Diversified Income Fund	\$455.00
Perpetual Wholesale Dynamic Fixed Income Fund	\$420.00
Perpetual Ethical SRI Credit Fund	\$525.00
Perpetual Wholesale High Grade Floating Rate Fund	\$140.00
Perpetual Wholesale Income Share Fund	\$600.00
Perpetual Wholesale Australian Share Fund	\$655.00
Perpetual Wholesale Concentrated Equity Fund	\$615.00
Perpetual Wholesale Ethical SRI Fund	\$632.50
Perpetual Wholesale Geared Australian Share Fund	\$1,440.00 ¹
Perpetual Wholesale Industrial Share Fund	\$605.00
Perpetual Wholesale SHARE-PLUS Long-Short Fund	\$970.00 ²
Perpetual Wholesale Smaller Companies Fund	\$760.00
Perpetual Global Innovation Share Fund	\$2,215.00
Perpetual Wholesale Global Share Fund	\$835.00
Perpetual Wholesale Conservative Growth Fund	\$555.00
Perpetual Wholesale Diversified Growth Fund	\$580.00
Perpetual Diversified Real Return Fund – Class W units	\$540.00
Perpetual Diversified Real Return Fund – Class Z units	\$345.00
Perpetual Wholesale Balanced Growth Fund	\$650.00
Perpetual Wholesale Split Growth Fund	\$505.00
Perpetual’s Australian Share Fund	\$645.00
Perpetual Balanced Growth Fund No. 2	\$650.00

1 Assumes an average gearing level of 50% of the Fund’s gross asset value (GAV) – see footnote 4 to the ‘Estimated ongoing annual fees and costs’ table on page 31 for further information.

2 Assumes the sum of the Fund’s long and short positions averages 140% – see footnote 5 to the ‘Estimated ongoing annual fees and costs’ table on page 31 for further information.

ADDITIONAL EXPLANATION OF FEES AND COSTS

ONGOING ANNUAL FEES AND COSTS

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

- management fees and costs
- any applicable performance fees in relevant Funds
- 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

FUND	ESTIMATED MANAGEMENT FEES AND COSTS		ESTIMATED PERFORMANCE FEES (% PA) ²	ESTIMATED TRANSACTION COSTS (% PA) ³	ESTIMATED TOTAL ONGOING ANNUAL FEES AND COSTS (% PA)
	MANAGEMENT FEES (% PA)	ESTIMATED MANAGEMENT COSTS (% PA) ¹			
FIXED INCOME					
Perpetual Wholesale Active Fixed Interest Fund	0.40%	0.00%	n/a	0.09%	0.49%
Perpetual Wholesale Diversified Income Fund	0.59%	0.00%	n/a	0.32%	0.91%
Perpetual Wholesale Dynamic Fixed Income Fund	0.45%	0.00%	n/a	0.39%	0.84%
Perpetual Ethical SRI Credit Fund	0.59%	0.00%	n/a	0.46%	1.05%
Perpetual Wholesale High Grade Floating Rate Fund	0.30%	0.00%	n/a	-0.02%	0.28%
SHARE INCOME					
Perpetual Wholesale Income Share Fund	0.99%	0.00%	n/a	0.21%	1.20%
AUSTRALIAN SHARES					
Perpetual Wholesale Australian Share Fund	0.99%	0.00%	n/a	0.32%	1.31%
Perpetual Wholesale Concentrated Equity Fund	1.10%	0.00%	n/a	0.13%	1.23%
Perpetual Wholesale Ethical SRI Fund	1.175%	0.00%	n/a	0.09%	1.265%
Perpetual Wholesale Geared Australian Share Fund	1.17% ^{(GAV)⁴} 2.34% ^{(NAV)⁴}	0.00%	n/a	0.54%	1.71%^{(GAV)⁴} 2.88%^{(NAV)⁴}
Perpetual Wholesale Industrial Share Fund	0.99%	0.00%	n/a	0.22%	1.21%
Perpetual Wholesale SHARE-PLUS Long-Short Fund	0.99% ^{(GAV)⁵} 1.39% ^{(NAV)⁵}	0.00%	0.03% ⁶	0.52%	1.54%^{(GAV)⁵} 1.94%^{(NAV)⁵}
Perpetual Wholesale Smaller Companies Fund	1.25%	0.00%	n/a	0.27%	1.52%
GLOBAL SHARES					
Perpetual Global Innovation Share Fund	0.99%	0.01%	2.47% ⁷	0.96%	4.43%
Perpetual Wholesale Global Share Fund	0.99%	0.02%	0.00%	0.66%	1.67%

ESTIMATED ONGOING ANNUAL FEES AND COSTS (CONTINUED)

FUND	ESTIMATED MANAGEMENT FEES AND COSTS		ESTIMATED PERFORMANCE FEES (% PA) ²	ESTIMATED TRANSACTION COSTS (% PA) ³	ESTIMATED TOTAL ONGOING ANNUAL FEES AND COSTS (% PA)
	MANAGEMENT FEES (% PA)	ESTIMATED MANAGEMENT COSTS (% PA) ¹			
DIVERSIFIED – CONSERVATIVE					
Perpetual Wholesale Conservative Growth Fund	0.90%	0.04%	n/a	0.17%	1.11%
DIVERSIFIED – BALANCED					
Perpetual Wholesale Diversified Growth Fund	0.96%	0.04%	n/a	0.16%	1.16%
Perpetual Diversified Real Return Fund – Class W units	0.85%	0.06%	n/a	0.17%	1.08%
Perpetual Diversified Real Return Fund – Class Z units	0.35%	0.06%	0.11% ⁸	0.17%	0.69%
DIVERSIFIED – GROWTH					
Perpetual Wholesale Balanced Growth Fund	1.04%	0.04%	n/a	0.22%	1.30%
Perpetual Wholesale Split Growth Fund	0.55%	0.01%	n/a	0.45%	1.01%
CLOSED FUNDS					
Perpetual's Australian Share Fund	0.99%	0.00%	n/a	0.30%	1.29%
Perpetual Balanced Growth Fund No. 2	1.04%	0.04%	n/a	0.22%	1.30%

- 1 Since we currently choose to pay normal operating expenses out of our management fee, estimated management costs represent any abnormal operating expenses recovered from the Funds and any other indirect management costs (see 'Abnormal operating expenses' on page 32 and 'Other indirect management costs' on page 32 for further information) for the financial year ended 30 June 2020, 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 Funds' actual performance. See 'Performance fees' on page 32 for further information.
- 3 Estimated transaction costs represent **net** transaction costs borne by all investors in a Fund after any buy/sell spread recoveries charged on investor-initiated transactions for the financial year ended 30 June 2020, 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 The two management fee percentages shown for Perpetual Wholesale Geared Australian Share Fund are based on the Fund's **management fee of 1.17% pa charged on its gross asset value (GAV)**, which equates to a **management fee of 2.34% pa of the Fund's net asset value (NAV)** assuming an average annual gearing level of 50%. If the average gearing level in the Fund over the year is lower or higher than 50%, the Fund's management fee based on NAV will be respectively lower or higher than 2.34% pa.
- 5 The two management fee percentages shown for Perpetual Wholesale SHARE-PLUS Long-Short Fund are based on the Fund's **management fee of 0.99% pa charged on the sum of its long and short positions (GAV)**, which equates to a **management fee of 1.39% pa** (1.386% pa rounded up to two decimal places) **of the Fund's net asset value (NAV)** assuming the sum of its long and short positions (maximum 150%) averages 140% over the year. If the average sum of the Fund's long and short positions over the year is lower or higher than 140%, the Fund's management fee based on NAV will be respectively lower or higher than 1.39% pa.
- 6 This estimate is based on average annual performance fees charged in Perpetual Wholesale SHARE-PLUS Long-Short Fund for the previous five financial years ended 30 June 2020. See 'Historical performance fees' on page 33 for further information.
- 7 This estimate is based on average annual performance fees charged in Perpetual Global Innovation Share Fund since its inception (May 2017) to 30 June 2020. See 'Historical performance fees' on page 33 for further information.
- 8 This estimate is based on average annual performance fees charged in Perpetual Diversified Real Return Fund – Class Z units since its inception (May 2018) to 30 June 2020. See 'Historical performance fees' on page 33 for further information.

MANAGEMENT FEES AND COSTS

MANAGEMENT FEES

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

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

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

Under these Funds' constitutions, we can choose to be issued with units for our management fee.

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. Some Funds may also have a separate class of units to facilitate the negotiation of the management fee amount with, and means of payment by, relevant wholesale investors.

MANAGEMENT COSTS

Management costs may include:

- any operating expenses which are not paid out of our management fees (see 'Abnormal operating expenses' below)
- other indirect management costs.

OPERATING EXPENSES

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

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

Normal operating expenses

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

We currently choose to pay normal operating expenses, excluding any operational borrowing costs (see 'Borrowing costs' on page 35 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 a Fund and aren't necessarily incurred in any given year. They're due to abnormal events like the cost of running an investor meeting, or legal costs incurred by changes in a Fund's constitution.

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

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 and some unlisted securities, 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

Performance fees may apply in:

- Perpetual Wholesale SHARE-PLUS Long-Short Fund
- Perpetual Global Innovation Share Fund
- Perpetual Diversified Real Return Fund – Class Z units.

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

PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

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

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

PERPETUAL GLOBAL INNOVATION SHARE FUND

The performance hurdle for Perpetual Global Innovation Share Fund 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 Fund's daily return and its performance hurdle multiplied by the Fund's adjusted net asset value (that is, net asset value inclusive of management fee accruals but excluding accrued performance fees).

PERPETUAL DIVERSIFIED REAL RETURN FUND – CLASS Z UNITS (PERFORMANCE FEE OPTION)

The performance hurdle for Perpetual Diversified Real Return Fund – Class Z units is the median of the target inflation rate published by the Reserve Bank¹ (currently 2.5% based on a target inflation rate of 2-3% per annum).

1 The target inflation rate is used as a proxy for the Consumer Price Index (CPI) since CPI is a lagged indicator.

The daily performance fee is equal to 10.00% of the difference between the Fund's daily return and its performance hurdle multiplied by the Fund's adjusted net asset value (that is, net asset value inclusive of management fee accruals but excluding accrued performance fees), subject to a maximum performance fee of 1.00%.

HOW THE PERFORMANCE FEES WORK

The performance fee period is:

- yearly (currently from 1 July to 30 June) for Perpetual Diversified Real Return Fund – Class Z units
- half-yearly (currently from 1 April to 30 September and 1 October to 31 March) for other relevant Funds.

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

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

Where the daily performance fee is positive:

- it is added to any currently accrued performance fee and reflected in the Fund's daily unit price² or
- where there is no currently accrued performance fee, it is applied to reduce any carried forward negative amount.

2 Only until the maximum performance fee of 1% is reached for Perpetual Diversified Real Return Fund – Class Z units.

If the daily performance fee is negative:

- it is applied to reduce any currently accrued performance fee³ and, if the resultant amount is still positive, reflected in the Fund's daily unit price or
- where there is no currently accrued performance fee, the negative amount is carried forward and will need to be offset by future positive performance fees before any performance fee can be accrued and reflected in the Fund's unit price.

3 For Perpetual Diversified Real Return Fund – Class Z units only – it is first applied to reduce any notional performance fee above the 1% maximum.

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

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

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

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

For Perpetual Diversified Real Return Fund – Class Z units only, any notional performance fee above the 1% maximum is reset to zero. The amount does not carry 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 'Historical performance fees' table on this page shows details of performance fees charged in relevant Funds over the previous five financial years ended 30 June 2020, as applicable. The estimated performance fees shown in the 'Fees and costs summary' table on page 27 are based on the average annual performance fees charged over these previous five financial years (or less if the Fund has been in operation for a shorter period).

HISTORICAL PERFORMANCE FEES

FUND	PERFORMANCE FEES – FINANCIAL YEAR ENDED 30 JUNE					AVERAGE ANNUAL PERFORMANCE FEES
	2016	2017	2018	2019	2020	
Perpetual Wholesale SHARE-PLUS Long-Short Fund	0.16%	0.00%	0.00%	0.00%	0.00%	0.03% pa
Perpetual Global Innovation Share Fund	n/a	0.00%	2.29%	0.19%	7.41%	2.47% pa
Perpetual Diversified Real Return Fund – Class Z units	n/a	n/a	0.06%	0.28%	0.00%	0.11% pa

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, or when a Fund experiences cash flows in or out of it.

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

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

Net transaction costs after any buy/sell spread recoveries charged on investor-initiated transactions, as shown in the 'Estimated ongoing annual fees and costs' table on pages 30-31, are a cost to all investors in a Fund.

Transaction costs may vary from year to year without notice to investors.

The following annual transaction cost information for each Fund based on the most recently completed financial year, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' on page 49 for details) or can be obtained free of charge by contacting us:

- estimated total **gross** transaction costs
- estimated transaction costs recovered by buy/sell spreads on investor-initiated transactions
- estimated **net** transaction costs borne by all investors (the estimated percentage by which the Fund's investment return has been reduced by transaction costs not recovered by buy/sell spreads).

MEMBER ACTIVITY RELATED FEES AND COSTS

BUY/SELL SPREAD

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

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

Estimated transaction costs, which are used to determine the buy/sell spreads, are reviewed regularly. Consequently, the buy/sell spreads current as at the date of this PDS, as shown in the 'Buy/sell spreads' table on pages 34-35, may change (increase or decrease) during the life of this PDS. The current buy/sell spread for each Fund at any time (as amended), which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' on page 49 for details) or can be obtained free of charge by contacting us.

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

BUY/SELL SPREADS

FUND	BUY SPREAD	SELL SPREAD
FIXED INCOME		
Perpetual Wholesale Active Fixed Interest Fund	0.10%	0.15%
Perpetual Wholesale Diversified Income Fund	0.10%	0.10%
Perpetual Wholesale Dynamic Fixed Income Fund	0.10%	0.12%
Perpetual Ethical SRI Credit Fund	0.10%	0.10%
Perpetual Wholesale High Grade Floating Rate Fund	0.05%	0.05%
SHARE INCOME		
Perpetual Wholesale Income Share Fund	0.15%	0.15%
AUSTRALIAN SHARES		
Perpetual Wholesale Australian Share Fund	0.30%	0.00%
Perpetual Wholesale Concentrated Equity Fund	0.15%	0.15%
Perpetual Wholesale Ethical SRI Fund	0.15%	0.15%
Perpetual Wholesale Geared Australian Share Fund	0.375%	0.375%
Perpetual Wholesale Industrial Share Fund	0.30%	0.00%
Perpetual Wholesale SHARE-PLUS Long-Short Fund	0.20%	0.20%
Perpetual Wholesale Smaller Companies Fund	0.15%	0.15%
GLOBAL SHARES		
Perpetual Global Innovation Share Fund	0.27%	0.27%
Perpetual Wholesale Global Share Fund	0.175%	0.125%
DIVERSIFIED - CONSERVATIVE		
Perpetual Wholesale Conservative Growth Fund	0.24%	0.00%
DIVERSIFIED - BALANCED		
Perpetual Wholesale Diversified Growth Fund	0.26%	0.00%
Perpetual Diversified Real Return Fund ¹	0.10%	0.11%

BUY/SELL SPREADS (CONTINUED)

FUND	BUY SPREAD	SELL SPREAD
DIVERSIFIED – GROWTH		
Perpetual Wholesale Balanced Growth Fund	0.30%	0.00%
Perpetual Wholesale Split Growth Fund	0.32%	0.00%
CLOSED FUNDS		
Perpetual’s Australian Share Fund	0.15%	0.15%
Perpetual Balanced Growth Fund No. 2	0.30%	0.00%

- 1 These buy/sell spreads apply to both Class W units (standard fee option) and Class Z units (performance fee option) in Perpetual Diversified Real Return Fund.

FURTHER INFORMATION ABOUT FEES AND COSTS

BORROWING COSTS

Any borrowing costs are additional to the management fees and costs shown in the ‘Fees and costs summary’ table on page 27.

STRATEGIC BORROWING COSTS

Any strategic borrowing costs associated with Perpetual Wholesale SHARE-PLUS Long-Short Fund and Perpetual Wholesale Geared Australian Share Fund borrowing money or securities (such as interest, establishment fees, government charges and stock borrowing fees, as applicable) as part of their investment strategy are deducted from the relevant Fund’s assets and reflected in its unit price.

OPERATIONAL BORROWING COSTS

Whilst we currently choose to pay normal operating expenses out of our management fee, if any Fund incurs any incidental borrowing costs for short-term operational purposes, these costs may be paid out of the Fund’s assets and reflected in its unit price.

MISCELLANEOUS FEES

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

GOVERNMENT CHARGES

Government charges will be applied to your account as appropriate.

MAXIMUM FEES AND CHARGES

Each Fund’s constitution allows us to charge maximum fees as outlined in the ‘Maximum fees and charges’ table on page 36.

Expense recoveries are unlimited under the Funds’ constitutions.

Amounts disclosed are inclusive of GST unless stated otherwise.

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, or introduce any new fees, 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 on pages 43-44. Unless otherwise stated, all fees and other costs disclosed in this PDS are inclusive of the net effect of GST.

ADVISER REMUNERATION

FINANCIAL ADVISER COMMISSIONS

No commissions are paid to your financial adviser.

MEMBER ADVICE FEE

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

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

MEMBER ADVICE FEES

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

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

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

The deduction of units to pay a member advice fee will be treated as a disposal of units for tax purposes, which may have tax implications for you (see ‘Tax’ on page 43 for details).

We may require your authorisation to pay member advice fees to your financial adviser every 12 months (subject to the passing of legislation still before Parliament at the time of finalising this document). We can refuse to deduct a member advice fee. You can also turn off the member advice fee at any time by instructing us in writing.

OTHER BENEFITS

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

MAXIMUM FEES AND CHARGES

FUND	CONTRIBUTION FEE (%)	WITHDRAWAL FEE (%)	MANAGEMENT FEE (% PA)	PERFORMANCE FEE (%)
Perpetual Wholesale Active Fixed Interest Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Wholesale Australian Share Fund	4.00%	2.00%	2.04% ¹	n/a
Perpetual Wholesale Balanced Growth Fund	4.00%	2.00%	2.04% ¹	n/a
Perpetual Wholesale Concentrated Equity Fund	5.00%	5.00%	2.00% ²	n/a
Perpetual Wholesale Conservative Growth Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Wholesale Diversified Growth Fund	5.00%	5.00%	2.00% ²	n/a
Perpetual Wholesale Diversified Income Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Diversified Real Return Fund – Class W units (standard fee option)	4.00%	2.00%	3.00% ²	n/a
Perpetual Diversified Real Return Fund – Class Z units (performance fee option)	4.00%	2.00%	3.00% ²	10.00% ⁵
Perpetual Wholesale Dynamic Fixed Income Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Ethical SRI Credit Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Wholesale Ethical SRI Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Wholesale Geared Australian Share Fund	5.00%	5.00%	5.00% ²	n/a
Perpetual Global Innovation Share Fund	5.00%	5.00%	3.00% ²	30.00% ⁶
Perpetual Wholesale Global Share Fund	5.00%	5.00%	3.00% ²	30.00% ⁶
Perpetual Wholesale High Grade Floating Rate Fund	5.00%	5.00%	3.00% ²	n/a
Perpetual Wholesale Income Share Fund	n/a	n/a	1.00% ³	n/a
Perpetual Wholesale Industrial Share Fund	4.00%	2.00%	2.04% ¹	n/a
Perpetual Wholesale SHARE-PLUS Long-Short Fund	5.00%	5.00%	3.00% ^{2,4}	15.00% ⁶
Perpetual Wholesale Smaller Companies Fund	4.00%	2.00%	2.04% ¹	n/a
Perpetual Wholesale Split Growth Fund	3.00%	2.00% ⁷	4.00% ¹	n/a
CLOSED FUNDS				
Perpetual's Australian Share Fund	6.00%	n/a	1.098% ⁸	n/a
Perpetual Balanced Growth Fund No. 2	5.00%	n/a	2.141% ¹	n/a

1 Calculated on the Fund's net asset value.

2 Calculated on the Fund's gross asset value.

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

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

5 Based on the Fund's return above CPI.

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

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

8 Calculated based on the capital sums invested in the Fund.

PLATFORM ADMINISTRATION PAYMENTS

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

BENEFITS RECEIVED

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

OPERATING YOUR ACCOUNT

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

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

FEATURE/ TRANSACTION	SUMMARY INFORMATION	FURTHER INFORMATION
Initial investment	<p>\$25,000 minimum investment per Fund. After reading the PDS, complete the application form (electronic or hard copy) and submit it online or send it to us:</p> <ul style="list-style-type: none"> • for investments by cheque – attach a cheque to your completed online application checklist or hard copy application form, as applicable. • for investments by direct debit – we'll debit your initial investment amount directly from your nominated account once we've accepted your application. 	page 38
Additional investments	<p>\$2,000 minimum additional investment per Fund. After reading the current PDS:</p> <ul style="list-style-type: none"> • for investments by direct debit – complete the application form (electronic or hard copy) and submit it online through myPerpetual (see below) or send it to us and we'll debit the additional investment amount directly from your nominated account once we've accepted your application. • for investments by BPAY – remit your additional investment amount to us quoting your Customer Reference Number (CRN) and the BPAY biller code for the relevant Fund. 	page 38
Savings plan	<p>\$100 minimum per Fund – If you wish to make regular additional investments by direct debit from your nominated account, complete section 5 of the application form. You can also establish or amend a savings plan online through myPerpetual (see below).</p>	page 39
Switching	<p>To switch all or part of your investment in a Fund (conditions apply), you can transact online through myPerpetual (see below) or send us a completed switch form (available from our website or by contacting us) by mail or scanned attachment to email.</p>	page 39
Withdrawals	<p>If you wish to make a withdrawal, you can transact online through myPerpetual (see below) or send us a completed 'Withdrawal form' (available from our website or by contacting us), write to us stating your request (including your client number and account number) or use our phone (maximum withdrawal of \$50,000 per day) or email withdrawal facilities.</p>	page 39
Regular withdrawal plan	<p>\$100 minimum per Fund – You can choose to receive regular payments from your investment in the Funds (conditions apply) by completing section 5 of the application form.</p>	page 40
Distributions	<p>You can have your distributions for a Fund reinvested in the same Fund, invested in your existing account in Perpetual Cash Management Fund (if applicable) or deposited into your nominated account by noting your choice for each Fund in section 4 of the application form. Where we determine to reinvest part or all of your distribution under the AMIT rules, it will be reinvested in the same Fund.</p>	page 41
New instructions or changes	<p>Please use myPerpetual online access (see below) or contact us to advise of any changes to your name, address/contact details, bank account and other details/instructions. You can also send us a completed change of instructions form (available from our website or by contacting us).</p> <p>When requesting any new features or changes/cancellations involving transactions (eg distribution payments), we must receive your instructions at least five business days before a transaction date for it to apply to the next transaction.</p>	page 42
Authorised representative	<p>You can appoint an authorised representative to act on your behalf in relation to your investment in the Funds by completing section 7 of the application form.</p>	page 42
myPerpetual online access	<p>You can update your personal details, view information about your investment, receive statements and reports and transact online. You should specify the level of access you want in section 5 of the application form.</p>	page 42
Updated information	<p>Go to our website or contact us for the latest information on unit prices, buy/sell spreads and investment returns and any other updated information in relation to the Funds. Other general information is also provided in the Funds' annual report, which is also available at our website.</p>	inside back cover

INVESTMENTS

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

INITIAL INVESTMENT

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

- by cheque
- by direct debit.

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

Accepting your application includes us verifying your identity (see 'Anti-money laundering/counter-terrorism financing laws' on page 46 for more information).

ADDITIONAL INVESTMENTS

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

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

- direct debit
- BPAY.

DIRECT DEBIT

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

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

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

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

DIRECT DEBIT REQUEST SERVICE AGREEMENT

If you elect to make investments by direct debit authority, you must read and accept the terms of our Direct Debit Request Service Agreement, which is publicly available at our website (see 'Other documents' on page 49 for details) or can be obtained free of charge by contacting us.

BPAY

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

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

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

BPAY BILLER CODES

FUND	BPAY BILLER CODE
Perpetual Wholesale Active Fixed Interest Fund	266304
Perpetual Wholesale Australian Share Fund	989251
Perpetual Wholesale Balanced Growth Fund	989343
Perpetual Wholesale Concentrated Equity Fund	989285
Perpetual Wholesale Conservative Growth Fund	989327
Perpetual Wholesale Diversified Growth Fund	989335
Perpetual Wholesale Diversified Income Fund	950279
Perpetual Diversified Real Return Fund – Class W units (standard fee option)	4899282
Perpetual Diversified Real Return Fund – Class Z units (performance fee option)	83469
Perpetual Wholesale Dynamic Fixed Income Fund	7385
Perpetual Ethical SRI Credit Fund	83113
Perpetual Wholesale Ethical SRI Fund	989319
Perpetual Wholesale Geared Australian Share Fund	989293
Perpetual Global Innovation Share Fund	989137
Perpetual Wholesale Global Share Fund	42374
Perpetual Wholesale High Grade Floating Rate Fund	313940
Perpetual Wholesale Income Share Fund	52399
Perpetual Wholesale Industrial Share Fund	989269
Perpetual Wholesale SHARE-PLUS Long-Short Fund	989301
Perpetual Wholesale Smaller Companies Fund	21857
Perpetual Wholesale Split Growth Fund	989376

SAVINGS PLAN

With a savings plan, you can make regular investments in the Funds automatically by direct debit from your nominated Australian bank, building society or credit union account.

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

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

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

Your savings plan request must be received at least five business days before the relevant commencement date. Otherwise, your first debit will occur on the relevant date in the following month or quarter, as applicable.

You need to specify on the application form the allocation between Fund(s) for your savings plan investments.

You can change the investment allocation for your savings plan investments at any time by notifying us in writing. Please also contact us if you wish to change the investment amount or frequency, or cancel your savings plan. You can also make these changes online through myPerpetual.

When making any switches or withdrawals from your account, you will be requested to provide updated instructions for your future savings plan investment allocation.

If you do not provide updated instructions following a switch or withdrawal from a Fund, we will make the following updates for your savings plan investment allocation:

- for partial switches or withdrawals, your investment allocation will remain unchanged
- for full switches or withdrawals, your investment allocation will be reweighted to reflect your portfolio following the transaction.

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

SWITCHES

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

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

Please include the following information in your switch request:

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

All switches involve a withdrawal of money from one Fund at its exit price and an investment in another Fund at its entry price on the same effective date. Consequently, there may be a cost to investors due to the buy/sell spreads on unit prices (see 'Buy/sell spread' on page 34 for further information).

A switch out of a Fund will generally be a disposal of units for tax purposes, which may have tax implications for you (see 'Tax' on page 43 for details).

WITHDRAWALS

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

All written withdrawal requests must be signed by you or your authorised representative (see 'Authorised signatories' on page 51 for more details) and include the following information:

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

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

Generally your withdrawal proceeds can be:

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

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

We will confirm all withdrawals in writing. For your protection, withdrawals will not be paid in cash.

Withdrawals of money invested by direct debit request, at our discretion, may be required to be paid back into the account from which it was debited.

The proceeds from your withdrawal will usually be available within 14 business days from when we have accepted the request, given normal operating conditions. The maximum periods allowed under the Funds' constitutions for payment of withdrawals, after we have accepted the request, are shown in the following table.

MAXIMUM PERIOD FOR PAYMENT OF WITHDRAWALS

MAXIMUM	FUNDS
150 days	Perpetual Diversified Real Return Fund
70 days	Perpetual Wholesale Active Fixed Interest Fund
	Perpetual Wholesale Diversified Income Fund
	Perpetual Wholesale Dynamic Fixed Income Fund
60 days	Perpetual Wholesale Geared Australian Share Fund
	Perpetual Wholesale SHARE-PLUS Long-Short Fund
21 days	Perpetual Ethical SRI Credit Fund
	Perpetual Global Innovation Share Fund
	Perpetual Wholesale Global Share Fund
30 days	All other Funds ¹

¹ For Perpetual Wholesale Income Share Fund, the maximum 30 day period may be extended to up to 60 days or longer for large withdrawals (that is, if we estimate that the Fund must realise 10% of its assets to fund redemptions) or where we consider the delay is in investors' interests or the law requires or permits.

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

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

PHONE WITHDRAWALS

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

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

Other conditions also apply to the phone withdrawal facility (see 'Other conditions' on page 48 for details).

EMAIL INSTRUCTIONS

We currently accept various instructions, including withdrawal requests, by scanned attachment to email provided we have no reason to believe the request isn't genuine.

Conditions apply to email withdrawal requests (see 'Other conditions' on page 48 for details).

REGULAR WITHDRAWAL PLAN

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

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

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

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

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

The proceeds of your regular withdrawal plan withdrawals will:

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

Your regular withdrawal plan request must be received at least five business days before the relevant commencement date. Otherwise, your first payment will occur on the relevant date in the following month or quarter, as applicable.

You need to specify on the application form the drawdown percentages from your Fund(s) for your regular withdrawal plan payments. You can change the drawdown percentages for your regular withdrawal plan at any time by notifying us in writing.

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

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

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

BUY BACK OPTION

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

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

HOW UNITS ARE ISSUED OR WITHDRAWN

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

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

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

We have the discretion:

- not to accept applications and can delay processing them if we believe that's in the best interests of investors or if required by law (see 'Suspension of applications, switches and withdrawals' on page 48 for more information)
- to accept transactions in our Sydney office up to 5.00pm on 30 June only (or the preceding business day should 30 June fall on a weekend).

We can delay processing withdrawal requests (including switches from a Fund) or stagger the payment of large amounts from a Fund according to its constitution if we believe that's in the best interests of investors (see 'Suspensions of applications, switches and withdrawals' on page 48 for more information).

DISTRIBUTIONS

A distribution is the payment of a Fund's distributable income to investors at predetermined intervals. The distributable income may include interest, dividends, foreign income, realised net capital gains and other income (see 'Tax' on page 43 for further information). The components of a distribution will depend on the Fund you invest in and the nature of its underlying assets.

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

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

Distribution frequencies and effective dates for distributions for each Fund are shown in the 'Fund profiles' on pages 9-20. Distributions not reinvested are generally paid within 21 days. However, the Funds' constitutions allow up to 90 days (depending on the Fund) after the end of the distribution period.

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

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

You still have to pay tax on the distribution even if it is reinvested – see 'Distributions' under 'Tax' on page 43 for details.

DISTRIBUTION PAYMENT OPTIONS

You can choose to have your distributions for each Fund:

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

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

We can also determine to reinvest part or all of your distribution in a Fund.

As the Funds have elected into the AMIT regime, there may be implications for distributions (see 'Tax' on page 43 for details).

Generally, for distribution reinvestments in the same Fund:

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

If you are a New Zealand investor, please also refer to 'Distribution reinvestment plan' on page 49.

INSTRUCTIONS AND CHANGES

Any changes to your name and all changes to bank account details must be made in writing by mail or scanned attachment to email. Only new bank account details can be added online.

Any acceptable changes made online or by phone can only be made after we've confirmed your identity.

Other conditions may also apply depending on the way you provide instructions to us, as set out under 'Other conditions' on page 48.

AUTHORISED REPRESENTATIVE

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

Conditions apply to the appointment of an authorised representative, as set out under 'Other conditions' on page 48.

myPERPETUAL ONLINE ACCESS

myPerpetual provides easy and convenient online access for you to:

- receive reporting online, including any notifications we are required to provide under the Corporations Act (although there may be times when we must also send online correspondence to you in paper form – see 'Reporting' on page 45 for further information)
- check the total value of your investment in the Funds
- view your account summary, including the Fund(s) you are invested in, the number of units, unit price and current balance of the Fund(s)
- review your recent transaction history
- update your personal details
- transact online.

Unless you indicate otherwise on your application form, we'll send you relevant online access setup details and activation instructions.

We may provide joint investors, trustees of superannuation funds/trusts, companies, partnerships and trustee company accounts with more than one login for online access to your account.

CONDITIONS OF USE

Before you first use myPerpetual, you must accept the conditions of use, which are publicly available at our website (see 'Other documents' on page 49 for details) or can be obtained free of charge by contacting us.

Other conditions also apply to any transactions made through myPerpetual (see 'Other conditions' on page 48 for details).

ACCESS BY AUTHORISED REPRESENTATIVES

If you appoint an authorised representative, you can request us to allow them online access to your account as follows:

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

ACCESS BY YOUR ADVISER

We'll also give your adviser online access to either:

- view details about your investment only
- view details about your investment and transact on your account on your behalf (default access).

You can change your adviser's access at any time by instructing us in writing.

INTEREST EARNED ON APPLICATION, WITHDRAWAL AND DISTRIBUTION ACCOUNTS

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

TAX

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

ATTRIBUTION MANAGED INVESTMENT TRUST (AMIT) REGIME

The 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' on page 41.

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' on this page.

Where a distribution made to you is less than¹, 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 unit price 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 (including switching between Funds) or transfer of units in the Funds may create a taxable gain or loss, which will be treated as a capital gain or loss, or as ordinary income, depending on your circumstances.

ANNUAL TAX STATEMENT

We'll issue annual tax statements, referred to as an AMIT Member Annual Statement (AMMA), for the Funds at the end of August each year, or shortly after. It will show the taxable and non-taxable components of the income attributed to you (which includes any distributions received or reinvested) 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/attributed to non-resident investors. Non-resident investors may also be subject to tax in the country they reside in, but may be entitled to a credit for some or all of the tax deducted in Australia.

REPORTING

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 exemption¹ 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.

1 See page 50 for details of TFN exemption codes.

GOODS AND SERVICES TAX (GST)

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

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

Unless otherwise stated, the fees and costs in the 'Fees and costs summary' table on pages 27-28 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

YOUR COOLING-OFF RIGHTS

You have up to 14 days from the earlier of the time when you receive confirmation of issue of units in a Fund to you or the fifth business day after the units in a Fund are issued to you where you can have your investment repaid ('cooling-off period'). See 'How units are issued or withdrawn' on page 41 for details on when units in the Funds are issued.

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

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

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

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

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

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

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

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

HOW UNITS ARE PRICED AND INVESTMENTS ARE VALUED

Unit prices for each Fund are calculated by:

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

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

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

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

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

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

REPORTING

Investors in the Funds receive:

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

If you have provided an email address, you consent to receiving online communications (including via myPerpetual) and the above reporting will be made available via myPerpetual (see 'myPerpetual online access' on page 42 for further information), although there may be times when we must also send correspondence to you in paper form.

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

CONTINUOUS DISCLOSURE DOCUMENTS

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

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

YOUR PRIVACY

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

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

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

Our privacy policy is publicly available at our website (see 'Other documents' on page 49 for details) or you can obtain a copy free of charge by contacting us.

ANTI-MONEY LAUNDERING/ COUNTER-TERRORISM FINANCING LAWS

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

Under the AML Act, we are required to:

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

As a result:

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

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

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

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

INQUIRIES AND COMPLAINTS

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

INQUIRIES

If you have an inquiry, you can either phone us on 1800 022 033 during business hours, email us at investments@perpetual.com.au or write to:

Client Services
Perpetual Wholesale Funds
GPO Box 4171
Sydney NSW 2001

COMPLAINTS

If you have a complaint about your investment in the Fund(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.
3. Complete our online complaints submission form available at www.perpetual.com.au/privacy-policy/making-a-complaint.
4. Put your complaint in writing and mail it to:

Client Services – Complaints
Perpetual Wholesale Funds
GPO Box 4171
Sydney NSW 2001

We will endeavour to resolve your complaint fairly and as quickly as we can and within the maximum response timeframe. The maximum response timeframe is 45 days for standard complaints (or 30 days for standard complaints we receive on or after 5 October 2021). Other type of complaints and complex complaints may have a different maximum response timeframe. We will let you know if a different maximum response timeframe will apply to your complaint.

If, before the maximum response timeframe for your complaint has passed, you don't feel as though your concerns are being heard, our Client Advocacy Team may be able to assist you. Please see www.perpetual.com.au/about/client-advocacy for information on how to get in touch with our Client Advocacy Team members.

If, once you receive our final response to your complaint, you are not satisfied with the resolution we have proposed, or if you have not received a response within the maximum response timeframe that applies to your complaint, 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 that are members of AFCA. AFCA provides a **free** service for consumers.

Contact details for AFCA are as follows:

Phone 1800 931 678

Email info@afca.org.au

Website www.afca.org.au

Mail Australian Financial Complaints Authority
GPO Box 3, Melbourne VIC 3001

INVESTMENTS AND SOCIAL SECURITY

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

MORTGAGE OF UNITS

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

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

TRANSFER OF UNITS

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

A transfer of units will generally be a disposal of units for tax purposes, which may have tax implications (see 'Tax' on page 43 for more details).

OUR ROLE AS RESPONSIBLE ENTITY

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

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

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

CONSTITUTIONS

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

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

BORROWING POWERS

All of the Funds' constitutions allow the Funds to borrow (limits apply in some cases). Most of the Funds currently don't intend to borrow as part of their investment strategy (see the 'Fund profiles' on pages 9-20 for details of the investment strategy for each Fund). However, borrowing may occur in the management of the Funds. To the extent permitted, the Funds may borrow from a variety of sources, including companies associated with the Perpetual Group (in which case the terms are set on a commercial 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 a Fund confers a proportional beneficial interest in the Fund. However, you're not entitled to any particular part of the Fund, its assets or its management or operation (other than through investor meetings).

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

SUSPENSION OF APPLICATIONS, SWITCHES AND WITHDRAWALS

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

- we cannot properly ascertain the value of an asset in the Fund

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

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

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

WITHDRAWAL OF LARGE INVESTMENTS

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

NON-LIQUID FUNDS

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

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

OTHER CONDITIONS

An investor that appoints an authorised representative and/or uses myPerpetual or the phone or email facilities (as applicable) to transact or provide instructions to us:

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

INCORPORATION BY REFERENCE

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

The following incorporated information forms part of this PDS:

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

This information is publicly available at www.perpetual.com.au/wholesalefundsupdates or can be obtained free of charge by contacting us.

You should also read the incorporated information.

OTHER DOCUMENTS

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

- Direct Debit Request service agreement
- myPerpetual online access conditions of use
- our privacy policy
- the latest 'Full holdings disclosure' documents for Perpetual Ethical SRI Credit Fund and Perpetual Wholesale Ethical SRI Fund.

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

IMPORTANT ADDITIONAL INFORMATION FOR NEW ZEALAND INVESTORS

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

WARNING STATEMENT

1. This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.
2. This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

3. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
4. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
5. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
6. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
7. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

ADDITIONAL WARNING STATEMENT: CURRENCY RISK

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

ADDITIONAL WARNING STATEMENT: DISPUTE RESOLUTION PROCESS

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

DISTRIBUTION REINVESTMENT PLAN

Units allotted as a result of distribution reinvestment will be allotted in accordance with the PDS (see 'Distribution payment options' on page 41 for details) and the Funds' constitutions (as amended).

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

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

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

APPLYING FOR AN INVESTMENT

NEW INVESTMENTS

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

To invest in the Funds, complete the application form (electronic or hard copy) in or accompanying the PDS:

- if investing by **cheque** – send us a cheque for your initial investment amount made payable to ‘**PIML – PWF – [insert name of applicant(s)]**’ together with either a copy of your completed online application checklist or your hard copy application form (as applicable)
- if investing by **direct debit** – submit the application form online or send it to us and we’ll debit the initial investment amount directly from your nominated account once we’ve accepted your application.

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

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

ADDITIONAL INVESTMENTS

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

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

- if investing by **direct debit** – complete the application form (electronic or hard copy) and submit it online or send it to us and we’ll debit the additional investment amount directly from your nominated account once we’ve accepted your application
- if investing by **BPAY** – simply remit your additional investment amount, quoting your CRN and the BPAY biller code for the relevant Fund (see page 38 for details).

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

INVESTOR TYPE	SECTION FOR INVESTOR DETAILS	WHO SHOULD SIGN	SECTION FOR TFN/ABN OR EXEMPTION DETAILS ¹
I – Individual²	3A	Individual	3A – for individual
J – Joint individuals²	3A	Both individuals	3A – for each individual ³
C – Company	3B	For a company: <ul style="list-style-type: none"> • two directors or • a director and company secretary or • if the company has a sole director/secretary, by that person or • a representative authorised by the company. Companies can also sign under power of attorney.	3B – for the company
P – Partnership⁴	3B	Partners	3B – for the partnership
T – Trust⁵	3B		3B – for the trust
Individual trustee(s)	3A	If more than one trustee, all trustees should supply their details and sign. ³	
Corporate trustee	3B	See ‘Company’ investors above.	
S – Superannuation funds	3B		3B – for the superannuation fund
Individual trustee(s)	3A	If more than one trustee, all trustees should supply their details and sign. ³	
Corporate trustee	3B	See ‘Company’ investors above.	
A – Association	3B	Office bearer(s) – if more than one office bearer, all office bearers should supply their details and sign.	3B – for the association
G – Government body	3B	All authorised signatories	3B – for the government body
O – Other entity (eg co-operative, club, charity)	3B	Office bearer(s) – if more than one office bearer, all office bearers should supply their details and sign.	3B – for the entity ⁶

1 See page 43 for further information. The following codes may be used in place of the TFN for individual investors:

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

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

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

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

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

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

LODGING YOUR APPLICATION FORM

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

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

APPLICATION CONDITIONS

Please note:

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

AUTHORISED SIGNATORIES

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

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

JOINT INVESTORS

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

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

COMPANY INVESTMENTS

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

EXISTING ACCOUNTS

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

This page intentionally left blank.

3. Investor details (continued)

A. Individual and joint account holders

Investor 1 (individual account holder)

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

Investor 2 (joint account holder)

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

By providing my/our email address, I/we agree to receive any information about my/our investment (such as transaction confirmations, statements (including tax statements), reports and other materials or notifications required by the Corporations Act) electronically. This may include email notifications advising me/us when new information regarding my/our investment is available for viewing online, via hyperlink or via myPerpetual. I/We acknowledge you may still need to send me/us information by mail from time to time.

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

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

3. Investor details (continued)

B. All other account holders

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

By providing my/our email address, I/we agree to receive any information about my/our investment (such as transaction confirmations, statements (including tax statements), reports and other materials or notifications required by the Corporations Act) electronically. This may include email notifications advising me/us when new information regarding my/our investment is available for viewing online, via hyperlink or via myPerpetual. I/We acknowledge you may still need to send me/us information by mail from time to time.

4. Investment allocation

Funds	APIR code	short code	initial investment minimum \$25,000 per Fund	additional investment by direct debit minimum \$2,000 per Fund	savings plan or regular withdrawal plan minimum \$100 per Fund	distributions (indicate preference with an X)		
						reinvest	Perpetual Cash Management Fund	bank account 1
Fixed income								
Perpetual Wholesale Active Fixed Interest Fund	PER8045AU	PIFHAA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Ethical SRI Credit Fund	PER1744AU	PIESCA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Diversified Income Fund	PER0260AU	PIWDIN	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Dynamic Fixed Income Fund	PER0557AU	PIWDFI	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale High Grade Floating Rate Fund	PER0562AU	PIYEF2	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Share income								
Perpetual Wholesale Income Share Fund	PTC0002AU	PIPICF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Investment allocation (continued)

Funds	APIR code	short code	initial investment minimum \$25,000 per Fund	additional investment by direct debit minimum \$2,000 per Fund	savings plan or regular withdrawal plan minimum \$100 per Fund	distributions (indicate preference with an X)		
						reinvest	Perpetual Cash Management Fund	bank account 1
Australian shares								
Perpetual Wholesale Australian Share Fund	PER0049AU	PWASF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Concentrated Equity Fund	PER0102AU	PWCEF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Ethical SRI Fund	PER0116AU	PWSRF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Geared Australian Share Fund	PER0071AU	PIWGAF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Industrial Share Fund	PER0046AU	PWISF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale SHARE-PLUS Long-Short Fund	PER0072AU	PIWSPF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Smaller Companies Fund	PER0048AU	PWSCF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Global shares								
Perpetual Global Innovation Share Fund	PER1547AU	PIGINA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Global Share Fund	PER0733AU	PIGPVA	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Diversified – conservative								
Perpetual Wholesale Conservative Growth Fund	PER0077AU	PIWCGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Diversified – balanced								
Perpetual Wholesale Diversified Growth Fund	PER0114AU	PWDGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Diversified Real Return Fund – Class W units (standard fee option)	PER0556AU	PIDRRF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Diversified Real Return Fund – Class Z units (performance fee option)	PER6115AU	PIDRRZ	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Diversified – growth								
Perpetual Wholesale Balanced Growth Fund	PER0063AU	PWBGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Wholesale Split Growth Fund	PER0066AU	PWSGF	\$	\$	\$	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Total			\$	\$	\$			
Closed Funds								
Perpetual's Australian Share Fund	PER0281AU	GSF				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Perpetual Balanced Growth Fund No. 2	PER0013AU	BGF				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

5. Features

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

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

BPAY for additional investments	yes (default) <input type="checkbox"/>	no <input type="checkbox"/>
Savings plan	yes <input type="checkbox"/>	fortnightly <input type="checkbox"/> monthly (default) <input type="checkbox"/> quarterly <input type="checkbox"/>
Regular withdrawal plan	yes <input type="checkbox"/>	monthly <input type="checkbox"/> quarterly <input type="checkbox"/> half-yearly <input type="checkbox"/> yearly (default) <input type="checkbox"/>
Phone withdrawal facility	yes <input type="checkbox"/>	
Investor myPerpetual online access	view & transact (default) <input type="checkbox"/>	view only <input type="checkbox"/>
Adviser myPerpetual online access Note: your adviser can access information about your account online	view & transact (default) <input type="checkbox"/>	view only <input type="checkbox"/>
Investment information to be sent in the mail Note: most of your investment information is also available online through myPerpetual	online only (default) <input type="checkbox"/>	online and mail <input type="checkbox"/>
Annual financial reports to be sent in the mail Note: annual financial reports are also available on our website	yes <input type="checkbox"/>	no (default) <input type="checkbox"/>
Marketing material I/We would like to receive investment education material and be informed about Perpetual's products, services and offers	yes (default) <input type="checkbox"/>	no <input type="checkbox"/>

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

6. Bank account details

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

Bank account 1

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

name of financial institution

branch name

branch number (BSB) account number
 -

name of account holder

signature of account holder A

signature of account holder B

date / /

Bank account 2

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

name of financial institution

branch name

branch number (BSB) account number
 -

name of account holder

signature of account holder A

signature of account holder B

date / /

7. Authorised representative

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

Would you like to appoint an authorised representative?

no please go to section 8.
 yes please complete the details below.
 I have read the terms and conditions associated with appointing an authorised representative.

myPerpetual online access for my authorised representative
 view and transact (default) **or** view only

authorised representative details:

first name(s)

last name

po box unit number street number

street name

suburb (if relevant) **OR** city

state postcode country

signature of authorised representative date / /

8. Member advice fee

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

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

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

9. Declaration and signature

I/We declare and agree that:

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

I/We acknowledge and agree that:

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

10. Financial adviser use only

Financial adviser details and member advice fee

Where an ongoing member advice fee has been agreed with the investor (see section 8 of this application form):

- A percentage member advice fee cannot be paid on a borrowed amount used to make an investment. I confirm that I have made reasonable enquiries to determine that the investment has not been made with borrowed amounts.
- I will promptly notify Perpetual if the member advice fee is terminated by the investor.
- I consent to Perpetual acting as my agent to collect any member advice fee agreed in section 8 of this application form.

financial adviser name																																		
phone (after hours)											phone (business hours)																							
mobile											fax																							
email																																		
AFSL licensee name																AFSL number																		
either Perpetual adviser number																																		
or dealer group																dealer branch																		
financial adviser signature																date			/			/												



IL GN / / (Group)
 IL AN / / (Adviser)
 IL CN / / (Client)

11. Identification verification for individuals and joint investors

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

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

Identity documentation

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

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

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

PART I – Primary ID documents

PROVIDE ONE OF THE FOLLOWING:

- current Australian State / Territory driver's licence containing your photograph
- Australian passport (current or a passport that has expired within the preceding 2 years is acceptable)
- current card issued under a State or Territory law for the purpose of proving a person's age containing your photograph
- current foreign passport or similar travel document containing your photograph and signature

OR

PART II – should only be completed if you do not own a document from Part I

PROVIDE ONE OF THE FOLLOWING:

- Australian birth certificate
- Australian citizenship certificate
- concession card such as a pension, health care or seniors health card issued by the Department of Human Services (excludes Medicare cards)

AND PROVIDE ONE VALID DOCUMENT FROM THE FOLLOWING:

- a document issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to you and contains your name and residential address
- a document issued by the Australian Taxation Office within the preceding 12 months that records a debt payable by you to the Commonwealth (or by the Commonwealth to the individual), which contains your name and residential address
- a document issued by a local government body or utilities provider within the preceding 3 months which records the provision of services to your address or to you (the document must contain your name and residential address)

OR

PART III – should only be completed if you do not own document(s) from Part I OR Part II

BOTH DOCUMENTS FROM THIS SECTION MUST BE PROVIDED

- foreign driver's licence that contains a photograph of you and your date of birth
- national ID card issued by a foreign government containing your photograph and your signature

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

How to certify your documents

In accordance with the AML Rules, a certified copy means a document that has been certified as a true and correct copy of an original document by a person listed below, including all persons described in the Statutory Declarations Regulations 2018 (Cth). To create a certified copy, one of the persons listed below must write the following on the copy of the document.

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

- An Australian bank, building society, credit union or finance company officer with a minimum of 2 years continuous service
- A fellow of the National Tax and Accountants' Association
- An Australian judge of a court, Justice of the Peace or magistrate
- An Australian legal practitioner
- A notary public, patent or trade marks attorney
- An Australian medical practitioner including dentist, nurse, midwife, optometrist, pharmacist, physiotherapist, chiropractor, psychologist, occupational therapist or veterinary surgeon
- A permanent employee or agent of the Australian Postal Corporation with a minimum of 2 years continuous service
- An Australian federal, state or territory police officer
- An architect
- A teacher employed on a full-time basis at an Australian school or tertiary education institution
- An accountant who is a full member of the Chartered Accountants Australia and New Zealand, CPA Australia, the Institute of Public Accountants or the Association of Taxation and Management Accountants
- An Australian Consulate or Diplomatic Officer
- A registered migration agent
- An officer or authorised representative of an Australian Financial Services Licence holder with a minimum of 2 years continuous service with one or more licensees
- A financial adviser or financial planner
- A person in a country other than Australia who is authorised by local law to administer oaths or affirmations or to authenticate documents (please list the local law providing this authority when certifying the document)

IMPORTANT: Please ensure that you have either

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

Record of verification procedure (Financial adviser use only)

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

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

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

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

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

CONTACT DETAILS

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

WEBSITE

www.perpetual.com.au

EMAIL

investments@perpetual.com.au

PHONE

During business hours (Sydney time)

Within Australia:

1800 022 033 – for investors

1800 062 725 – for advisers

From New Zealand:

0800 442 261 – for investors

0800 441 656 – for advisers

POSTAL ADDRESS

Perpetual Wholesale Funds

GPO Box 4171

Sydney NSW 2001

Australia

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

3100_WSPFDS4_1220

Perpetual 