
Barrow Hanley Global Share Fund (Managed Fund)

Product Disclosure Statement

PRODUCT DISCLOSURE STATEMENT (PDS)
ISSUE NUMBER 1 DATED 17 MAY 2022

Responsible entity and PDS issuer
Perpetual Investment Management Limited
ABN 18 000 866 535 AFSL 234426

Investment manager
Barrow, Hanley, Mewhinney & Strauss, LLC



Important notes

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

- Barrow Hanley Global Share Fund.

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

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

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

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

- the responsible entity of the Fund
- the issuer of units in the ETMF and this PDS.

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

'Perpetual Group' means Perpetual Limited and its subsidiaries.

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

This PDS describes the important features of the ETMF included in the PDS. No other fund, trust or class of units is included in this PDS. You should read it carefully before you decide to invest as it will help you to decide whether the ETMF is 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 ETMF to other products you may be considering.

We recommend that you consider the appropriateness of this information having regard to your objectives, financial situation and needs and seek financial advice before making an investment decision. If you have questions about investing in the ETMF, you should speak to your financial adviser. You should consider the tax implications of investing in the ETMF, 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 ETMF where we can according to the Fund's constitution 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 ETMF. Past investment returns are not indicative of future returns, so you shouldn't base your decision to invest in the ETMF on past investment returns.

Neither we, the investment manager 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 ETMF is subject to investment risk, including possible delays in repayment and loss of income and capital invested.

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

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

New Zealand investors

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

Contents

Important notes	inside front cover	Additional information	21
Welcome to Barrow Hanley Global Share Fund (Managed Fund)	2	No cooling-off rights	21
The key benefits of investing	2	Reporting and ongoing information available to investors	21
About Perpetual Investment Management Limited	2	Continuous disclosure documents	21
Investment manager	2	Your privacy	21
Understanding investment risk	3	Inquiries and complaints	22
The risks of investing	3	Investments and social security	22
How we manage these risks	5	Our role as responsible entity	22
ETMF profile	6	Constitution	22
Additional investment information	8	Borrowing powers	23
Fund investments	8	Our liability	23
Investment approach	8	Rights of investors	23
Fees and other costs	9	Incorporation by reference	23
Fees and costs summary	9	Consent	23
Example of annual fees and costs	10	Important additional information for New Zealand investors	23
Additional explanation of fees and costs	11	Contact details	inside back cover
Investing in the ETMF	14		
Net asset value and iNAV	14		
Investments	14		
Withdrawals	14		
Distributions	15		
The AQUA Rules and CHES	17		
The AQUA Rules framework	17		
About CHES	18		
Tax	19		
Attribution managed investment trust (AMIT) regime	19		
Tax position of the Fund	19		
Australian resident investors	19		
Non-resident investors	19		
Reporting	19		
Tax file number (TFN)/ Australian business number (ABN)	20		
Goods and services tax (GST)	20		

Welcome to Barrow Hanley Global Share Fund (Managed Fund)

The key benefits of investing

Professional active investment management

The Fund is actively managed by a team at Barrow Hanley that has deep experience investing through multiple market cycles. Its consistent, repeatable process identifies companies across the globe and the market cap spectrum to exploit inefficiencies resulting in a diversified portfolio.

The Barrow Hanley team believes that markets are inefficient, and that these inefficiencies can best be exploited through adherence to a valuation centric investment process dedicated to the selection of securities on a bottom-up basis. The team focuses primarily on fundamental securities analysis, valuation, and prospects for a return to fair valuation.

Easy investment access

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

About Perpetual Investment Management Limited

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

Investment manager

PIML has appointed Barrow, Hanley, Mewhinney & Strauss, LLC (Barrow Hanley) as the specialist investment manager for the Fund. Barrow Hanley is a leader in global value investing. Founded in 1979 and based in Dallas, Texas (USA), Barrow Hanley is a diversified investment management firm offering value-focused investment strategies spanning global equities and fixed income. Barrow Hanley enjoys a boutique culture with a singular focus to assist clients in meeting their investment objectives. Barrow Hanley is a 75% owned subsidiary of Perpetual Limited and a related party of PIML. 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.

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 ETMF, we have detailed in the following table significant risks (in no particular order) that may affect your investment.

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

Your financial adviser can assist you in determining whether the ETMF is 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, sanctions, 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 the Fund invests in may fall in value, which can result in a reduction in the value of your investment.
ESG risks	Inadequate consideration of issues related to environmental, social, governance and ethical factors may mean that investment values are adversely impacted.
Interest rate risk	Both prevailing interest rates and changes in interest rates may have a negative impact, either directly or indirectly, on investment returns.
Currency risk	For investments in international assets, which have currency exposure, there is potential for adverse movements in exchange rates to reduce their Australian dollar value. For example, if the Australian dollar rises, the value of international investments expressed in Australian dollars can fall.
Liquidity risk	The absence of an established market or shortage of buyers for certain types of investments can result in a loss if the holder of the investment needs to sell it within a particular timeframe. Where the off-market withdrawal process is available (see 'Off-market withdrawals' in the 'Investing in the ETMF' section), a shortage of liquidity in the Fund can also result in delays in the payment of off-market withdrawals.
Investment strategy risks	The Fund's investment strategy may involve specific risks, which can include company risk, portfolio concentration risk and emerging market risk – see the following 'Investment strategy risks' for details.
Other investment risks	The investment professionals employed by Barrow Hanley may change, which may affect the future performance of the Fund. Investing in the Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income. Transactions may be suspended, which may result in delays in paying withdrawal requests – see 'Withdrawals' in the 'Investing in the ETMF' section for further information. The Fund or ETMF may be terminated.
Class risk	Separate classes of the Fund are not separate legal entities and the assets referable to each class will not be segregated. All of the assets of the Fund are available to meet all of its liabilities, regardless of the class to which such assets or liabilities are attributable. There is a risk that investors of different classes of the Fund may be exposed to liabilities of another class of units and these investors could lose some or all of their investment in the Fund. Also, there is a risk that in the event of an insolvency, the assets of the Fund could be made available to creditors of another class of units of the Fund.
Other ETMF risks	Investing in the ETMF may involve other risks, including iNAV risk, ASX price risk, ASX liquidity risk, market making risk, market making agent risk and ASX quotation risk – see the following 'Other ETMF risks' for details.

Significant risks (continued)

Type of risk	Description of risk
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Conflicts risk	Conflicts of interest may arise between related parties appointed to provide services to the Fund. Also, conflicts of interest may arise between Perpetual acting as market maker for the ETMF and investors buying or selling the ETMF on the ASX, as a result of Perpetual's interest for the Fund to benefit from such trading activity or influence the perception of the ETMF's performance.
Operational and cyber risks	<p>The Fund's 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.</p> <p>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.</p>

Investment strategy risks

Company risk

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

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.

Emerging market risk

Investments in emerging markets pose additional risks to those of developed markets due to factors such as lower regulatory supervision, greater economic uncertainty, less liquid markets, increased potential for political unrest and instability and/or volatility in currency and interest rates.

Other ETMF risks

iNAV risk

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

ASX price risk

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

ASX liquidity risk

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

Market making risk

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

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

Market making agent risk

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

ASX quotation risk

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

How we manage these risks

While it is impossible to completely eliminate investment risks, both PIML and Barrow Hanley aim to manage their impact by following consistent and carefully considered investment guidelines.

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

ETMF profile

About the ETMF profile

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

Category

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

ETMF name

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

ASX code

This is the unique ASX identifier for the ETMF.

Investment manager

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

Registered managed investment scheme

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

Fund inception date

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

Risk level

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

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

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

Investors should still ensure they are comfortable with the risks and potential losses associated with the Fund.

The SRM for the Fund 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 with your financial adviser to ensure that it meets your needs.

Distribution frequency and dates

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

Objective

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

Investment approach

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

Investment guidelines

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

Further information

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

ETMF profile

Category	Global shares	
ETMF name	Barrow Hanley Global Share Fund (Managed Fund)	
ASX code	GLOB	
Investment manager	Barrow Hanley	
Registered managed investment scheme	Perpetual Global Share Fund ARSN 601 199 035	
Fund inception date	August 2014 (original Class A units)	
Risk level	6 – High	
Suggested length of investment	Seven years or longer	
Distribution frequency and dates	Half-yearly – 30 June and 31 December	
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> • provide 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. 	
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. 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. The portfolio has no direct tobacco stock exposure. The currency exposure in the Fund is unhedged.</p>	
Investment guidelines	Global shares ¹	95-100%
	Cash ²	0-5%

- 1 The Fund invests predominantly in shares listed on any recognised global exchange. The Fund may also invest in shares proposed to be listed within six months on any such recognised exchange, limited to 10% of the Fund's net asset value.
- 2 Cash may be held in Australian dollars (AUD) or foreign currencies.

Additional investment information

Fund investments

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

Shares

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

Cash

Cash investments are limited to bank accounts.

Investment approach

Use of derivatives

The investment manager does not use derivatives for any purpose in the management of the Fund.

Environmental, social, governance and ethical factors

The investment manager's consideration of environmental, social (which includes labour standards) and governance (ESG) factors for the Fund does not include making ethical or moral judgements on particular practices or issues. Instead, when deciding whether to buy, retain or sell an investment, Barrow Hanley considers those ESG risks only to the extent that they are relevant to the current or future value of the investment.

Borrowing

The Fund is not permitted to borrow (gear) as part of its investment strategy, however borrowing may occur in the daily management of the ETMF.

Fees and other costs

Did you know?

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

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

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

You may be able to negotiate to pay lower fees. Ask the fund or your financial adviser.

To find out more

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

Fees and costs summary

Fees and other costs

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

Taxes are set out in another part of this document.

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

Fees and costs summary

Barrow Hanley Global Share Fund (Managed Fund)		
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: 0.99% per annum.	Management fees for the ETMF, which are generally expressed as a percentage of the net asset value of the ETMF, are calculated and accrued daily and generally paid to us monthly. They are deducted directly from the Fund's assets and reflected in the net asset value per unit of the ETMF. You may be able to negotiate the management fee with us. ¹ Management costs may be charged directly to the Fund and reflected in the net asset value per unit of the ETMF and/or incurred indirectly in underlying funds.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Nil.	Not applicable.
Transaction costs The costs incurred by the scheme when buying or selling assets	Estimated transaction costs: 0.05% per annum.	All transactions costs are paid out of the Fund's assets and reflected in the net asset value per unit of the ETMF.

Fees and costs summary (continued)

Barrow Hanley Global Share Fund (Managed Fund)		
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)		
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	Nil.	Not applicable – no buy/sell spreads apply where you buy or sell units in the ETMF on the ASX. (See 'Buy/sell spread' in this section for information about the sell spread which may apply in the limited circumstances in which the off-market withdrawal process is available to investors.)
Withdrawal fee The fee on each amount you take out of your investment	Nil.	Not applicable.
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 'Additional explanation of fees and costs' in this section for further information.

Example of annual fees and costs

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

Example – Barrow Hanley Global Share Fund (Managed 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	0.99%	And , for every \$50,000 you have in the Barrow Hanley Global Share Fund (Managed Fund) you will be charged or have deducted from your investment \$495.00 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	0.05%	And , you will be charged or have deducted from your investment \$25.00 in transaction costs
Equals Cost of Barrow Hanley Global Share Fund (Managed Fund)		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs of \$520.00 . [*] What it costs you will depend on the fees you negotiate.

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

* Additional fees may apply:

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

Additional explanation of fees and costs

Ongoing annual fees and costs

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

- management fees and costs
- transaction costs.

Estimated ongoing annual fees and costs

ETMF	Management fees and estimated management costs		Estimated transaction costs (% pa) ³	Estimated total ongoing annual fees and costs (% pa)
	Management fees (% pa)	Estimated management costs (% pa) ¹		
Barrow Hanley Global Share Fund (Managed Fund)	0.99%	0.00%	0.05%	1.04%

- ¹ Since we currently choose to pay normal operating expenses out of our management fees, estimated management costs represent any abnormal operating expenses recovered from the Fund and any other indirect management costs (see 'Abnormal operating expenses' and 'Other indirect management costs' in this section for further information) for the financial year ended 30 June 2021, which may vary in future years without notice.
- ² Estimated transaction costs are based on annualised total **gross** transaction costs incurred in the Fund's Class A units for the current financial year to 31 March 2022, 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.

Management fees and costs

Management fees

We receive management fees for managing and administering the ETMF and overseeing the Fund's investments.

Investment management fees payable to Barrow Hanley are paid out of our management fees.

Differential fees

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

Management costs

Management costs may include:

- operating expenses
- other indirect management costs.

Operating expenses

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

The amounts shown in the following 'Estimated ongoing annual fees and costs' table include all management fees, estimated management costs 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.

There is no limit in the Fund's constitution 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 ETMF.

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

Abnormal operating expenses

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

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

Other indirect management costs

Management fees and costs in underlying funds

The following could apply if the Fund invests into an underlying fund (including exchange traded funds).

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

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

Transaction costs

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

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

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

Member activity related fees and costs

Buy/sell spread

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

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

Maximum fees and charges

Fund	Contribution fee (%)	Withdrawal fee (%)	Management fee (% pa) ¹
Barrow Hanley Global Share Fund	5.00%	5.00%	3.00% ¹

¹ Calculated on the Fund's gross asset value.

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

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

Further information about fees and costs

Borrowing costs

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

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

Maximum fees and charges

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

Expense recoveries are unlimited under the Fund's constitution.

Amounts disclosed are inclusive of GST.

Increases or alterations to our fees

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

Management costs and transaction costs may vary each year without notice.

Tax

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

Brokerage

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

Adviser remuneration

Financial adviser commissions

No commissions are paid to your financial adviser.

Other benefits

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

Platform administration payments

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

Investing in the ETMF

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

Net asset value and iNAV

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

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

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

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

Investments

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

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

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

Withdrawals

Withdrawing on the ASX

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

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

Off-market withdrawals

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

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

- if the Fund ceases to be liquid¹
- if we have suspended withdrawals in circumstances permitted by the Fund's constitution, including² where:

- we cannot properly ascertain the value of an asset held by the Fund
 - an event occurs that results in us not being able to reasonably acquire or dispose of assets in the Fund
 - the law otherwise permits us to delay or restrict processing applications or withdrawals.
- 1 If the 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 the 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 the Fund while the Fund is non-liquid. We will advise investors if the Fund becomes non-liquid and the terms of any withdrawal offer.
 - 2 There may be other circumstances where off-market withdrawals from the ETMF are suspended and you may have to wait a period of time before you can make a withdrawal.

Subject to the above, under the Fund's constitution, the maximum period from the day we receive your withdrawal request for the payment of off market withdrawals is 21 days.

Compulsory redemption

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

Impact of withdrawals on distributions

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

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

ASX market liquidity

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

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

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

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

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

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

Distributions

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

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

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

The distribution frequency and distribution period end dates for the ETMF are shown in the 'ETMF profile' section. Distribution details, including the respective payment date, will be provided on the ASX and will also be available at www.perpetual.com.au/etmf. The Fund's constitution allows up to 90 days after the end of the distribution period for the payment of distributions.

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

Any realised net capital gains are generally included in the 30 June distribution. However, we may choose to pay some, or all, of the net capital gains as part of a regular or a special distribution where we believe it is in the best interest of investors, including instances where we believe investors would benefit from having more consistent distribution payments throughout the year.

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

Distribution payments

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

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

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

The AQUA Rules and CHESS

The AQUA Rules framework

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

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

Comparison between ASX Listing Rules and AQUA Rules		
Requirement	ASX Listing Rules	AQUA Rules
Continuous disclosure	Issuers are subject to continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act.	<p>Issuers of products quoted under the AQUA Rules are not subject to the continuous disclosure requirements in ASX Listing Rule 3.1 and section 674 of the Corporations Act.</p> <p>We will comply with the disclosure requirements in section 675 of the Corporations Act as if the ETMF was an unlisted disclosing entity. This means that we will disclose to ASIC information which is not generally available and that a reasonable person would expect, if the information were generally available, to have a material effect on the price or value of the units, provided that such information has not already been included in this PDS (as supplemented or amended).</p> <p>We will publish such information on the ASX and our website at www.perpetual.com.au/etmf at the same time as it is disclosed to ASIC.</p> <p>Under AQUA Rule 10A.4, we must disclose:</p> <ul style="list-style-type: none"> • information about the net asset value of the ETMF daily • information about the total number of the ETMF on issue • information about redemptions from the ETMF • information about distributions paid in relation to the ETMF • any other information which is required to be disclosed to ASIC under section 675 of the Corporations Act • any other information that would be required to be disclosed to the ASX under section 323DA of the Corporations Act if the ETMF was admitted under the ASX Listing Rules. <p>In addition, under the AQUA Rules, we must immediately notify the ASX of any information the non-disclosure of which may lead to the establishment of a false market in the ETMF or which would be likely to materially affect the price of the ETMF.</p>
Periodic disclosure	Issuers are required to disclose half-yearly and annual financial information and reports to the ASX.	<p>Issuers of products quoted under the AQUA Rules are not required to disclose their half-yearly or annual financial information or reports to the ASX.</p> <p>We are required to lodge financial information and reports in respect of the Fund with ASIC under Chapter 2M of the Corporations Act and on the ASX.</p>
Corporate governance	Listed companies and listed managed investment schemes are subject to notification requirements under the Corporations Act and the ASX Listing Rules relating to takeover bids, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings.	<p>Although the units are quoted under the AQUA Rules, the ETMF itself is not listed and are therefore not subject to certain corporate governance requirements. While Perpetual Limited is listed on the ASX, PIML is not and is similarly not subject to those requirements.</p> <p>We will still be required to comply with the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act and section 601FM of the Corporations Act, including that we may be removed by an extraordinary resolution of members of the Fund on which we would not be entitled to vote.</p>

Comparison between ASX Listing Rules and AQUA Rules		
Requirement	ASX Listing Rules	AQUA Rules
Related party transactions	Chapter 10 of the ASX Listing Rules relates to transactions between an entity and a person in a position to influence the entity and sets out controls over related party transactions.	Chapter 10 of the ASX Listing Rules does not apply to products admitted to trading status under the AQUA Rules. We will still be required to comply with the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act.
Auditor rotation obligations	Division 5 of Part 2M.4 of the Corporations Act imposes specific rotation obligations on auditors of listed companies and listed managed investment schemes.	Issuers of products admitted to trading status under the AQUA Rules are not subject to the auditor rotation requirements in Division 5 of Part 2M.4 of the Corporations Act. We will appoint an auditor to audit the financial statements and compliance plans of the Fund.
Spread requirements	These are requirements under the ASX Listing Rules that issuers must satisfy certain minimum spread requirements (ie a minimum number of holders each having a minimum parcel size).	These requirements do not apply to issuers of products admitted to trading status under the AQUA Rules. Under the AQUA Rules, unless and until a suitable spread of holders is achieved, the issuer must ensure a reasonable bid and volume is maintained for the product except in permitted circumstances, or have in place other arrangements which meet ASX's requirement for providing liquidity, generally through the appointment of a market maker.

About CHES

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

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

Tax

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

Attribution managed investment trust (AMIT) regime

The Fund has elected into the AMIT regime.

Tax position of the Fund

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

Under the AMIT regime, each year, we are required to break down the income of the 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).

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

Australian resident investors

Distributions

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

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

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

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

Capital gains tax

In addition to any realised net capital gains attributed to you, any withdrawal or transfer of units in the Fund 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 Fund. 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 Fund, 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 Fund 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 Fund is required to report your details to the ATO for this purpose based on our assessment of the relevant information received.

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

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

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

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

Goods and services tax (GST)

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

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

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

Additional information

No cooling-off rights

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

Reporting and ongoing information available to investors

The following will be available to investors in the ETMF:

- a distribution statement following the payment of a distribution
- a periodic statement providing details of your investment as at 30 June each year and following your exit from the ETMF
- 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, providing relevant details for your income tax return
- confirmation of any other transactions that we are required to report on.

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

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

Continuous disclosure documents

The Fund may be subject to certain regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund 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:

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

Once admitted to trading status on the ASX, investors will also be able to access information about the ETMF on the ASX and our website at www.perpetual.com.au/etmf.

ASIC relief

Ongoing disclosure relief

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

Periodic statement relief

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

Your privacy

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

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

- the kinds of personal information we collect and hold
- how we collect and hold personal information
- the purposes for which we collect, hold, use and disclose personal information
- the types of entities we usually disclose personal information to and the countries where they are likely to be located if it is practicable for us to specify those countries
- how you may access personal information that we hold about you and seek correction of such information (note that exceptions apply in some circumstances)

- how you may complain about a breach of the Australian Privacy Principles (APP), or a registered APP code (if any) that binds us, and how we will deal with such a complaint.

Our privacy policy is publicly available at our website at www.perpetual.com.au or you can obtain a copy free of charge by contacting us.

Inquiries and complaints

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

Inquiries

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

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

Complaints

If you have a complaint about your investment in the ETMF, 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 Exchange Traded Managed Funds
GPO Box 4171
Sydney NSW 2001

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

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

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

Australian Financial Complaints Authority

We are members of the AFCA external dispute resolution scheme.

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

Contact details for AFCA are as follows:

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

Our role as responsible entity

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

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

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

Constitution

All registered managed investment schemes are governed by a constitution. The 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 Fund's constitution has been lodged with ASIC.

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

Borrowing powers

The Fund's constitution allows the Fund to borrow. The Fund is not permitted to borrow as part of its investment strategy (see the 'ETMF profile' section for details of the investment strategy for the Fund). However, borrowing may occur in the management of the ETMF. To the extent permitted, the Fund 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 Fund, 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 Fund.

Rights of investors

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

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

Incorporation by reference

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

The following incorporated information forms part of this PDS:

- details of the latest annual transaction costs for the ETMF.

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

You should also read the incorporated information.

Consent

Barrow Hanley has given its written consent to:

- be named in the PDS in the form and context in which it is named
- the statements made by or about it being included in the PDS in the form and context in which they have been disclosed.

Barrow Hanley makes no representations or warranties as to the completeness or appropriateness of any other information contained in the PDS.

Barrow Hanley has not withdrawn its consent before the issue date of the PDS and has not authorised or caused the issue of the PDS.

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 a financial advice provider.

Additional warning statement: currency risk

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

Additional warning statement: trading on financial product market

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

Additional warning statement: dispute resolution process

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

Distribution reinvestment plan

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

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

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

- the most recent annual report of the Fund (if any)
- the most recent financial statements of the Fund (if any)
- the current PDS relating to the ETMF
- the constitution of the Fund and any amendments.

Contact details

Website

www.perpetual.com.au/etmf

Email

Link Market Services

perpetualetmf@linkmarketservices.com.au

Phone

Link Market Services

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

1800 635 323

Postal address

Link Market Services

Perpetual Exchange Traded Managed Funds

Locked Bag A14

Sydney South NSW 1235

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



BARROW HANLEY
GLOBAL INVESTORS