



MLC Wholesale Inflation Plus – Assertive Portfolio Product Disclosure Statement (PDS)

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Important information

This PDS provides information about the MLC Wholesale Inflation Plus – Assertive Portfolio (Trust).

This PDS contains important information you should consider before making an investment decision in relation to the Trust. The information provided in this PDS is general information only and does not take into account your personal financial situation or needs. We recommend you obtain financial advice for your own personal circumstances before making any investment decision.

This PDS is available from mlcam.com.au/MLCWholesale/pds or you can request a copy free of charge by calling us or your investor directed portfolio service, IDPS-like scheme, master trust or wrap operator (collectively referred to as an 'IDPS' in this PDS). If you are accessing the Trust through the ASX mFund Settlement Service (mFund), you can also access this PDS at mFund.com.au. To invest directly in the Trust, you must have received the PDS (electronically or otherwise) within Australia or New Zealand and meet the eligibility requirements set out in the PDS. The information in this document is up to date at the time of preparation and may change from time to time. If a change is considered materially adverse, we will issue a replacement PDS or supplementary PDS. Information that is not materially adverse to investors can be updated by us and will be published on our

website mlcam.com.au/MLCWholesale/pds.

A paper copy of any updates will be provided free of charge upon request. You should check you have the most up to date version before making an investment decision. All amounts in these documents are Australian dollars unless stated otherwise.

MLC Investments Limited, the responsible entity of the Trust (Responsible Entity), is a fully owned subsidiary within the National Australia Bank Limited Group of companies (NAB Group). No company in the NAB Group guarantees the capital value, payment of income or performance of the Trust. An investment in the Trust does not represent a deposit with or liability of the NAB Group and is subject to investment risk, including possible delays in repayment and loss of income and principal invested.

References in this document to 'MLC', 'we', 'our' or 'us' should be read as references to MLC Investments Limited in its capacity as Responsible Entity.

References in this document to MLC Asset Management Services Limited should be read as references to MLC Asset Management Services Limited, a fully owned subsidiary of the NAB Group, in its capacity as investment manager.

Warning for New Zealand investors

If you received the offer in New Zealand, to invest in the Trust covered by this PDS, you must invest upfront a minimum subscription amount of NZ\$750,000 you want to invest in (net of any currency exchange losses or costs) and have satisfactorily completed the "Minimum Subscription Certification" set out in the application form which was provided with this PDS.

Warning

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This requires those offering financial products to have disclosed information that is important for investors to make an informed decision.

The usual rules do not apply to this offer because there is an exclusion for offers where the amount invested upfront by the investor (plus any other investments the investor has already made in the financial products) is NZ\$750,000 or more. As a result of this exclusion, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for this investment.

Investments of this kind are not suitable for retail investors.

Before you invest, ensure you read all documents carefully, ask questions and seek independent financial advice.

Contents

1. About MLC and the MLC Inflation Plus portfolios	4
2. At a glance	5
3. ASIC's benchmarks and disclosure principles	6
4. MLC's approach to investing	9
5. Benefits of investing in the Trust	10
6. The Trust's investment strategy	11
7. Key personnel	17
8. Responsible parties and Trust structure	18
9. Things to consider before you invest	20
10. Further details of the Trust	28
11. Fees and other costs	29
12. How the Trust operates	34
13. Information for direct investors	38

1. About MLC and the MLC Inflation Plus portfolios

Who you go through life with makes all the difference

We specialise in creating a diverse range of investment solutions so you can grow your wealth the way you want to.

And, we'll continually enhance our products and services to make the most of changing investment opportunities.

Investing with us

We believe the best way to manage our portfolios is to employ the skills of multiple specialist investment managers. We've appointed the NAB Group's multi-asset management business, MLC Asset Management Services Limited to advise on and manage the Trust's investments. Our investment experts have extensive knowledge and experience at designing and managing portfolios using a multi-manager investment approach.

While their name has changed through time, it's the same team that's been advising on and managing our portfolios for decades.

Our portfolios make sophisticated investing straightforward.

Our investment experts use a market-leading investment approach to structure our portfolios with the aim of delivering more reliable returns in many potential market environments.

And, as their assessment of world markets changes, our portfolios are evolved to manage new risks and capture new opportunities.

We use specialist investment managers in our portfolios. Our investment experts research hundreds of investment managers from around the world and select the managers they believe are the best for our portfolios. Our investment managers may be specialist in-house managers, external managers or a combination of both.

Importantly, we stay true to the objectives of our portfolios so you can keep on track to meeting your goals.

Keeping up to date

The latest information on the Trust is available on our Fund Profile Tool at mlcam.com.au/MLCWholesale. It's an easy to use, interactive tool that gives you greater insight into how your money is managed, where your money is invested, current specialist investment managers and how your investments are performing.

The MLC Inflation Plus portfolios

We've designed the MLC Inflation Plus portfolios to give you more confidence your investment will deliver the return you need to help meet your financial goals.

The MLC Wholesale Inflation Plus – Assertive Portfolio (Trust) is one of three MLC Inflation Plus portfolios. Each aims to achieve a different return above inflation over a different time frame. This Trust aims to achieve its return above inflation over 7 years and has the highest volatility and return profile of the three portfolios.

Inflation, or the rise in living costs, reduces the purchasing power of your money over time. So to grow your long-term wealth, your investment needs to provide returns above inflation.

The Trust's focus on achieving above-inflation returns and managing the risk of significant negative returns means we manage them differently to most traditional diversified funds.

We can invest in a broader range of assets and strategies. We also have the flexibility to make large changes to the Trust's asset allocation to manage risk and capture opportunities for returns.

As a result, we expect the Trust will provide a smoother pattern of returns for investors than a traditional diversified fund with a similar level of gearing.

Our approach to investing is described in section 4. We use a market-leading portfolio design process and our investment experts have extensive investment experience.

How the Trust's Investment Strategy may change

We may make changes to the Trust's investment strategy when we deem it to be in the unitholders' best interests. Changes to the investment strategy may include (but are not limited to) changes to the Trust's investment objective, strategies, performance hurdle, asset allocation ranges and investment processes of the Trust.

Where possible, we will give you prior notice of any materially adverse change. Changes that are not materially adverse will be made available on mlcam.com.au/MLCWholesale. For more information refer to 'Changes to the Trust' on page 35.

2. At a glance

The MLC Wholesale Inflation Plus – Assertive Portfolio may be suited to you if:

- you're aiming to achieve a return above inflation but, more importantly, are concerned about losing money over a 7 year period
- you understand the return achieved by the portfolio may be significantly higher or lower than its objective
- you understand that the Trust's asset allocation will change significantly over time
- you want to manage investment risk by diversifying across asset classes and strategies, and
- you understand the risks of investing in a geared portfolio and are comfortable with our investment experts flexibly managing the gearing level up to 40%.

	MLC Wholesale Inflation Plus – Assertive Portfolio (Trust)
Responsible entity	MLC Investments Limited
Investment manager	MLC Asset Management Services Limited, a fully owned subsidiary of the NAB Group
Custodian	National Australia Bank Limited (NAB)
Administrator	NAB
Investment objective	Aims to deliver a return of 4.5% pa above inflation (after management costs) subject to limiting the risk of negative returns over 7 year periods. This careful risk management approach means there may be times, such as when interest rates are unusually low, when the Trust requires an extended period to achieve its return objective. In most circumstances the Trust is expected to provide positive returns over 7 year periods, although there will sometimes be negative returns over shorter periods.
Benchmark	The measure of inflation is the Consumer Price Index, calculated by the Australian Bureau of Statistics
Estimated number of negative annual returns	Between 4 and 5 years in 20 years.
Minimum suggested time to invest	7 to 10 years
Inception date	5 December 2005
Fees and other costs ^{1,2,3}	Management costs (including GST net of Reduced Input Tax Credit) Management fee equal to: Class A (all investors other than MLC MasterKey Investment Service): 0.95% pa of the Trust's net asset value. Class B (for the MLC MasterKey Investment Service): 2.30% pa of the Trust's net asset value. Estimated indirect costs 0.12% pa of the Trust's net asset value. This is made up of: • Performance related costs of 0.04% pa. • Estimated other indirect costs of 0.08% pa. Buy/sell spread of 0.10% / 0.05%. More information on the fees and other costs is located in section 11.
Unit pricing frequency	Daily

¹ Rounded to two decimal places.

² A reference to the 'Trust's net asset value' in this PDS is a reference to the net asset value referable to Class A units in the Trust or Class B units in the Trust (as relevant).

³ The estimated indirect costs are based on costs incurred for the 12 months to 30 June 2019 and include estimates where information was unavailable at the date this PDS was issued.

3. ASIC's benchmarks and disclosure principles

This section of the PDS addresses the Australian Securities and Investment Commission's ('ASIC's') benchmarks and disclosure principles for hedge funds and provides references to other sections of the PDS where you can find further information. This information is intended to assist you in making an informed decision about investing in the Trust. You should read the entire PDS for full details before deciding whether to invest in the Trust. Please note that in this section, the reference to "benchmark" represents criteria set by ASIC and is not a reference to the Benchmark against which the Trust's performance will be measured, which is set out in section 2 of this PDS.

ASIC's benchmarks

ASIC Benchmark	Summary	Reference
ASIC's benchmark 1: Valuation of assets	This benchmark addresses whether valuations of the non-exchange traded assets of the Trust are provided by an independent administrator or an independent valuation service provider. The Responsible Entity does not meet this benchmark as the valuation of the Trust's assets is performed by the Trust's custodian, NAB, a related party of the Responsible Entity. The Responsible Entity, limits the risk of any lack of independence and any related party conflicts in the valuation of non-exchange traded assets by monitoring the valuation of the Trust's assets. The assets are valued using the latest available market values from independent data providers and administrators. In addition, the Responsible Entity implements a policy that requires the use of independent fund administrators and valuation service providers by specialist investment managers of the underlying funds of the Trust.	'Valuation', page 36.
ASIC's benchmark 2: Periodic reporting	This benchmark is intended to ensure that investors receive periodic reporting on certain key fund information on a monthly and annual basis. This benchmark is met as MLC provides investors with monthly performance and annual reports.	'Keeping you informed', pages 40 and 41.

3. ASIC's benchmarks and disclosure principles

ASIC's disclosure principles

ASIC Disclosure Principles	Summary	Reference
ASIC's principle 1: Investment strategy	<p>The key aspects of the Trust's investment strategy are flexible asset allocation, wide diversification and a strong focus on risk management.</p> <p>The Trust will primarily invest in underlying funds which invest in asset classes and strategies such as cash, fixed income, shares, listed property securities and alternatives.</p> <p>These asset classes and strategies the Trust invests in may be located in any country and held in any currency. The Trust and the underlying funds may use leverage, derivatives and short selling to achieve the investment objective. The Trust invests across a wide range of asset classes and strategies. The Trust's asset allocation ranges (also known as diversification guidelines) are set out in 'Asset allocation ranges' on page 12.</p>	<p>'The Trust's investment strategy', pages 11 to 16.</p> <p>'Changes to the Trust', page 35.</p>
ASIC's principle 2: Investment manager	<p>MLC Asset Management Services Limited is the investment manager of the Trust.</p> <p>The Trust's key investment decision-makers are Dr Susan Gosling and Dr Ben McCaw.</p>	<p>'Investment manager', page 15.</p> <p>'Key personnel', page 17.</p>
ASIC's principle 3: Fund structure	<p>The Trust is an Australian registered managed investment scheme that is registered with ASIC and governed by its constitution and the <i>Corporations Act 2001 (Cth)</i>.</p> <p>The key service providers are identified in section 2 and explained in more detail in section 8.</p> <p>All of the key service providers are located in Australia.</p> <p>A diagram which shows the key service providers to the Trust and the flow of money through the Trust is in section 8.</p> <p>All arrangements between the Trust and the key service providers have been entered into on an arm's length basis and where the key service providers are members of the NAB Group, are subject to NAB's Conflicts of Interest Policy.</p> <p>The keys risks to the Trust's structure are counterparty risk, underlying fund risk and service provider risk.</p>	<p>'The Trust's investment strategy', pages 11 to 16.</p> <p>'Investment manager', page 15.</p> <p>'Responsible parties and Trust structure', pages 18 to 19.</p> <p>'Things to consider before you invest', pages 20 to 27.</p> <p>'Additional explanation of fees and costs', pages 31 to 33.</p>
ASIC Disclosure Principles	Summary	Reference
ASIC's principle 4: Valuation, location and custody of assets	<p>The valuation of Trust's assets is undertaken by NAB, in accordance with our Asset Valuation Policy, the master custody agreement between us and NAB, and industry standards.</p> <p>The types of assets that the Trust invests in and the Trust's asset allocation ranges are set out in 'Asset allocation ranges' on page 12.</p> <p>The asset classes and strategies the Trust invests in may be located in any country and held in any currency.</p> <p>NAB is the custodian of the Trust.</p>	<p>'Key aspects of the investment strategy', page 11.</p> <p>'Asset allocation ranges', page 12.</p> <p>'Selecting specialist investment managers', page 15.</p> <p>'The custodian and administrator', page 18.</p> <p>'Valuation', page 36.</p>

3. ASIC's benchmarks and disclosure principles

ASIC's disclosure principles Continued

ASIC's principle 5: Liquidity	We reasonably expect to be able to realise at least 80% of the Trust's assets at the value ascribed to those assets in calculating the Trust's latest NAV, within 10 Business Days.	'Liquidity', page 28.
ASIC's principle 6: Leverage	Leverage is also referred to as gearing in this PDS. The Trust, its specialist investment managers and the funds those managers invest in may use gearing through borrowing from major financial institutions, the use of derivatives, including futures and options, and short selling. The Trust can gear up to 40% of the Trust's net asset value, with a maximum of 25% through derivatives. The Trust doesn't provide assets as collateral to its lenders.	'Gearing', pages 25 to 26.
ASIC's principle 7: Derivatives	The Trust, its specialist investment managers and the funds those managers invest in may use derivatives.	'Derivatives', page 25.
ASIC's principle 8: Short selling	The Trust, its specialist investment managers and the funds those managers invest in may use short selling. Short selling may be used in the Trust in order to reduce exposure to an asset of the Trust. At the date of this PDS, we anticipate that the Trust would only use covered short selling in managing the Trust. The key risks associated with short selling and how those risks are managed are set out in this PDS.	'Short selling', page 27.
ASIC's principle 9: Withdrawals	The Trust processes withdrawals daily and generally seeks to make payments within 10 Business Days. In certain circumstances, such as when there are adverse market conditions, we may suspend withdrawals. We may also process requests in instalments over a period of time and may also suspend processing of requests we have already accepted. In certain circumstances we may refuse a withdrawal request. Changes to withdrawal rights will be notified to you in writing.	'Applications and withdrawals', page 34. 'Changes to the Trust', page 35.

4. MLC's approach to investing

MLC designs investment solutions with the aim of delivering more reliable returns to investors.

For over 30 years our investment experts have been designing portfolios using a multi-manager approach, to help investors achieve their goals.

The four key aspects of this market-leading investment approach are:

1. Portfolio design

MLC's multi-asset Trusts focus on what affects investor outcomes the most – asset allocation.

Each asset class has its own risk and return characteristics.

Money is allocated between asset classes based on the following beliefs:

- **Risk can't be avoided, but can be managed**

Key to the investment approach is its unique Investment Futures Framework (Framework). The Framework guides our forward-looking approach to managing risk.

In an unpredictable and constantly changing world, the Framework helps continually identify the very wide range of potential market scenarios – both good and bad – that could occur.

The Framework also helps our investment experts analyse how these scenarios could affect the risks and returns of the asset classes in the Trusts.

The insights from this analysis are used to work out the combination of asset classes that they believe will best achieve a Trust's objective.

This helps us prepare our Trusts for future market ups and downs.

- **Risks and returns vary through time**

The Framework shows how the potential risks and returns of each asset class could change over the next three to seven years.

With this information our Trusts' asset allocations are adjusted to reduce the risk or improve the return potential of the Trusts.

- **Diversification matters**

Asset classes perform differently in different market conditions.

Investing in many asset classes helps smooth out the Trusts' overall returns, as asset class ups and downs can offset one another.

2. Managing the portfolio

Our Trusts have different investment objectives. That's why our investment experts select a different mix of assets and investment managers for each.

The investment managers may be specialist in-house managers, external managers or a combination of both.

Our investment experts research hundreds of investment managers from around the world and select the managers they believe are the best for our Trusts.

They are then combined in our Trusts so they complement each other.

This multi-manager approach helps to reduce risk and deliver more consistent returns.

You can find out about our current investment managers at mlcam.com.au/MLCWholesale

3. Ongoing review

To make sure our Trusts are working hard for investors, our investment experts continuously review and actively manage them.

This includes adjusting the asset allocation, investment strategies and managers.

This may be because our investment experts' assessment of the future market environment has altered or because they've found new ways to balance risk and return in our Trusts.

4. Portfolio implementation

We deliver better returns by avoiding unnecessary costs. Our investment experts help us do this by carefully managing cash flows, tax and changes in our Trusts.

5. Benefits of investing in the Trust

More confidence that you'll achieve your financial goals

We've designed the Trust to give investors more confidence that they'll receive a return above inflation over a seven year timeframe, through different investment environments.

Most traditional diversified funds aim to match or outperform a market benchmark. However, even an above-benchmark return won't always be the return investors need, especially when markets are weak. Instead, the Trust's focus is maintaining and growing your real wealth.

We aim to achieve a return above inflation by carefully managing risk, particularly by avoiding the big losses that can set back an investment.

We focus strongly on managing the Trust's risk of negative returns over seven years, mainly through:

- flexible asset allocation – as our views on the market evolve, we can change the mix of assets so the Trust is better positioned to achieve its objective, and
- diversification – we invest in a wide range of assets and strategies. This gives us more potential sources of returns.

Although our investment experts carefully manage the Trust, we can't remove all risk that at times, the Trust may not achieve its objective.

For information about how we manage the Trust, please refer to 'Key aspects of the investment strategy' on page 11.

A smoother path to your financial goals

Traditional diversified funds usually have tight asset allocation ranges. This prevents the manager making large adjustments to the mix of assets to manage changing market risk. It also means the fund's returns tend to reflect market movements.

In contrast, in managing the Trust our investment experts can move flexibly between asset classes to manage risk. This means we expect the Trust to perform better in weak markets than a traditional diversified fund.

As there's a trade-off between risk and return, this may also mean the Trust lags in strong markets.

We anticipate the outcome for investors will be a pattern of returns that's smoother and less influenced by market movements than a traditional diversified fund with a similar level of gearing.

A proven investment strategy

Since 2005, we have successfully used this flexible, outcome-focused approach to manage this Trust. Now, we also use this approach to manage the other two MLC Inflation Plus portfolios.

A market-leading approach to portfolio design

The approach we use to design and manage the portfolio recognises we live in a complex, changing world.

Key to our approach is a unique Investment Futures Framework, which guides our forward-looking approach to managing risk.

Our investment experts constantly explore the many ways events could unfold in markets worldwide and the potential impact on our Trusts.

Through this careful analysis, our experts discover changing risks and opportunities. They can then adjust the portfolio to manage the risks and capture the potential returns.

This means our Trusts are better positioned to deliver more reliable medium to long-term returns to investors.

6. The Trust's investment strategy

The Trust aims to deliver a return of 4.5% pa above inflation (after management costs) subject to limiting the risk of negative returns over 7 year periods.

This careful risk management approach means there may be times, such as when interest rates are unusually low, when the portfolio requires an extended period to achieve its return objective. In most circumstances the portfolio is expected to provide positive returns over 7 year periods, although there will sometimes be negative returns over shorter periods.

Key aspects of the investment strategy

The key aspects of the Trust's investment strategy are:

1. Flexible asset allocation

We actively manage the asset allocation in accordance with our investment experts' changing assessment of potential risks and opportunities in investment markets. We adjust the asset allocation when our investment experts identify new or better ways to manage risk or meet the investment objective.

To adjust exposure to assets, the Trust may also use techniques such as gearing, short selling and derivatives. Each of these techniques, and their role in the Trust's investment strategy, is explained on pages 25 to 27.

2. Diversification

The Trust invests across a wide range of assets and strategies. These may include both mainstream assets (eg shares and government bonds) and alternative investments (eg hedge funds) that may not be widely used in other investment funds. This diversification reduces the Trust's dependence on a single type of asset for returns.

The Trust's asset allocation ranges are set out later in this section, and more information about each of these assets and investments is on pages 21 to 23.

The assets and strategies the Trust invests in may be located in any country and held in any currency. To manage them, our investment experts use carefully selected specialist investment managers from around the world.

More information about how our investment managers are selected is on page 15.

3. Strong focus on risk management

The Trust has the flexibility not to invest in an asset class if that would cause too much risk of a negative return over 7 years. This means the Trust may have low exposure to growth assets in some market conditions. However, the Trust's 7 year investment time frame means it will usually have a significant investment in growth assets.

There's more information about how we manage risk on pages 13 to 14.

We expect that by managing the Trust in this way, movements in the Trust's value (both up and down) should be less significant.

How does the investment strategy deliver returns?

The investment strategy produces returns from the assets the Trust invests in and the investment techniques it uses (such as gearing, currency management, covered short selling and derivatives). These investment techniques are explained on pages 25 to 27.

The Trust's returns are in the form of:

- income from the assets, such as dividends from shares and interest from fixed income securities (any expenses are deducted from the income)
- changes in the value of the assets in the Trust, such as a change in the price of a share listed on the Australian Securities Exchange. Any liabilities are deducted from the assets, and
- gains and losses from using investment techniques.

What underpins the strategy's ability to deliver returns?

Our investment experts use its unique Investment Futures Framework to assess the very wide range of possible future economic and market conditions, or 'scenarios', that could occur, and how the Trust's assets would perform in each of these environments.

With this detailed analysis, our investment experts gain an understanding of how risks and return opportunities change over time both for individual asset classes and the Trust as a whole, and therefore how the Trust should be positioned. If necessary, they then adjust the Trust's asset allocation.

This comprehensive, rigorous Framework is the basis of the Trust's ability to produce returns while managing risk. Our investment experts use the insights from the Framework to determine the asset allocation they believe will help achieve the Trust's investment objective, while controlling risk.

6. The Trust's investment strategy

Asset allocation ranges

	Minimum	Maximum
Cash	0%	100%
Australian fixed income	0%	60%
Global fixed income	0%	60%
Australian shares	0%	70%
Global shares	0%	70%
Listed property securities	0%	50%
Alternatives	0%	50%
Gearing*	0%	40%
Total fixed income and cash	0%	120%
Total shares and listed property securities	0%	120%
Total assets*	100%	140%

The asset allocation will be managed within these ranges.

The most up to date information on the asset allocation and investment managers is available at mlcam.com.au/MLCWholesale on our Fund Profile Tool.

* This means for every \$1,000 you invest, the Trust may borrow up to \$400 (and up to \$1,400 is invested in assets). However, if asset values fall dramatically (such as in unusually adverse market conditions), the Trust's gearing level may rise above 40%. More information on the risks of gearing is on pages 25 to 26.

The Trust's risk management strategy

Managing risk means limiting the probability and extent of negative returns. Risk management is central to our investment experts' investment decision-making.

The key aspects of the Trust's risk management strategy are:

- an explicit focus on managing risk, not simply delivering returns. We aim to achieve the investment objective by consistently controlling risk.
- a unique Investment Futures Framework. The Framework helps our investment experts identify how risk and return potential change over time, providing forward-looking risk control. In particular, focusing on understanding the adverse investment environments that could occur and how those risks can be mitigated.
- the Trust's flexible asset allocation. This means our investment experts can change the Trust's asset mix so it remains appropriately positioned to both manage potential risks and capture potential returns as market conditions evolve.
- diversification across a very wide range of assets, strategies and managers. This gives us many ways to manage risk, as well as providing many sources of returns.

Risks of the investment strategy

All investments carry risk and below are some significant risks that you should be aware of when considering an investment in the Trust. Please note that this list does not cover every risk of investing in the Trust.

Risk factors that can affect returns	Why it's a risk	How we manage the risk
Markets	Markets are uncertain and experience periods in which expectations are disappointed, resulting in negative returns. Changes in market sentiment and economic and legislative changes in Australia and overseas jurisdictions can impact returns from the asset classes in the Trust.	Our investment experts use the Investment Futures Framework (which is outlined on page 9) to comprehensively and systematically assess potential future market outcomes and how they could affect the risk and return of assets in the Trust. The Trust's investments are designed to provide an appropriate balance between return potential and risk exposure. The Trust is also diversified across many asset classes, reducing the impact of poor returns from a single asset class or market.
Investment management skill	Our investment experts could overestimate or underestimate risk or make incorrect decisions about the asset allocation of the Trust. If the Trust held incorrect positions for a long time, this could affect the Trust's ability to achieve its objective and may result in negative returns.	The Trust's investment strategy relies on a comprehensive analysis of the sources and extent of risk and how these change through time. Our approach builds a detailed understanding of possible future outcomes within a rigorous and disciplined Investment Futures Framework which provides information as to how the Trust's strategy would perform in a wide range of market scenarios. Our investment experts constantly review these scenarios and their implications and can flexibly alter the mix of assets to better capture returns and manage risks.
Specialist investment managers' skill	A particular specialist investment manager may be affected by an event such as the deterioration in their skill at selecting securities or changes to investment personnel.	Our investment experts reduce the impact of this risk by doing extensive research on the specialist investment managers, diversifying across a large number of skilled specialist investment managers and carefully monitoring them.
Derivatives	Derivatives, their risks and their role in the Trust's investment strategy are explained on page 25.	Please refer to page 25.
Gearing	Gearing, its risks and its role in the Trust's investment strategy are explained on pages 25 to 26.	Please refer to pages 25 to 26.
Short selling	Short selling, its risks and its role in the Trust's investment strategy are explained on page 27.	Please refer to page 27.
Company specific issues	The value of an investment, such as shares in a company, are affected by events within and outside of the company. These events include changes to management; climate change; environment, social and government issues; legal action against the company; competitive pressures; profit and loss announcements; and the expectations of investors regarding the company.	Our investment experts select specialist investment managers who are skilled at researching and valuing companies and will assess the effect of these factors on a company's value. Extensive diversification also limits the impact of company specific issues on the Trust.

6. The Trust's investment strategy

Risk factors that can affect returns	Why it's a risk	How we manage the risk
Credit	Investments involving lending to other parties are subject to the risk that the borrower is not able to meet their loan obligations.	The Trust's fixed income securities are well diversified, reducing the exposure to any one borrower. Our specialist investment managers are skilled in assessing the creditworthiness of borrowers.
Interest rate changes	The value of different asset classes, especially fixed income securities, can fluctuate with changes in interest rates. For example, when interest rates rise, existing fixed income securities tend to fall in value. Fixed income securities with longer maturities tend to fall further than those with shorter maturities. Normally, fixed income securities with a longer period until they mature are expected to be rewarded with a higher interest rate (or yield) than those with a shorter period until maturity.	Our investment experts and the selected fixed income specialist investment managers conduct in-depth research to form a view on interest rates. Based on this view, they will either reduce or increase the exposure of the fixed income securities to interest rate changes in an attempt to improve returns.
Liquidity	Investments, such as those in private, unlisted or small specialised markets, mortgages, or alternative investments, are often difficult to buy or sell quickly. Therefore, they may have to be sold at a discount to their market value in some environments. These types of investments are expected to receive a higher return than similar assets on listed markets due to the higher risk associated with their illiquidity.	We manage illiquid assets within tight limits. Illiquid assets are also generally pooled across MLC funds. This means illiquid assets are not frequently required to be purchased or sold, because transactions may be offset between MLC funds.
Changes in the value of the Australian dollar	The Trust typically includes assets located in other countries. This means your investment value will change if the exchange rate between the Australian dollar and the foreign currency moves. Investments in Australian assets may also be exposed to changes in the exchange rate if their earnings are derived outside Australia, eg Australian companies that export or import goods and services.	There are diversification benefits to including foreign currency exposure in a portfolio. The Trust's foreign currency exposure will vary depending on the potential costs and potential benefits. Currency 'hedging' can be used to manage the impact of exchange rate movements. The role of currency management in the Trust's investment strategy is explained on page 25.
Counterparties	All investments, borrowings and transactions (including buying and selling securities) involve a counterparty that is on the other side of the transaction, eg when buying a security, the counterparty is the seller. There is a risk that a counterparty may not be able to meet its obligations.	We diversify counterparties across many institutions and any concentrated counterparty risk is limited to highly rated institutions.
Agency	An agency exists where one party contracts with another to perform duties on its behalf. There is a risk that either of the contracting parties do not perform their duties. A specialist investment manager is an example of an agent of the Responsible Entity.	Our investment experts monitor and assess specialist investment managers regularly to ensure they are performing their duties and managing their assets as expected.

Investment manager

We've appointed MLC Asset Management Services Limited to advise on and manage the Trust's investments. MLC Asset Management Services Limited is the NAB Group's multi-asset investment management business.

The Responsible Entity has appointed MLC Asset Management Services Limited as investment manager under a principal investment advisory agreement.

MLC Asset Management Services Limited, a wholly-owned subsidiary of the NAB Group and operates under its own Australian Financial Services Licence.

We can terminate the principal investment advisory agreement at any time by giving three months' (or such lesser period agreed between the relevant parties) notice.

The agreement may also be terminated in a range of specific circumstances such as if a party commits a material breach.

Selecting specialist investment managers

No one manager will be the best performer in a single asset class at all times and across all market and economic environments. So we use many specialist investment managers in the Trust. They may be in-house managers, external managers or a combination of both. Our investment experts research hundreds of managers from around the world and select the managers they believe are the best for the Trust.

To manage a particular asset class, our investment experts may choose single or multiple specialist managers. Single specialist managers are generally used for alternative investments, while multiple

specialist managers are generally used in mainstream asset classes such as fixed income.

Within mainstream asset classes, specialist investment managers often have different, but complementary, investment approaches. By combining them, we aim to generate less volatile returns.

Before appointing specialist investment managers, our investment experts consider in the due diligence process whether they have the following key qualities:

- a logical and defensible investment philosophy which represents the manager's core investment beliefs
- a rigorous investment approach to execute its investment philosophy
- a firm with high quality, experienced staff and a supportive culture
- a stable ownership structure
- a disciplined, rigorous research process
- robust, careful portfolio construction, and
- timely and cost-effective implementation methods.

Our investment experts constantly review current specialist investment managers to ensure they are investing as expected, and assess potential managers.

Specialist investment managers are appointed on an arm's length basis and their agreements with us include no unusual or materially onerous terms. Specialist investment managers may be appointed or terminated at any time.

There are no formal policies regulating the geographic location of the specialist investment managers or where they can invest. Some of the specialist investment

managers have a global investment strategy, while others will focus on a particular country or region.

You can find up to date information about the Trust's specialist investment managers at mlcam.com.au/MLCWholesale on the Fund Profile Tool.

Managers of substantial allocations

As at the date of this PDS, all specialist investment managers have less than a 35% allocation of the assets of the Trust.

There are three specialist investment managers that have allocations of more than 10% of the assets of the Trust. They are:

- International Value Advisers, LLC (IVA)
- Walter Scott & Partners, Limited (Walter Scott), and
- Ruffer LLP (Ruffer).

6. The Trust's investment strategy

IVA and Walter Scott

Our defensive global shares strategy comprises two managers:

- IVA, appointed in May 2012, and
- Walter Scott, appointed as a broad market global shares manager in December 2005.

The defensive global shares strategy has been an important part of the Trust since it replaced the broad market global shares strategy in 2008. Its role is:

- to increase the diversity of investments, strategies and managers in the Trust
- to improve the Trust's ability to preserve investors' capital in adverse markets, and
- to deliver more resilient returns from global shares in difficult economic conditions.

IVA and Walter Scott were appointed because of their experienced investment teams and their ability to carry out this strategy. The investment approaches of these two managers are also complementary.

Ruffer

We appointed Ruffer in 2009 as a manager of the multi-asset class real return (MARR) strategy for the Trust.

The MARR strategy is an important part of the Trust. Its role is:

- to increase the diversity of assets, strategies and managers in the Trust
- to improve the Trust's ability to preserve investors' capital in difficult markets, and
- to help deliver a smoother path of returns for investors.

Ruffer has the flexibility to invest across many types of assets without being constrained by a market benchmark. As a result, the managers build portfolios that are well diversified and can cope with a range of risks. This can provide a more reliable path of returns and better preserve investors' capital in difficult markets.

Ruffer focuses on prudently growing wealth over a full market cycle, while limiting the risk of a negative return in any 12 month period. They do this by carefully balancing risk and return opportunities.

As at the date of this PDS all other specialist investment managers have a 10% allocation or below of the assets of the Trust. Specialist investment managers and how they are accessed may change at any time, without notice to you.

For the details of the current specialist investment managers and information about why they have been selected (where allocations exceed 10%) please visit mlcam.com.au/MLCWholesale/pds

7. Key personnel

As at the date of this PDS the key individuals involved in the investment decisions for the Trust are Dr Susan Gosling and Dr Ben McCaw.

Please visit [mlcam.com.au/MLCWholesale](http://mlcam.com.au/) for details of the current key individuals.

Susan and Ben spend most of their time managing the Trust's investment strategy. They are responsible for determining the asset allocation and which strategies to include in the portfolio.

There have been no adverse regulatory findings against MLC Asset Management Services Limited or any staff involved in investment decisions.

**Dr Susan Gosling BSc, MA, PhD, GDip (EnvironMgt)
Head of Investments, MLC**

Susan joined MLC Asset Management Services Limited in October 2002 and has 30 years' investment management experience. She is the architect of the market-leading scenarios-based approach to asset allocation, which is the foundation for the Investment Futures Framework.

Susan moved into funds management after starting her career as an economist in London. She first applied scenarios analysis for portfolio management in the late 1980s, as General Manager Risk Management and Head of Asset Allocation with Commonwealth Funds Management.

Susan has held a number of senior positions in the funds management industry, including General Manager of MLC Implemented Consulting, CIO of both Advance Asset Management and United Funds Management, and founder and director of United Funds Management. She has been a director of the Australian Investment Managers Association and was founding director of a boutique private equity fund focused on consistency of economic and environmental sustainability.

**Dr Ben McCaw, MAppFin, PhD, BSc(Hons)
Portfolio Manager, MLC**

Ben joined MLC Asset Management Services Limited in 2008 as a Senior Analyst for the MLC Capital Markets Research team. As Portfolio Manager in this team, he plays a significant role in developing the scenarios analysis model and enhancing the modelling process.

Before joining MCLAMS, Ben worked as a sell side Equity Analyst at Emerging Growth Capital, Australia. Prior to that, he worked in Singapore as a Technology Investment Advisor at Asia-Pacific BioVentures.

8. Responsible parties and Trust structure

Responsible entity and issuer

MLC Investments Limited is the responsible entity and the issuer of units in the Trust. We are responsible for ensuring that the Trust is operated in accordance with its constitution (Constitution) and the *Corporations Act 2001 (Cth)*.

The Trust is registered with ASIC. ASIC takes no responsibility for this PDS or the operation of the Trust by us.

As responsible entity of the Trust, we outsource a number of tasks associated with the operation of the Trust. These arrangements are documented in agreements which describe the terms on which services will be provided.

We regularly monitor the provision of services by all relevant parties to ensure compliance with these agreements.

The custodian and administrator

NAB is the custodian of the Trust. The custodian's role is to perform custodial services such as to hold the assets of the Trust, source and provide valuations of the Trust's assets and deliver reporting to us. The custodian does not issue interests in the Trust, or guarantee the performance of the Trust.

We have appointed NAB under a master custody agreement. We may terminate the agreement at any time by providing not less than 120 days' written notice.

NAB is also the administrator of the Trust and provides services such as

transaction processing and monthly statement reporting.

The agreement may also be terminated in a range of specific circumstances such as if a party commits a material breach.

The custodian has no supervisory role in relation to the operation of the Trust and is not responsible for protecting your interests. The custodian has no liability or responsibility to you for any act done or omission made in accordance with the terms of the master custody agreement. The custodian makes no statement in this PDS and has not authorised or caused the issue of it.

The auditor

As at the date of this PDS, Ernst & Young is the auditor of the Trust.

Fees paid to the NAB Group companies

We use the services of NAB Group companies where it makes good business sense to do so and will benefit our unitholders.

Amounts paid for these services are always negotiated on an arm's length basis and are, in the Responsible Entity's opinion, reasonable remuneration.

Appointments of these companies are made in accordance with the requirements of the Group Conflicts of Interest Policy. The Responsible Entity regularly monitors the ongoing compliance of such appointments with the Conflicts of Interest Policy. The responsible entity, investment manager, custodian and administrator are NAB Group companies.

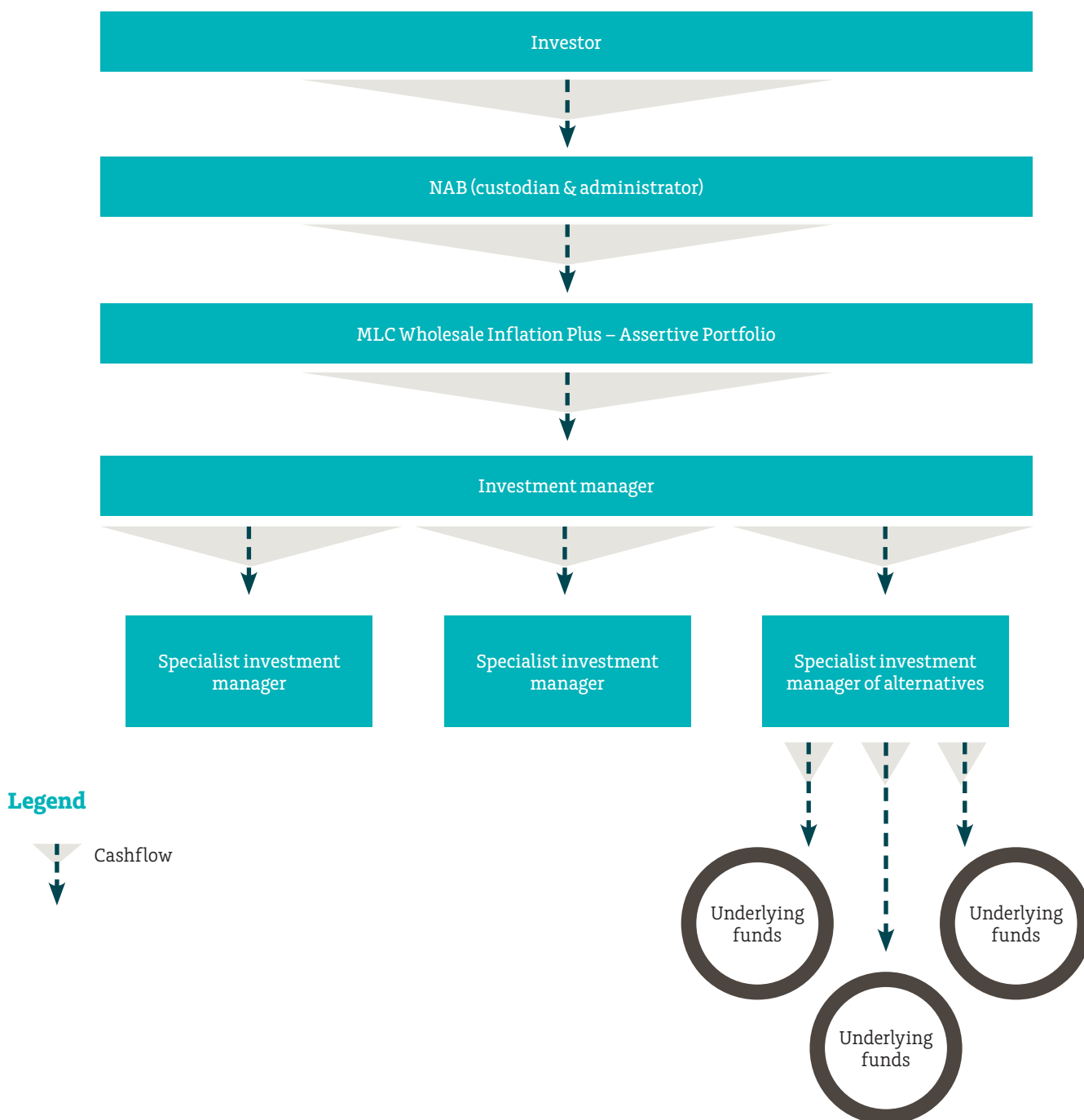
Similarly, we may invest the Trust's assets in vehicles operated by NAB Group companies or transact with NAB Group companies. Such investments are made in accordance with the Group Conflicts of Interest Policy and the commercial terms of such investments are always negotiated on an arm's length basis.

Investing in our other funds

The Trust may access specialist investment managers via other funds operated by MLC and via other managers' pooled investments and may also hold direct assets.

Trust structure

The following diagram illustrates the flow of investment money through the Trust.



9. Things to consider before you invest

Before you do any investing, there are some things you need to consider, including the level of risk you are prepared to accept. Factors that will affect your decision include:

- your investment goals
- the savings you'll need to reach these goals
- your age and the time you have to invest
- where your other assets are invested
- the return you may expect from your investments, and
- how comfortable you are with investment risk.

Investment risk

All investments come with some risk. Some investments will have more risk than others, as it depends on an investment's strategy and assets.

The value of an investment with a higher level of risk will tend to rise and fall more often and by greater amounts than investments with lower levels of risk, ie it's more volatile.

While it may seem confronting, investment risk is a normal part of investing. Without it you may not get the returns you need to reach your investment goals. This is known as the risk/return trade-off.

Many factors influence an investment's value. These include, but aren't limited to:

- market sentiment
- changes in inflation
- growth and contraction in Australian and overseas economies
- legislative changes
- changes in interest rates
- defaults on loans

- company specific issues
- liquidity (the ability to buy or sell investments when you want to)
- changes in the value of the Australian dollar
- investments and withdrawals by other investors, and
- a counterparty not meeting its obligations eg when buying securities, the seller may not deliver on the contract by failing to provide the securities

When considering your investment it's important to understand that:

- its value and returns will vary over time
- investments with higher long-term return potential usually have higher levels of short-term risk
- returns aren't guaranteed, and you may lose money
- future returns will differ from past returns, and
- laws affecting your investment may change in future.

Diversify to reduce volatility and other risks

Diversification - investing in a range of investments - is a sound way to reduce the short-term volatility of a portfolio's returns.

That's because different types of investments perform well in different times and circumstances. When some are providing good returns, others may not be.

Portfolios can be diversified across different asset classes, industries, securities and countries as well as across investment managers with different approaches.

The more you diversify, the less impact any one investment can have on your overall returns.

One of the most effective ways of reducing volatility is to diversify across a range of asset classes.

Types of assets

Asset classes are generally grouped as defensive, growth or alternatives based on their different characteristics.

Multi-asset portfolios are usually invested across all these groups because each has different return and volatility characteristics. For example, defensive assets may help to provide returns in a portfolio when share markets are weak. On the other hand, growth assets may be included in a portfolio because of their potential to produce higher returns than cash in the long term. However, in some market conditions, all types of assets may move in the same direction, delivering low or negative returns at the same time.

The main differences between these types of assets are:

	Defensive	Growth	Alternatives
Asset classes included	Cash and fixed income securities.	Shares and listed property securities.	A very diverse group of assets and strategies. Some examples include infrastructure and hedge funds. Because alternatives are diverse, they may be defensive or growth assets.
How they are generally used	To generate income and stabilise returns.	To provide long-term capital growth and income.	To provide returns that aren't strongly linked with those of mainstream assets. They may be included for their defensive or growth characteristics.
Risk and return characteristics	Expected to produce lower returns, and be less volatile, than growth assets over the long term.	Expected to produce higher returns, and be more volatile, than defensive assets over the long term.	Expected to produce returns and volatility that aren't strongly linked to mainstream assets such as shares. Risk and return characteristics of different alternative investments can vary significantly.

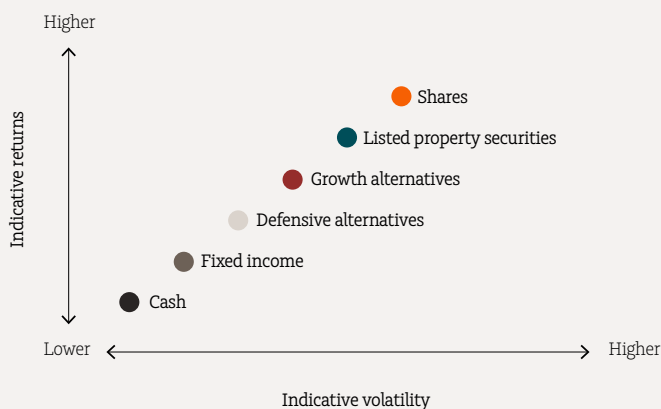
Asset classes

Asset classes are groups of similar types of investments. Each class has its risks and benefits, and goes through its own market cycle.

A market cycle can take a couple of years or many years as prices rise, peak, fall and stabilise. Through investing for the long term, at least through a whole market cycle, you can improve your chance of benefiting from a period of strong returns and growth to offset periods of weakness.

The following illustration shows indicative returns and volatility for the main asset classes over a whole market cycle. But each market cycle is different, so unfortunately it isn't possible to accurately predict asset class returns or their volatility. Depending on the conditions at the time, actual returns could be significantly different from those shown.

Indicative returns and volatility over a market cycle



Source: MLC Asset Management Services Limited

Here are the main asset class risks and benefits.

Cash

Cash is generally a low risk investment.

Things to consider:

- Cash is often included in a portfolio to meet liquidity needs and stabilise returns.
- The return is typically all income and is referred to as interest or yield. Cash is usually the least volatile type of investment. It also tends to have the lowest return over a market cycle.
- The market value tends not to change. However, when you invest in cash, you're effectively lending money to businesses or governments that could default on the loans, resulting in a loss on your investment.
- Many cash funds invest in fixed income securities that have a very short term until maturity.

Fixed income (including term deposits)

When investing in fixed income you're effectively lending money to businesses or governments. Bonds are a common form of fixed income security. Fixed income is also known as fixed interest.

Things to consider:

- Fixed income securities are usually included in a portfolio for their relatively stable return characteristics.
- Returns typically comprise interest and changes in the market value of the fixed income security. Fixed income securities' values tend to move in opposite directions to interest rates. So when interest rates rise, fixed income securities' values tend to fall and when interest rates fall, values can rise. Short-term fixed income securities are generally less sensitive to interest rate changes than longer-term securities.

- While income from fixed income securities usually stabilises returns, falls in their market value may result in a loss on your investment. Market values may fall due to concern about defaults on loans or an increase in interest rates. When interest rates are low, the risk of rates rising and market values falling, is greatest.
- There are different types of fixed income securities and these will have different returns and volatility.
- Investing in fixed income securities outside Australia may expose your portfolio to movements in exchange rates.

Listed property securities

Property securities are listed on share markets in Australia and around the world. Listed property securities are also referred to as Real Estate Investment Trusts (REITs).

Things to consider:

- Listed property securities are usually included in a portfolio for their income and growth characteristics.
- Returns typically comprise income (such as distributions from REITs) and changes in REIT values.
- Returns are driven by many factors including the economic environment in various countries.
- The global REIT market is far more diversified than the Australian REIT market.
- Listed property securities' returns can be volatile.
- Investing outside Australia may expose your portfolio to movements in exchange rates.

9. Things to consider before you invest

Australian shares

This asset class consists of investments in companies listed on the Australian Securities Exchange (and other regulated exchanges).

Shares are also known as equities.

Things to consider:

- Australian shares can be volatile and are usually included in a portfolio for their growth and income characteristics.
- The Australian share market is less diversified than the global market because Australia is currently dominated by a few industries such as Financials and Resources.
- Returns usually comprise dividend income and changes in share prices.
- Dividends may have the benefit of tax credits attached to them (known as franking or imputation credits).
- Returns are driven by many factors including the performance of the Australian economy.

Global shares

Global shares consist of investments in companies listed on securities exchanges around the world.

Things to consider:

- Global shares can be volatile and are usually included in a portfolio for their growth characteristics.
- The number of potential investments is far greater than in Australian shares.
- Returns usually comprise dividend income and changes in share prices.
- Returns are driven by many factors including the economic environment in various countries.

- When you invest globally, you're less exposed to the risks associated with investing in just one economy.
- Investing outside Australia means you're exposed to movements in exchange rates.

Alternatives

These are a very diverse group of assets. Some examples include hedge funds, real return strategies, gold, listed and unlisted infrastructure.

Things to consider:

- Because alternatives are diverse, they may be included in a portfolio for their defensive or growth characteristics.
- Alternative investments are usually included in portfolios to increase diversification and provide returns that aren't strongly linked with the performance of mainstream assets.
- Investment managers include alternative investments in a portfolio because they generally expect the return and diversification benefits of alternative investments to outweigh the higher costs often associated with them.
- Some alternative strategies are managed to deliver a targeted outcome. For example, real return strategies aim to produce returns exceeding increases in the costs of living (ie inflation).
- For some alternatives, such as hedge funds, derivatives may be used extensively and it can be less obvious which assets you're investing in compared to other asset classes.
- Some alternative investments are illiquid, which makes them difficult to buy or sell.

- To access alternative investments you generally need to invest in a managed fund that, in turn, invests in alternatives.
- Because most alternative investments aren't listed on an exchange, determining their value for a fund's unit price can be difficult and may involve a considerable time lag.
- Alternatives invested outside Australia may expose your portfolio to movements in exchange rates.

Investment approaches

Investment managers have different approaches to selecting investments, which invariably results in different returns. No single investment approach is guaranteed to outperform all others in all market conditions.

There are generally two broad approaches: passive and active management.

Passive management

Passive, or index managers, choose investments to form a portfolio which will deliver a return that closely tracks a market benchmark (or index). Passive managers tend to have lower costs because they don't require extensive resources to select investments.

Active management

Active managers select investments they believe, based on research, will perform better than a market benchmark over the long term.

They buy or sell investments when their market outlook alters or investment insights change.

The degree of active management affects returns. Less active managers take small positions away from the market benchmark and more active managers take larger positions. Generally, the larger an investment manager's positions, the more their returns will differ from the benchmark.

Active managers have different investment styles that also affect their returns. Some common investment styles are:

- Bottom-up – focuses on forecasting returns for individual companies, rather than the market as a whole.
- Top-down – focuses on forecasting broad macroeconomic trends and their effect on the market, rather than returns for individual companies.
- Growth – focuses on companies they expect will have strong earnings growth.
- Value – focuses on companies they believe are undervalued (their price doesn't reflect earning potential).
- Income – focuses on generating a regular income stream through selecting companies, trusts and other securities they believe will deliver income, or through using derivatives and other strategies.
- Core – aims to produce competitive returns in all periods.

9. Things to consider before you invest

Investment techniques

Our investment experts and investment managers may use different investment techniques that can change the value of an investment. Some of the main investment techniques are explained on the next page.

Derivatives

Derivatives are contracts that have a value derived from another source such as an asset, market index or interest rate. There are many types of derivatives including swaps, options and futures. They are a common tool used to manage risk or improve returns.

Some derivatives allow investment managers to earn large returns from small movements in the underlying asset's price. However, they can lose large amounts if the price movement in the underlying asset is unfavourable.

In the Trust, derivatives are mostly used as an alternative to buying or selling assets directly. This can help our investment experts manage risk or enhance returns.

The types of derivatives the Trust typically uses, and their roles in managing the portfolio, may include:

- futures and options – to manage market exposure, for gearing (see pages 25 to 26) and to improve liquidity
- currency forwards – to manage foreign currency exposure, and
- swaps and swaptions – to manage exposure to assets.

The Trust invests in both exchange traded and over-the-counter derivatives.

A derivative counterparty will sometimes require collateral, or security, from an investment fund. The Trust provides cash as collateral to the counterparties to derivative transactions, as required.

Risks of derivatives can include:

- the value of the derivative declines to zero
- the value of the derivative doesn't move in line with the underlying asset
- the counterparties to the derivative (including the Trust) may not be able to meet payment obligations, and
- the derivative position may be difficult or costly to reverse.

MLC maintains an approved list of over-the-counter counterparties considered to be of suitable credit quality for the Trust and sets and monitors exposures to these counterparties.

MLC's Derivatives Policy outlines how MLC manages derivatives and is available upon request.

The investment management agreements with the specialist investment managers include strict guidelines about how derivatives may be used. Among other things, the specialist investment managers are required to meet liquidity and exposure limits. We have arranged for the guidelines to be monitored.

Our specialist investment managers may also invest in underlying funds that can use derivatives. The specialist investment managers assess the appropriateness of these funds' use of derivatives in executing the funds' investment strategy both during due diligence, before they invest, and as part of their ongoing monitoring.

Currency management

If an investment manager invests in assets in other countries, its returns in Australian dollars will be affected by movements in exchange rates (as well as changes in the value of the assets).

A manager of international assets may choose to protect Australian investors against movements in foreign currency. This is known as currency 'hedging'. Alternatively, the manager may choose to keep the assets exposed to foreign currency movements, or 'unhedged'.

Returns from exposure to foreign currency can increase diversification in a portfolio.

In the Trust, foreign currency exposure can form an important part of the investment strategy and is actively managed.

Gearing

Gearing can be achieved by using loans (borrowing to invest), or through investing in certain derivatives, such as futures.

Gearing magnifies exposure to potential gains and losses of an investment. As a result, you can expect larger fluctuations (both up and down) in the value of your investment compared to the same investment which is not geared.

Investment managers can take different approaches to gearing. Some change the gearing level to suit different market conditions. Others maintain a target level of gearing.

It's important to understand the potential risks of gearing, as well as its potential benefits. When asset values are rising by more than the costs of gearing, the returns will generally be higher than if the investment wasn't geared. When asset values are falling, gearing can multiply the capital loss. If the fall is dramatic there can be even more implications for geared investments.

For example, where the lender requires the gearing level to be maintained below a predetermined limit, if asset values fall dramatically, the gearing level may rise above the limit, forcing assets to be sold when values may be continuing to fall.

In turn, this could lead to more assets having to be sold and more losses realised. Withdrawals (and applications) may be suspended in such circumstances, preventing you from accessing your investments at a time when values are continuing to fall.

Although this is an extreme example, significant market falls have occurred in the past. Recovering from such falls can take many years and the geared investment's unit price may not return to its previous high.

Other circumstances (such as the lender requiring the loan to be repaid for other reasons) may also prevent a geared investment from being managed as planned, leading to losses.

You need to be prepared for all types of environments and understand their impact on your geared investment.

The Trust may gear in circumstances where our investment experts believe an asset offers a very high potential return compared with its likely risk. At these times, the Trust may use gearing to increase exposure to the asset and

access potential gains to help achieve the Trust's investment objective.

The Trust may gear through:

- Investments in derivatives, including futures and options, and
- Borrowing from major financial institutions. The Trust doesn't provide assets as collateral to its lenders.

The Trust can gear up to 40% of the Trust's net asset value, with a maximum of 25% through derivatives. This means it can gear up to \$400 for every \$1,000 you invest. However, if asset values fall dramatically (such as in unusually adverse market conditions), the Trust's gearing level may rise above 40%.

Up to date gearing levels are at mlcam.com.au/MLCWholesale on the Fund Profile Tool.

The Trust may also invest in funds managed by specialist investment managers that can use gearing. These specialist investment managers can also, in turn, invest in underlying funds that use gearing.

As at the date of this PDS, one of our specialist investment managers is the MLC Alternative Strategies team, who manage 4% of the Trust. The MLC Alternative Strategies team invests in underlying funds that can use gearing. The underlying funds' use of gearing means that for every \$1,000 the Trust invests with this specialist investment manager, approximately \$3,500 (after adding long and short positions) is currently exposed to the assets and strategies of the underlying funds the manager has selected. A significant part of this exposure is used to reduce or hedge market risks. This exposure will change over time and is regularly monitored by the MLC Alternatives Strategies team.

There is no formal policy on gearing by the specialist investment managers or the underlying funds. However, MLC or the specialist investment managers, assess the appropriateness of using gearing in executing the funds' investment strategy both during due diligence before investing and as part of ongoing monitoring.

See 'Borrowing costs' for further details.

Example of how gearing magnifies gains and losses

Assume an investment is made in an asset that increases in value by 10%.

If the investment is geared by 40%, the return on the geared investment would be 14% (assuming the gearing has no costs). Gearing the investment has magnified the gain by an additional 4% return.

However, if the asset falls in value by 10%, and it is geared by 40%, the return on the geared investment would be -14%. Gearing the investment has magnified the loss by a further 4%.

9. Things to consider before you invest

Short selling

Short selling is used by an investment manager when it has a view that an asset's price will fall. The manager borrows the asset from a lender, usually a broker and/or custodian, and sells it with the intention of buying it back at a lower price. If all goes to plan, a profit is made. The key risk of short selling is that, if the price of the asset increases, the loss could be significant.

Short selling may be used in the Trust in order to reduce exposure to an asset of the Trust. At the date of this PDS, we anticipate that it would only use covered short selling in managing the Trust. Covered short selling means the Trust holds an asset similar to the asset being short sold, so price movements largely offset each other. As a result, this largely removes the risk of significant losses.

The costs of covered short selling are mainly the transactional costs paid to the dealer or broker.

The Trust may also invest in funds managed by specialist investment managers that can use short selling. The specialist investment managers can, in turn, invest in funds that use short selling.

There is no formal policy on short selling for the Trust or the underlying funds. However, our investment experts, or the specialist investment managers, assess the appropriateness of short selling in executing the funds' investment strategy both during due diligence before investing and as part of ongoing monitoring.

10. Further details of the Trust

Liquidity

Our investment experts closely monitor the liquidity of the positions held by the specialist investment managers in accordance with our liquidity management guidelines and MLC Liquidity Management Plan.

We reasonably expect to be able to realise 80% of the Trust's assets, in accordance with the withdrawal procedures explained in more detail on page 34, within 10 business days.

Ethical investing

The Responsible Entity does not itself take into account labour standards and environmental, social and ethical considerations for the purposes of selecting, retaining or realising investments. The Responsible Entity has delegated investment management decisions for the Trust to the relevant investment managers. Specialist investment managers may take into account labour standards, environmental, social or ethical considerations when making decisions to buy or sell investments.

We expect our specialist investment managers to consider material effects these factors may have on the returns from their investments; however, it doesn't require them to.

11. 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 contribution fees and management costs where applicable. Ask the Trust or your financial adviser.

TO FIND OUT MORE

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

The ASIC managed funds fee calculator can also be used to calculate the effect of fees and costs on account balances.

The fees and costs outlined in this PDS are for the Trust only.

If you are investing in the Trust via an IDPS, you will need to consider the fees and other costs of the IDPS when calculating the total cost of your investment.

If you consult a financial adviser you may also pay an additional fee that will be set out in the Statement of Advice between you and your financial adviser. If investing through mFund, additional fees may also be payable directly to your broker, or your financial adviser who uses a stockbroking service on your behalf. You should consider the Financial Services Guide provided by your broker (or adviser).

This section shows the fees and other costs that you may be charged in relation to the Trust. These fees and 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.

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

The information in this table can be used to compare fees and costs between different managed investment schemes. Taxes are set out under the 'How managed investment schemes are taxed' section of this PDS.

All fees are shown inclusive of GST and net of Reduced Input Tax Credits (where applicable).

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the managed investment products.		
Establishment fee The fee to open your investment.	Nil	There is no Establishment fee.
Contribution fee The fee on each amount contributed to your investment.	Nil	There is no Contribution fee.
Withdrawal fee The fee on each amount you take out of your investment.	Nil	There is no Withdrawal fee.
Exit fee The fee to close your investment.	Nil	There is no Exit fee.
Management costs^{1,2}		
The fees and costs for managing your investment.		
Management fee^{3,4}	<p>Class A (All investors other than MLC MasterKey Investment Service) 0.95% pa of the Trust's net asset value.</p> <p>Class B (For the MLC MasterKey Investment Service) 2.30% pa of the Trust's net asset value.</p> <p>This fee comprises an investment fee and an administration fee.</p> <p>Investment fee 0.95% pa of the Trust's net asset value</p> <p>Administration fee 1.35% pa of the Trust's net asset value</p>	<p>The management fee is calculated daily on the Trust's net asset value and is reflected in the daily unit price. It is paid, generally on a monthly basis, from the assets of the Trust.</p> <p>Wholesale clients (as defined in the <i>Corporations Act 2001 (Cth)</i>) may be able to negotiate the management fee.</p> <p>Indirect costs are costs and expenses incurred by the Trust that are not charged as a management fee. Indirect costs are deducted from the assets of the Trust (paid periodically), are reflected in the daily unit price and expected to reduce the net return of the Trust.</p>
Estimated indirect costs^{4,5}	<p>0.12% pa of the Trust's net asset value.</p> <p>This is made up of:</p> <ul style="list-style-type: none"> Estimated performance related costs: 0.04% pa. Estimated other indirect costs: 0.08% pa. 	
Service fees		
Switching fee The fee for changing investment options.	Nil	There is no switching fee.

¹ An allowance for transactional costs may apply to investments into and withdrawals from the Trust. Please see 'Transactional costs' in the 'Additional explanation of fees and costs' for further details.

² Rounded to two decimal places.

³ Wholesale clients (as defined in the *Corporations Act 2001 (Cth)*) may be able to negotiate this fee by contacting Client Services.

⁴ A reference to the 'Trust's net asset value' in this PDS is a reference to the net asset value referable to Class A units in the Trust or Class B units in the Trust (as relevant).

⁵ The estimated indirect costs are based on costs incurred for the 12 months to 30 June 2019 and include estimates where information was unavailable at the date this PDS was issued.

11. Fees and other costs

Example of annual fees and costs for the Trust

This table gives an example of how the fees and costs for this managed investment product can affect your investment over a one year period. You should use this table to compare this product with other managed investment products.

EXAMPLE: MLC Wholesale Inflation Plus – Assertive Portfolio		Balance of \$50,000 with a contribution of \$5,000 during the year¹
Contribution fees	0%	For every additional \$5,000 you put in, you will be charged \$0.
PLUS		And , for every \$50,000 you have in the Trust you will be charged:
Management costs		
Management fee	0.95% for Class A	\$475 for Class A
Indirect costs	0.12%	+ \$60
Total	1.07%	= \$535 each year.
EQUALS		
Cost of the Trust		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 from: \$535 for Class A What it costs you will depend on the fees you negotiate with the Trust, your IDPS operator or your financial adviser.

¹ This example assumes the \$5,000 additional investment occurs at the end of the year and value of the Trust does not change for the entire year. Actual fees and costs are based on the value of the Trust which fluctuates daily. This example isn't designed to illustrate any transactional costs that may apply to you, such as a buy/sell spread

Additional explanation of fees and costs

Management costs

The management costs are fees and costs for investing the Trust's assets. The management costs do not include buy/sell spreads, borrowing costs or transactional costs.

Management costs are made up of the management fee and indirect costs described below.

Management fee

The Responsible Entity receives a management fee for managing the assets of the Trust and overseeing the day to day operations of the Trust. The management fee for the Class B units consists of an investment fee and an

administration fee. The management fee for the Class A units consists only of an investment fee. The Responsible Entity will pay out of its investment fee for Class A and B units any fees paid to specialist investment managers appointed directly by the Responsible Entity, and other costs and expenses incurred in operating the Trust ('operational costs'), such as custody costs, registry costs, auditing fees and tax return fees. The administration fee for Class B units covers any costs incurred in establishing, operating or closing your account on MLC Masterkey Investment Service. There is no administration fee for Class A units.

Indirect costs

The Trust may also incur costs and expenses that won't be charged as a management fee but are expected to reduce the net return of the Trust.

These indirect costs are reflected in the daily unit price and any reporting on the performance of the Trust.

Indirect cost amounts included in this document are based on actual costs incurred for the previous financial year and involve estimates where information was unavailable at the date this PDS was issued. Amounts may vary from time to time and you will not be given advance notice of any changes to these amounts. You should refer to mlcam.com.au/MLCWholesale for updated amounts.

Indirect costs are made up of:

- **Performance related costs**

Performance related costs are amounts that investment managers may charge when their performance exceeds a specified level. This is independent of

the overall performance of the Trust and therefore the amounts may be payable to the investment managers even if the Trust itself produces negative performance. Different performance related costs may be charged by different investment managers and will vary depending upon the investment managers' performance.

- **Other indirect costs**

Underlying investment funds will generally charge a management fee and expense recoveries.

Transactional costs

Transactional costs are the costs incurred when assets in the Trust or in underlying investments are bought or sold and include costs such as brokerage, stamp duty and settlement costs.

Transactional costs may also be incurred when the market process for purchasing assets causes the price paid to be higher than the value of the assets immediately after the purchase transaction, for example where bid/ask spreads are incurred.

The estimated transactional costs for the financial year to 30 June 2019 were approximately 0.30% of the Trust's net asset value.

- Of this amount, we estimate that 0.04% was recovered through buy/sell spreads with the remaining 0.26% being an estimate of the amount of transactional costs that reduced the return of the Trust for Class A.
- Of this amount, we estimate that 0.03% was recovered through buy/sell spreads with the remaining 0.27% being an estimate of the amount of transactional costs that reduced the return of the Trust for Class B.

These costs are not included in the management costs and are an

additional cost to you. No part of the transactional costs are paid to us or any investment managers.

Buy/sell spreads

You incur the buy/sell spread when you buy or sell units in the Trust.

The current buy/sell spreads are:

Buy spread: 0.10% of each amount you invest into the Trust.

Sell spread: 0.05% of each amount you withdraw from the Trust.

This means that for every \$5,000 you contribute to the Trust you will incur costs of \$5.00 and for every \$5,000 you withdraw from the Trust you will incur costs of \$2.50.

Borrowing costs

Borrowing costs (or gearing costs) may be incurred in a number of circumstances, including (but not limited to) where money is borrowed to purchase an asset and where securities are borrowed as part of a fund's investment strategy. Borrowing costs are generally paid to third parties such as banks, providers of a margin lending facility and prime brokers and may include upfront costs to establish the arrangement and ongoing costs like interest payments.

These costs are not included in the management costs but are deducted from the assets of the Trust and reduce the unit price at the time they are incurred. Borrowing costs may rise and fall over time, and will depend on the level of borrowing, the interest amount and other amounts paid to lenders.

The estimated borrowing costs for the previous financial year to 30 June 2019 were approximately 0.05% of the Trust's net asset value.

Reimbursable expenses

We are entitled to be reimbursed from the Trust for all costs and expenses incurred in acting as Responsible Entity or in relation to the administration and management of the Trust. The expenses may include, but are not limited to, PDS preparation and printing costs.

We currently pay these costs and expenses out of the management costs and do not charge them to you as an additional cost.

Management fee may be negotiated

Wholesale clients (as defined in the *Corporations Act 2001 (Cth)*) may be able to negotiate the management fee by contacting Client Services on **1300 738 355**.

Any discount in fees will be rebated periodically. We suggest that you consult your tax adviser in regards to the tax treatment of any fee rebates.

Changes to fees and costs

We may vary fees or introduce new fees up to the maximums described in the Constitution without your consent.

Under the Constitution the maximum fee payable to the Responsible Entity are:

- a management fee which is comprised of:
 - an investment fee of 10% pa of the Trust's class current value (as defined under the Constitution), plus
 - an administration fee of 2% pa of the Trust's class current value (as defined under the Constitution) (currently not charged for Class A), plus
- a contribution fee of 6% of the subscription amount (currently not charged).

11. Fees and other costs

We are entitled to recover expenses directly from the Trust. Currently we pay them out of the management fee. If this changes, we will notify you.

If you invest directly in the Trust, we will give you 30 days' notice of any proposed increases in fees. No prior notice will be given in respect of changes to indirect costs, transactional costs, buy/sell spreads or borrowing costs. For updated details go to mlcam.com.au/MLCWholesale

Payments to IDPS operators

These are commercial payments made by the Responsible Entity to IDPS operators. These payments may be rebated to you or may be retained by the IDPS operator where allowed by law. How and when these payments are made vary between the Responsible Entity and IDPS operators from time to time. They are paid by the Responsible Entity out of the management fee and are not an additional cost to you.

Financial adviser remuneration

We make no payments to financial advisers for these products. However, you can instruct us to deduct amounts from your account to pay fees to your financial adviser.

These fees will be in addition to the fees described in the 'Fees and costs' section of this PDS.

You can nominate to pay an adviser service fee as follows:

- **One-off adviser service fee:**
this is expressed as a fixed dollar amount of your initial investment amount, calculated at the end of the quarter, and deducted via a withdrawal of units from your investment balance on the first business day of the following quarter.
- **Adviser service fee per additional investment:**
this is expressed as a percentage of each additional investment amount, calculated at the end of the quarter, and deducted via a withdrawal of units from your investment balance on the first business day of the following quarter.
- **Quarterly adviser service fee:**
this can be a fixed dollar fee or a percentage of your investment balance accrued on a daily basis, and deducted via a withdrawal of units on the first business day of the following quarter.

Any arrangements you have should be detailed in the Statement of Advice provided by your financial adviser.

Should you wish to pay an adviser service fee to your financial adviser out of your account, please refer to the 'Financial adviser remuneration' section of the Initial Application Form. To alter your current adviser service fee arrangements, please refer to the 'Financial adviser remuneration' section of the Change of Details Form, which is available by contacting Client Services on **1300 738 355** or at mlcam.com.au/MLCWholesale/pds. Note that this service is currently unavailable for investors accessing the Fund through mFund.

Non-monetary benefits

We keep a register detailing certain non-monetary benefits that we receive (eg benefits valued between \$100 and \$300, genuine education or training and information technology software or support). You can review an extract of the register by contacting Client Services on **1300 738 355**. Please be aware that we may charge you for the cost of providing this information to you.

12. How the Trust operates

Applications and withdrawals

If accepted, application requests received by us before 3:00pm (Sydney time) on any Business Day will receive that day's unit price. Application requests received after 3:00pm will receive the next Business Day's unit price.

Application money received will be held in trust until processed. We will not process your application unless we have received all required information. If we're unable to process your application within 30 days of receipt we will return your money to you. Any interest earned during this time will be kept by us.

We have the discretion to accept or refuse any initial application or additional investment without explanation.

If accepted, withdrawal requests received by us before 3:00pm (Sydney time) on any Business Day will normally receive that day's unit price. Requests received after 3:00pm will normally receive the next Business Day's unit price. Once lodged, withdrawal requests may not be cancelled except with our consent.

We may deduct from a withdrawal payment any amount owed under the Constitution. We may also redeem some or all of an investor's unitholding in the Trust to satisfy any such amounts or if we form the opinion that the unitholding is prejudicial to the interests of other investors.

We can only process transaction requests when we receive all required information. We will not be responsible for any loss arising from unauthorised or fraudulent requests.

You can request a partial or a full withdrawal to a nominated bank account at any time by either mailing or

faxing to Registry Services a completed Withdrawal Form or providing written notice. The Withdrawal Form is available on request from us on **1300 738 355**.

If your investment is held through mFund you can only request a withdrawal of your investment through mFund.

Generally, withdrawal requests will be actioned by us promptly to enable us to make payments within 10 Business Days. Actioning of withdrawal requests and payment may be delayed, for example, if assets need to be sold. In certain circumstances, such as when there are adverse market conditions, we may suspend withdrawals. We may also process requests in instalments over a period of time and may also suspend processing of requests we have already accepted. In certain circumstances we may refuse a withdrawal request.

Where withdrawals are delayed, suspended or being paid in instalments, the unit prices used for a withdrawal will be those available on the day the withdrawal takes effect, rather than the day of the withdrawal request.

In the unlikely event that the Trust becomes illiquid (as defined in the *Corporations Act 2001 (Cth)*), you may only withdraw your funds in accordance with any withdrawal offer that we make.

The Trust may be geared and it may invest in assets that can't easily be sold, such as alternatives. This means that, from time to time, we may suspend your ability to put money into or take money out of the Trust.

We will notify you in writing of any material changes to the terms on which you may make withdrawals.

Business Days

Business Days are generally days on which banks are open for business in Sydney (except Saturday, Sunday and public or bank holidays).

Income distributions

The income of the Trust will generally be calculated annually effective 30 June each year. We generally aim to pay income distributions within 7 Business Days of the calculation date.

Distributions are generally calculated based on the Trust's net income referable to Class A units and Class B units (as relevant) at the end of the distribution period divided by the number of units on issue in the relevant class of units.

There may be periods in which no distributions are made or the Trust may make additional distributions.

Our current practice is to generally distribute all of the net taxable income of the Trust to investors for each financial year (including any net capital gains and net gains on currency management). As the Trust is an Attribution Managed Investment Trust (AMIT), we have the discretion to accumulate income (instead of distributing all of the income) and if we do so, the accumulated income will be reflected in the unit price. We intend to continue our current practice to distribute all of the income (including any capital gains) for each year. We will notify you if this changes.

To be eligible to receive a distribution you must hold units in the Trust on the distribution calculation date. You can have income distributions:

- reinvested in the Trust, or
- paid into your bank account.

12. How the Trust operates

We may, in our absolute discretion, accept or reject any such request. If you do not make a selection we will reinvest the distribution back into the Trust.

If you elect to have any income distributions reinvested, units will be issued at the unit price applicable at the distribution calculation date. Transactional cost allowances do not currently apply to the issue of these units.

Changes to the Trust

We may make changes to the Trust (and the information in this PDS) at our discretion including, but not limited to terminating the Trust or making material changes to withdrawal rights.

Some changes may be made without prior notice, including but not limited to, closing the Trust to new applications, changes to the investment strategy, asset allocation, specialist investment managers and service providers. mFund investors may also refer to the website mFund.com.au

Where possible we will give direct investors prior written notice of any materially adverse change. If you invest via an IDPS, you can contact your IDPS to obtain copies of these notices. Changes that are not materially adverse will be made available under 'Latest News' at mlcam.com.au/MLCWholesale/pds

You should check the website for the latest information or you can obtain a paper copy of any updated information free of charge on request.

How managed investment schemes are taxed

Investing in a managed investment scheme is likely to have tax consequences. Because this PDS is not a tax guide and tax laws are complex and change from time to time, we strongly recommend that you obtain professional tax advice in relation to your own personal circumstances. This applies whether you are an Australian resident or a non-resident for tax purposes.

The Trust itself should not be liable for tax on its net earnings. Managed investment schemes generally do not pay tax on behalf of resident investors. Rather investors should include their proportion of the Trust's taxable income as income in their tax returns. Investors are assessed for tax on any income and capital gains generated by the Trust. Any net losses are retained by the Trust and potentially used to offset future matching gains.

The unit price of units issued before a distribution will include income accumulated in the Trust. The income that has been accumulating will generally be distributed. You may potentially have taxation liabilities on that income.

Depending on an investor's circumstances, a revenue or capital gain or loss may arise when units in the Trust are sold, switched or redeemed.

The AMIT regime

A specific regime for the taxation of certain managed investment schemes (AMIT regime) was introduced on 5 May 2016. The AMIT regime is designed to provide greater flexibility for managed funds and fairness for their investors. The AMIT regime also codified longstanding managed fund industry practice. We have elected for the AMIT regime to apply to the Trust for the 2017/18 financial year and onwards.

Under the AMIT regime:

- The Trust will be deemed to be a 'fixed trust' for taxation purposes.
- The allocation of taxable income to investors is based on "attribution" on a "fair and reasonable basis", rather than a present entitlement to the "income of the Trust" for each financial year and the Trust is not liable to tax provided all its taxable income is attributed to investors.
- A Trust may make year-on-year adjustments to reflect under-or-over distributions of the Trust's income ("under and overs").
- Investors may increase or decrease the cost base of their units where taxable income attributed is either less than or greater than (respectively) broadly the cash distribution and tax offsets for an income year, to avoid the potential for double taxation.

Under the AMIT regime, and consistent with the previous trust taxation regime:

- Australian residents will include their share of a Trust's taxable income in their income tax return, and
- non-residents may have withholding tax deducted from distributions they receive from the Trust.

As an AMIT, it's not necessary for the Trust to distribute all its income (including capital gains) in order to ensure that the Trust doesn't pay tax. Instead, we have the discretion to accumulate income in the Trust which would be reflected in the unit price. Taxable income is attributed to investors, even if a Trust doesn't distribute its income.

However, we intend to continue our current practice of distributing all of the Trust's income (including any capital gains) to our investors each financial year. We will notify you if this changes.

The details of the taxable income attributed to you will be set out in an AMIT Member Annual Statement (AMMA Statement), which will contain all necessary tax information. The tax payable (if any) depends on your individual tax profile and applicable tax rate.

If you disagree with our attribution of taxable income, you can object to the Commissioner of Taxation. If you decide to take this course, it is important that you obtain professional tax and legal advice. The Constitution of the Trust provides for you to give us notice before making an objection, so please do so and we will work with you to try to resolve the issue

Valuation

The valuation of the Trust's assets is provided by the Trust's custodian, NAB, in accordance with our Asset Valuation Policy (Valuation Policy), the master custody agreement between us and NAB, and industry standards. As noted in the Valuation Policy, where a custodian provides the asset valuations, we retain the responsibility to ensure that all asset valuations are determined in accordance with product disclosure statements,

trust Constitutions, relevant legislation, standards, guidelines and the directives of the Valuation Policy. We ensure this by review of any changes to the relevant custodian policies from time to time, as required by the service level agreements with the appointed custodian.

The valuation of the Trust's assets by the specialist investment managers is based on the latest available market values provided to NAB by independent data providers

Unit pricing

The overall value of your investment in the Trust will change according to the unit price and the number of units held.

The unit price changes every business day, reflecting changes to the Trust's net asset value ('NAV') as a result of the performance (rises and falls in value) the underlying assets, income earned, fees, expenses and taxes paid and payable. The performance of the underlying assets is influenced by movements in investment markets. For unlisted assets we have policies and guidelines to manage asset valuations including valuation lags.

We usually calculate the unit price as at the end of each Business Day and use robust unit pricing policies to do this. Our unit pricing philosophy is available at mlcam.com.au/MLCWholesale. For more details on our policies relating to unit pricing please contact us.

If there is a unit pricing error that substantially impacts the Trust's performance, an adjustment may be made. This will generally involve reprocessing affected transactions using the corrected unit price, adjusting your account or both. The value of your investment could be increased or decreased as a result.

You can view the current unit prices at any time at mlcam.com.au/MLCWholesale or if you invest through mFund you can also view the current unit prices at mfund.com.au

Unitholders' liability

The Trust's underlying assets are owned by the Responsible Entity on behalf of investors. The Trust's Constitution limits unitholders' liability to their investment in the Trust.

About mFund

The Trust is available through mFund, a managed fund settlement service operated by the Australian Securities Exchange (ASX). mFund uses the ASX electronic settlement system known as CHES to automate and track the process of applying for and withdrawing units in managed funds. It allows you to apply for or withdraw units in the Trust via an accredited mFund broker (broker), or your financial adviser who uses a stockbroking service on your behalf.

Your holding of mFund units is linked to your Holder Identification Number (HIN). Your HIN is used for all investments and transactions made through the ASX.

mFund does not provide a market for trading units in the Trust. Units settled through mFund are issued and redeemed by us.

Please note that we will not accept any instructions directly from you if your investment in the Trust is held through mFund.

12. How the Trust operates

If you invest in the Trust through mFund, the processes of the ASX and the broker you use will impact the time your application and withdrawal requests are received by us. Please contact your broker or financial adviser for their cut-off times as they may be different from those outlined in this PDS.

There are also some risks associated with the ASX's systems and brokers. For example, the ASX's systems could fail, there could be errors or irregularities, or your broker could cease offering the settlement service. In addition, the ASX may suspend or revoke the admission of the Trust to mFund.

You should contact your financial adviser or broker for further information.

Investing via an IDPS

The most common way to access the Trust is via an IDPS.

If you invest in the Trust through an IDPS, then you don't hold units in the Trust and you have none of the rights of a unitholder. Instead, the IDPS holds units on your behalf.

Investing through an IDPS may result in different conditions applying from those referred to in this PDS including:

- minimum balance requirements
- fees and other costs
- cooling-off rights
- how to transact on your investment
- timing of processing of transactions and payment of distributions and withdrawals, and
- provision of statements and other information.

You should contact your financial adviser or IDPS operator for further information including how to invest.

You should contact your IDPS about any complaint you have. Your IDPS will work with us to assist you in resolving any complaints relating to your investment in the Trust.

We authorise the use of this PDS as disclosure to persons who wish to access the Trust through an IDPS.

This PDS must be read together with offer documents provided by the IDPS.

13. Information for direct investors

Investing directly in the Trust

To invest in the Trust directly you must have received this PDS (electronically or otherwise) within Australia and be a resident in Australia. You also need to maintain a minimum balance of \$20,000. We may accept lower amounts at our discretion.

However, if you received this PDS (electronically or otherwise) within New Zealand, you may invest in the Trust only if you invest upfront a minimum subscription amount of NZ\$750,000 in the Trust that you want to invest in (net of any currency exchange losses or costs) and have satisfactorily completed the "Minimum Subscription Certification" set out in the application form which was provided with this PDS. If you are a New Zealand investor, you should read the 'Warning for New Zealand investors' at the start of this PDS, along with the section titled 'Notice to residents of New Zealand'.

Investors who satisfy the above criteria may invest directly in the Trust. You should, however, contact us to discuss the application requirements before making your first investment in the Trust. We will advise what you need to do. Among other things, we may need to request formal identification from you before you can invest. Until all our requirements are satisfied we cannot accept an application.

You must complete and sign the Trust's application forms and send them to us with your initial application money, or you can apply for units in the Trust through mFund by placing a buy order for units in the Trust through your broker (or your financial adviser who uses a stockbroking service on your behalf). You can make additional investments by electronic funds transfer (EFT). If your investment is held through mFund you must make additional investments through mFund.

Once your application is accepted, you hold units in the Trust and have the rights of a unitholder. This applies whether your investment is made using the Initial Application Form, the Additional Investment Form or through mFund.

We may redeem your unitholding if your account balance falls below \$20,000.

Cooling-off right

Unless you are a 'wholesale client' (as defined in the *Corporations Act 2001 (Cth)*), you have a 'cooling-off right' whereby you can change your mind about your initial investment in the Trust and ask for your money to be repaid.

The cooling-off period does not apply if you transact on your account within 14 days of opening it.

Overseas investors

This PDS only constitutes an offer if received in Australia or New Zealand.

As at the date of this PDS, no action has been taken to register or qualify the units or offer or otherwise permit the public offering of the units outside Australia or New Zealand. If you come into possession of this PDS outside Australia or New Zealand you should seek advice on and observe any such restrictions imposed by law. Any failure to comply with such restrictions may violate securities laws in that jurisdiction.

This PDS does not constitute an offer or invitation in any jurisdiction in which it would be unlawful to make such an offer or invitation. We reserve the right to make an offer of units to any institutional investor outside Australia or New Zealand where to do so would not be in breach of the securities law requirements of the relevant jurisdiction.

Privacy

We collect and hold information necessary to provide you with the relevant services and information related to your investment. If you do not provide your personal information we may not be able to provide you with these services. We are subject to the NAB Group's Privacy Policy which is available by contacting Client Services or visiting our website at mlc.com.au/privacy. We may disclose your personal information within the NAB Group and to others. More information about how we collect, use, share and handle your personal information is in our Privacy Policy, including how you may access or correct your information, the countries we may send your information to, how you may make a complaint about a privacy issue and how we will deal with such a complaint.

Anti-Money Laundering, Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS)

We are required to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)*, the FATCA and the CRS rules.

Under these laws we may need to collect additional information from you or anyone acting on your behalf, and your related parties, as part of the initial application process and post account set up.

If investing via mFund your broker will conduct anti-money laundering and counter-terrorism financing checks and will also ask some basic questions about your foreign tax residency status, including whether you are a US person, and other information required for FATCA and CRS. If you identify yourself as a foreign resident for tax purposes, your account information may be reported to the relevant tax authorities.

13. Information for direct investors

Identity verification documents

Under the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth)* (AML/CTF Act), we are required to collect original certified copies of original document(s) (not faxed or scanned copies) which must be valid at the time you send them to us to verify your identity and that of related parties (including if you are a non-individual entity, identity of any persons who are deemed to own or control (directly or indirectly) you (beneficial owner)).

In addition, under the AML/CTF Act, we may be required to ask you for additional identity verification documents or information about you, a related party or a beneficial owner either when we are processing your application or at some stage after we issue the units.

Until we receive this documentation – or if we have concerns that a transaction requested by you, or anyone authorised to act on your behalf, might breach any obligations we have under legislation or cause us to commit or participate in an offence, under any law - we reserve the right to:

- block, suspend or refuse to process transactions
- freeze accounts or access to funds, or
- close your account without further notice.

These actions may be taken if we have reasonable grounds to suspect that there is a breach of any of our regulatory obligations, including where there may be a risk of damage to our reputation. We also reserve the right to report details of accounts or transactions to the relevant authorities.

Where transactions are delayed, blocked, frozen or refused in the above circumstances, we're not liable for any loss you suffer, including consequential loss. We will incur no liability to you or a related party if we do so.

Resolving complaints

Our Client Services team can usually resolve complaints over the phone. If we can't resolve your complaint over the phone, or you're not satisfied with the outcome, then you will need to write to us (address details are at the end of this PDS). We will work to resolve your complaint as soon as possible.

If you are a retail client (as defined in the *Corporations Act 2001 (Cth)*) and you are not satisfied with the outcome of your complaint, you can refer the matter to the Australian Financial Complaints Authority on **1800 931 678**. See afca.org.au for more information.

All investors (regardless of whether you hold units in the Trust directly or indirectly through an IDPS) can access the Responsible Entity's complaints procedure. If investing via an IDPS and your complaint concerns the operation of the IDPS you should contact your IDPS operator directly.

Switching

Direct investors may be able to switch from the Trust to another trust in the MLC Investment Trust suite. A switch will be treated as a withdrawal from one Trust and an investment in another Trust. Buy/sell spreads may apply. If you invest via an IDPS, please contact your IDPS for details of how to switch.

Information on the trusts in the MLC Investment Trust suite can be found at mlcam.com.au/MLCWholesale. You will need to read the relevant PDS before making an investment decision in respect of these trusts.

You should be aware that switching your investment between trust in the MLC Investment Trust suite may have tax implications. Please consult your tax adviser for advice as required.

Transfers

If you invest directly in the Trust, you may be able to transfer all or some of your unitholding in the Trust to another eligible investor.

Joint investors

Unless otherwise expressly indicated, in the case of joint applications, units will be held as joint tenants and either investor will be able to operate the account and bind the other investor for future transactions, including additional investments and withdrawals.

Termination of the Trust

The Trust may be terminated:

- if MLC believes the Trust can no longer fulfil its purpose
- if the Trust's unitholders pass an extraordinary resolution to terminate the Trust
- by Court order, or
- as otherwise allowed by the Constitution or the law.

Australian tax file number

MLC is authorised under the *Income Tax Assessment Act 1936 (Cth)* to ask for your Australian tax file number (TFN) when you open an investment account for income distribution purposes. You don't have to provide your TFN and it's not an offence if you decide not to, but if you don't, 'Pay As You Go Withholding Tax' will be deducted at the highest marginal tax rate (plus Medicare Levy) from any income distributions payable to you.

Notice to residents of New Zealand

Any offer or sale of any units in the Trusts (the 'Units') described in these materials in New Zealand is available only to, and may only be accepted by, a person who invests upfront a minimum subscription amount of NZ\$750,000 per Trust that he or she wants to invest in (net of any currency exchange losses or costs) and has satisfactorily completed the "Minimum Subscription Certification" as part of their application and agrees that:

- a. it has not offered, sold or transferred, and will not offer, sell or transfer, directly or indirectly, any Units and it has not granted, issued or transferred, and will not grant, issue or transfer an interest in or options over, directly or
- b. indirectly, any Units other than in accordance with an exclusion under Part 1 of Schedule 1 of the FMC Act (N.Z.); and it has not distributed and will not distribute, directly or indirectly, any offering materials or advertisement in relation to any offer of Units in each case in New Zealand other than to persons who meet the criteria set out in clauses 3(2)(a), 3(2)(b), 3(2)(c), 3(2)(d) or 3(3)(a) of Schedule 1 of the FMC Act (N.Z.)
- c. or in other circumstances where no disclosure under Part 3 of the FMC Act (N.Z.) is required and there is no contravention of the FMC Act (N.Z.) and its regulations (or any statutory modification or re-enactment of, or statutory substitution for, the FMC Act (N.Z.) or its regulations).

This PDS is not, and is under no circumstances to be construed as, an offer of financial products for issue requiring disclosure to an investor under Part 3 of the FMC Act (N.Z.).

This PDS has not been registered, filed with or approved by any New Zealand regulatory authority or under or in accordance with the FMC Act (N.Z.). This PDS is not a disclosure document under New Zealand law and does not contain all the information that a disclosure document is required to contain under New Zealand law.

For a copy of the New Zealand Wholesale Investor form, please contact our client service team on **1300 738 355 (0800 404 988** if calling from New Zealand).

Keeping you informed

You can obtain information on your account and update your details by contacting us (details on the back cover). The information below will be provided to you so you can stay informed about your investments.

The Trust is part of a larger suite of trusts collectively known as the MLC Investment Trust. The PDSs for other trusts in the suite are available at mlcam.com.au/MLCWholesale/pds

If you invest via an IDPS you can obtain information on your investment in the Trust by contacting your IDPS.

If you invest directly in the Trust (including where you have applied to the Trust through mFund), we provide the following information to you:

Transaction confirmation	Confirms any investment, switch or withdrawal.
Monthly transaction statement	Provides a summary of transactions and investment details for the month.
Periodic statement	Provides details regarding your account balance, a summary of any transactions on your investment, fees and costs incurred during the period and information about returns on your investment each quarter.
Distribution statement	Provides details of the distributions paid.
Annual taxation statement	You will be provided with an annual taxation statement, referred to as an AMIT Member Annual Statement (AMMA Statement), to assist you in completing your tax return. The AMMA Statement will show the taxable and non-taxable components of the income attributed to you (which includes any distributions received or reinvested).

13. Information for direct investors

Annual financial report	You can elect to receive, free of charge, a copy of the MLC Investment Trusts annual report as a hard copy or an electronic copy by contacting us. If you do not make an election you can access a copy of the annual report on our website mlcam.com.au/MLCWholesale
Constitution	This information is available to you without charge on request by contacting Client Services on 1300 738 355 .
Performance history	
Unit Pricing Policy (including discretions register)	
Derivatives Policy	
Privacy Policy	
Product Disclosure Statement updates	You can obtain a paper copy of the PDS on request by contacting Client Services on 1300 738 355 or by visiting the website mlcam.com.au/MLCWholesale . Alternatively, mFund investors can access the latest PDS by visiting the website mFund.com.au . The PDS can be updated or replaced from time to time. Refer to 'Changes to the Trust' on page 35 for further information.
Monthly updates	Provides details on the following: <ul style="list-style-type: none"> • Trust's net asset value and the redemption price • the key service providers if they have changed since the last report given to investors, including any change in their related party status • the net return on the Trust's assets after fees, costs and taxes • any material change in the Trust's risk profile • any material change in the Trust's strategy, and • any change in the individuals playing a key role in investment decisions for the Trust. This information will be available at mlcam.com.au/MLCWholesale
Annual report	Provides details on the following: <ul style="list-style-type: none"> • the actual strategy allocation to each asset type • the liquidity profile of the portfolio assets as at the end of the period • the maturity profile of the liabilities as at the end of the period • the leverage ratio as at the end of the period • the derivative counterparties engaged (including capital protection providers) • the monthly or annual investment returns over at least a five-year period, and • the key service providers if they have changed since the latest report given to investors, including any change in their related party status. This report will be available at mlcam.com.au/MLCWholesale



Contact details

If you invest via an IDPS you should contact your IDPS for all enquiries.

If you invest directly, the contact details are:

Registry Services

National Australia Bank Asset Servicing – Registry Services
GPO Box 1406
Melbourne VIC 3001 Australia

Telephone: 1300 761 354

Fax: 1300 365 601

Client Services

Level 21
255 George Street
Sydney NSW 2000 Australia
Telephone: 1300 738 355
Fax: (02) 9936 4500
Email: info@mlc.com.au

Responsible Entity

MLC Investments Limited
105-153 Miller Street
North Sydney NSW 2060 Australia

Website

mlcam.com.au/MLCWholesale

mFund website

mFund.com.au

Important information

MLC Investments Limited ABN 30 002 641 661 AFSL 230705. Part of the National Australia Bank Group of Companies. An investment with MLC is not a deposit or liability of, and is not guaranteed by, NAB.