

PERPETUAL WHOLESALE FUNDS

Product Disclosure Statement

PRODUCT DISCLOSURE STATEMENT

Issue number 9 dated 1 February 2016

for indirect investors only

Issued by Perpetual Investment Management Limited

ABN 18 000 866 535 AFSL 234426

Perpetual 

IMPORTANT NOTES

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

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

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

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

'Perpetual Group' means Perpetual Limited and its subsidiaries.

We authorise the use of this PDS as disclosure only for indirect investors who wish to access the Funds through an investor directed portfolio service (IDPS), IDPS-like scheme, or a nominee or custody service or any other platform authorised by Perpetual (collectively referred to in this PDS as a 'Service').

As an indirect investor gaining exposure to the Funds through a Service, you do not yourself become an investor in the Fund. Instead it is the Service operator, which invests for you and acts on your behalf, that has the rights of an investor. Certain provisions of the Funds' constitutions are not relevant to indirect investors. For example, indirect investors cannot attend investor meetings or transfer or mortgage units in a Fund. You can request reports on your investment from the Service operator and you should direct any inquiries to them.

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

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

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

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

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

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

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

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

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



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WELCOME TO PERPETUAL WHOLESALE FUNDS

THE KEY BENEFITS OF INVESTING

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

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

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

ASSET CLASSES AVAILABLE

The main asset classes that the Funds may invest in are shown in the table below. The Funds may also invest in other types of assets (see 'Funds profiles' on pages 5-12 for details).

ABOUT PERPETUAL INVESTMENTS

Perpetual Investments is one of Australia's leading investment managers, with \$30.9 billion in funds under management (as at 31 December 2015). Perpetual Investments is part of the Perpetual Group, which has been in operation for over 125 years. By employing some of the industry's best investment specialists and applying a proven investment philosophy, Perpetual Investments has been able to help generations of Australians manage their wealth.

We may from time to time appoint external specialist investment managers to manage one or more asset classes in the Funds in whole or in part. Details about current external specialist investment managers at any time are available at our website (see 'Incorporation by reference' on page 27 for details) or can be obtained free of charge by contacting us.

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

THE MAIN ASSET CLASSES

ASSET CLASS	DESCRIPTION OF INVESTMENT
Cash	Cash investments include discount securities (eg bank bills), short-term deposits and money market funds which may invest in fixed income instruments and loans. Cash provides a relatively consistent rate of return in the form of regular interest payments, generally in line with short-term interest rates and is widely considered the lowest investment risk.
Enhanced cash	Enhanced cash investments include cash investments, fixed income instruments, hybrids, loans and other income generating securities. The maturity dates of investments are typically longer than cash and they may have a lower credit rating than those in a money market fund, however, they are usually managed to short-term interest rate exposures.
Fixed income	Fixed income instruments are securities issued by an issuer for a pre-determined period. The issuers may include governments, banks, corporations and asset backed trusts. The instruments when issued usually provide a return in the form of defined periodic income payments and the return of principal at maturity. These income payments are either fixed when issued or set periodically against a benchmark.
Property	A property investment involves buying shares that represent a portion of ownership in a property related security, buying units in a listed or unlisted property trust or buying property directly. Property investments can be in a range of sectors including commercial, industrial, residential and retail. Returns are usually generated from rental income and changes in the value of the underlying properties.
Shares	Shares represent a portion of ownership in a company. Shareholders can benefit if a company passes on some of its profits to them through dividends and/or from capital growth if the share price rises.

UNDERSTANDING INVESTMENT RISK

THE RISKS OF INVESTING

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

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

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

SIGNIFICANT RISKS

TYPE OF RISK	DESCRIPTION OF RISK
Market and economic risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment.
Asset risk	A particular asset that a fund invests in may fall in value, which can result in a reduction of your investment.
Currency risk	For investments in international assets, which have currency exposure, there is potential for adverse movements in exchange rates to reduce their Australian dollar value. For example, if the Australian dollar rises, the value of international investments expressed in Australian dollars can fall.
Interest rate risk	Changes in interest rates may have a negative impact, either directly or indirectly, on investment returns.
Credit risk	The issuer or party to a transaction may not repay the principal, make interest payments or fulfil other financial obligations in full and/or on time. The market value of an investment can also fall significantly when the perceived risk of a note or bond increases or its credit rating declines.
Liquidity risk	The absence of an established market or shortage of buyers for an investment can result in a loss if the holder of the investment needs to sell it within a particular timeframe. A shortage of liquidity can also result in delays in the payment of withdrawals from a fund – see 'Withdrawals' on page 23 and 'Suspension of applications and withdrawals' on page 27 for further information.
Derivatives risk	Derivative values can fluctuate significantly and in certain circumstances a derivative can be more volatile than the underlying asset or index. The value of a derivative contract may fall as a result of an adverse movement in the underlying asset or index. Losses can be magnified where a greater exposure is created through the derivative position than is backed by the assets of a fund. Derivatives may also be subject to liquidity risk and/or counter-party risk. Depending on market conditions derivative positions can be costly or difficult to reverse. See 'Use of derivatives' on page 13 for further information about how derivatives may be used in the management of the Funds.
Counter-party risk	A loss may occur if the other party to a contract, including derivatives contracts, lending arrangements (cash or stocks) or currency hedging agreement, defaults on their obligations under the contract.
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Investment strategy risks	A fund's investment strategy may involve specific risks. These include gearing risk, short-position risk, prime broker risk and portfolio concentration risk – see 'Investment strategy risks' on page 4 for details.
Other risks	The investment professionals employed to manage the Funds may change, which may affect the future performance of a Fund. Investing in a Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income in a distribution. Transactions may be suspended, which may result in delays in paying withdrawal requests – see 'Suspension of applications and withdrawals' on page 27 for further information. A Fund may be terminated.

INVESTMENT STRATEGY RISKS

GEARING RISK

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

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

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

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

EXAMPLE

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

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

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

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

SHORT-POSITION RISK

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

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

EXAMPLE

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

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

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

PRIME BROKER RISK

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

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

PORTFOLIO CONCENTRATION RISK

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

HOW WE MANAGE THESE RISKS

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

FUNDS PROFILES

ASSET CLASS	FUND	PAGE
Fixed income	Perpetual Wholesale Diversified Income Fund	6
	Perpetual Wholesale Dynamic Fixed Income Fund	6
Australian shares	Perpetual Wholesale Australian Share Fund	6
	Perpetual Wholesale Concentrated Equity Fund	7
	Perpetual Wholesale Ethical SRI Fund	7
	Perpetual Wholesale Geared Australian Share Fund	7
	Perpetual Wholesale Industrial Share Fund	8
	Perpetual Wholesale SHARE-PLUS Long-Short Fund	8
	Perpetual Wholesale Smaller Companies Fund	8
International shares	Perpetual Wholesale Global Share Fund	9
	Perpetual Wholesale Global Share Fund Hedged	9
Diversified – conservative	Perpetual Wholesale Conservative Growth Fund	9
Diversified – balanced	Perpetual Wholesale Diversified Growth Fund	10
	Perpetual Wholesale Diversified Real Return Fund	10
Diversified – growth	Perpetual Wholesale Balanced Growth Fund	10
	Perpetual Wholesale Split Growth Fund	11

The Funds profiles on pages 6-12 provide a summary of the Funds offered within Perpetual Wholesale Funds. For more details and any updated information about the Funds, visit our website or contact us.

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

REGISTERED MANAGED INVESTMENT SCHEME

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

COMMENCEMENT DATE

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

RISK LEVEL

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

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

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

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

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

SUGGESTED LENGTH OF INVESTMENT

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

DISTRIBUTION FREQUENCY AND DATES

The distribution frequency is how often the Fund usually makes a distribution. The distribution dates are the effective dates for distributions. The actual payment of distributions occurs after the distribution date (see 'Distributions' on page 23 for details).

OBJECTIVE

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

INVESTMENT APPROACH

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

INVESTMENT GUIDELINES

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

FUNDS PROFILES

	FIXED INCOME	FIXED INCOME	AUSTRALIAN SHARES																				
	PERPETUAL WHOLESALE DIVERSIFIED INCOME FUND	PERPETUAL WHOLESALE DYNAMIC FIXED INCOME FUND	PERPETUAL WHOLESALE AUSTRALIAN SHARE FUND																				
Registered managed investment scheme	Perpetual Diversified Income Fund ¹ ARSN 110 147 665	Perpetual Dynamic Fixed Income Fund ARSN 147 094 415	Perpetual Australian Share Fund ARSN 091 189 132																				
Commencement date	October 2005	November 2010	February 1997																				
Risk level	5 – Medium to high	5 – Medium to high	7 – Very high																				
Suggested length of investment	Three years or longer	Three years or longer	Five years or longer																				
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December																				
Objective	Aims to provide regular income and consistent returns above the Bloomberg AusBond Bank Bill Index (before fees and taxes) over rolling three-year periods by investing in a diverse range of income generating assets.	Aims to provide: <ul style="list-style-type: none"> capital stability and regular income by investing in a diversified range of income generating assets a positive return (before fees and taxes) irrespective of market conditions over a rolling three-year period. 	Aims to: <ul style="list-style-type: none"> provide long-term capital growth and regular income through investment in quality industrial and resource shares outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 																				
Investment approach	The Fund's approach to delivering returns and managing risk is through an active and risk aware investment process which invests in a diversified core portfolio of liquid investment grade credit securities. Perpetual believes these assets provide investors with protection in times of market stress. When the environment is supportive Perpetual seeks to enhance returns by taking more risk whether that be in maturity, credit rating, subordination or gearing. The Fund can also invest in alternative income generating securities such as mortgages, infrastructure debt and private debt. This approach to portfolio construction is Perpetual's preferred method to deliver investors the highest possible risk adjusted returns. Derivatives may be used in managing the Fund.	Perpetual aims to achieve the objective by: <ul style="list-style-type: none"> investing in both Australian and international fixed income assets actively managing the credit risk through: <ul style="list-style-type: none"> diversifying the Fund among different securities issued by various borrowers actively managing for changes in market-wide and security-specific credit margins identifying and investing in relative value within the universe of credit securities managing duration risk⁴ considering a variety of factors, including valuations and current market conditions. Currency hedges may be used from time to time. Derivatives may be used in managing the Fund.	Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria: <ul style="list-style-type: none"> conservative debt levels sound management quality business and in the case of industrial shares, recurring earnings. Derivatives may be used in managing the Fund.																				
Investment guidelines	<table border="0"> <tr> <td>Cash and investment grade securities²</td> <td>0-100%</td> </tr> <tr> <td>Sub-investment grade securities³ and non-rated securities (includes mortgages and other private debt)</td> <td>0-25%</td> </tr> <tr> <td>Gearing level (of the Fund's net asset value)</td> <td>0-15%</td> </tr> <tr> <td></td> <td>0-25%</td> </tr> </table>	Cash and investment grade securities ²	0-100%	Sub-investment grade securities ³ and non-rated securities (includes mortgages and other private debt)	0-25%	Gearing level (of the Fund's net asset value)	0-15%		0-25%	<table border="0"> <tr> <td>Fixed rate exposure</td> <td>0-100%</td> </tr> <tr> <td>Floating rate exposure</td> <td>0-100%</td> </tr> <tr> <td>Cash and investment grade securities²</td> <td>0-100%</td> </tr> <tr> <td>Sub-investment grade securities³ and non-rated securities</td> <td>0-25%</td> </tr> </table>	Fixed rate exposure	0-100%	Floating rate exposure	0-100%	Cash and investment grade securities ²	0-100%	Sub-investment grade securities ³ and non-rated securities	0-25%	<table border="0"> <tr> <td>Australian shares⁵</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares ⁵	90-100%	Cash	0-10%
Cash and investment grade securities ²	0-100%																						
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Cash	0-10%																						

You should refer to page 12 for details of footnotes.

FUNDS PROFILES

	AUSTRALIAN SHARES	AUSTRALIAN SHARES	AUSTRALIAN SHARES														
	PERPETUAL WHOLESAL CONCENTRATED EQUITY FUND	PERPETUAL WHOLESAL ETHICAL SRI FUND	PERPETUAL WHOLESAL GEARED AUSTRALIAN SHARE FUND														
Registered managed investment scheme	Perpetual Concentrated Equity Fund ARSN 091 185 590	Perpetual Ethical SRI Fund ARSN 099 975 041	Perpetual Geared Australian Share Fund ARSN 103 864 688														
Commencement date	August 1999	April 2002	March 2003														
Risk level	7 – Very high	7 – Very high	7 – Very high														
Suggested length of investment	Five years or longer	Five years or longer	Seven years or longer														
Distribution frequency and dates	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December														
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in quality industrial and resource shares outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and regular income through investment in quality shares of socially responsible companies outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> enhance long-term capital growth through borrowing (gearing) to invest in quality industrial and resource shares outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 														
Investment approach	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and in the case of industrial shares, recurring earnings. <p>The Fund's investment portfolio will typically consist of between 20 and 45 stocks.</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and in the case of industrial shares, recurring earnings. <p>In addition to the above investment approach, Perpetual utilises a strategy for screening ethical and socially responsible investments (see 'Environmental, social and ethical factors and labour standards – Perpetual Wholesale Ethical SRI Fund' on page 13).</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and in the case of industrial shares, recurring earnings. <p>The gearing level of the Fund must be kept within pre-determined guidelines. Within these, Perpetual aims to ensure that the gearing level is maximised, subject to the cost of borrowing being adequately covered by net income.</p> <p>Derivatives may be used in managing the Fund, including for gearing purposes.</p>														
Investment guidelines	<table border="1"> <tr> <td>Australian shares⁵</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares ⁵	90-100%	Cash	0-10%	<table border="1"> <tr> <td>Australian shares⁵</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian shares ⁵	90-100%	Cash	0-10%	<table border="1"> <tr> <td>Australian shares⁵</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> <tr> <td>Gearing level⁶</td> <td>0-60%</td> </tr> </table>	Australian shares ⁵	90-100%	Cash	0-10%	Gearing level ⁶	0-60%
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You should refer to page 12 for details of footnotes.

FUNDS PROFILES

	AUSTRALIAN SHARES	AUSTRALIAN SHARES	AUSTRALIAN SHARES																
	PERPETUAL WHOLESALE INDUSTRIAL SHARE FUND	PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND	PERPETUAL WHOLESALE SMALLER COMPANIES FUND																
Registered managed investment scheme	Perpetual Wholesale Industrial Fund ARSN 091 187 049	Perpetual SHARE-PLUS Long-Short Fund ARSN 103 864 937	Perpetual Smaller Companies Fund ARSN 091 188 082																
Commencement date	September 1996	March 2003	October 1996																
Risk level	7 – Very high	6 – High	7 – Very high																
Suggested length of investment	Five years or longer	Five years or longer	Five years or longer																
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December																
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and regular income through investment in quality Australian industrial shares outperform the S&P/ASX 300 Industrials Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in quality shares and taking short positions in selected Australian shares outperform the S&P/ASX 300 Accumulation Index (before fees and taxes) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in quality Australian industrial and resource shares which, when first acquired, do not rank in the S&P/ASX 50 Index outperform the S&P/ASX Small Ordinaries Accumulation Index (before fees and taxes) over rolling three-year periods. 																
Investment approach	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and recurring earnings. <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and in the case of industrial shares, recurring earnings. <p>In addition, Perpetual aims to take short positions in Australian shares that it believes will fall in value. The short positions are determined based on each stock's expected returns and the investment constraints (designed to reduce the risks associated with taking short positions).</p> <p>Derivatives may be used in managing the Fund.</p>	<p>Perpetual researches companies of all sizes using consistent share selection criteria. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are carefully selected on the basis of four key investment criteria:</p> <ul style="list-style-type: none"> conservative debt levels sound management quality business and in the case of industrial shares, recurring earnings. <p>Derivatives may be used in managing the Fund.</p>																
Investment guidelines	<table border="0"> <tr> <td>Australian industrial shares⁷</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	Australian industrial shares ⁷	90-100%	Cash	0-10%	<table border="0"> <tr> <td>Australian shares⁵</td> <td>90-125%</td> </tr> <tr> <td>Short positions in Australian shares</td> <td>0-25%</td> </tr> <tr> <td>Australian shares⁵ (net)⁸</td> <td>65-100%</td> </tr> <tr> <td>Cash</td> <td>0-35%</td> </tr> </table>	Australian shares ⁵	90-125%	Short positions in Australian shares	0-25%	Australian shares ⁵ (net) ⁸	65-100%	Cash	0-35%	<table border="0"> <tr> <td>Australian smaller company shares⁷</td> <td>80-100%</td> </tr> <tr> <td>Cash</td> <td>0-20%</td> </tr> </table>	Australian smaller company shares ⁷	80-100%	Cash	0-20%
Australian industrial shares ⁷	90-100%																		
Cash	0-10%																		
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Cash	0-20%																		

You should refer to page 12 for details of footnotes.

FUNDS PROFILES

	INTERNATIONAL SHARES	INTERNATIONAL SHARES	DIVERSIFIED - CONSERVATIVE																						
	PERPETUAL WHOLESALE GLOBAL SHARE FUND	PERPETUAL WHOLESALE GLOBAL SHARE FUND HEDGED	PERPETUAL WHOLESALE CONSERVATIVE GROWTH FUND																						
Registered managed investment scheme	Perpetual Global Share Fund ⁹ ARSN 601 199 035	Perpetual Global Share Fund Hedged ¹¹ ARSN 608 416 771	Perpetual Conservative Growth Fund ARSN 105 779 628																						
Commencement date	November 2009 ¹⁰	February 2016	September 2003																						
Risk level	7 – Very high	6 – High	4 – Medium ¹⁴																						
Suggested length of investment	Seven years or longer	Seven years or longer	Three years or longer																						
Distribution frequency and dates	Half-yearly – 30 June and 31 December	Half-yearly – 30 June and 31 December ¹²	Quarterly – 31 March, 30 June, 30 September and 31 December																						
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide investors with long-term capital growth through investment in quality global shares outperform the MSCI World Net Total Return Index (\$A) over rolling three-year periods. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide investors with long-term capital growth through investment in quality global shares outperform the MSCI World Net Total Return Index fully hedged to the Australian dollar (AUD) over rolling three-year periods minimise the impact of movements in the Australian dollar (AUD) on investment returns by hedging the majority of foreign currency exposure arising from international share investments back to the AUD. 	<p>Aims to:</p> <ul style="list-style-type: none"> provide moderate growth over the medium term and income through investment in a diversified portfolio with an emphasis on cash, enhanced cash and fixed income securities outperform a composite benchmark reflecting its allocation to the various asset types over rolling three-year periods. 																						
Investment approach	<p>Perpetual aims to achieve the Fund's investment objectives by:</p> <ul style="list-style-type: none"> adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on fundamental quality and valuation constructing a portfolio that is benchmark independent in terms of stock and sector weights, although the Fund's performance is measured against the MSCI World Net Total Return Index (\$A) for the purpose of reporting and determining whether performance fees are payable adding value from the portfolio manager's high conviction approach to stock selection. <p>Currency hedging can be used with the aim of protecting the value of the Fund's assets. Derivatives may be used in managing the Fund.</p>	<p>Perpetual aims to achieve the Fund's investment objectives by:</p> <ul style="list-style-type: none"> adopting a 'bottom-up' stock selection approach to investing, where the decision to buy or sell is based on fundamental quality and valuation constructing a portfolio that is benchmark independent in terms of stock and sector weights, although the Fund's performance is measured against the MSCI World Net Total Return Index fully hedged to the Australian dollar (AUD) for the purpose of reporting and determining whether performance fees are payable adding value from the portfolio manager's high conviction approach to stock selection. <p>Currency hedging is outsourced to a currency overlay manager to implement hedging strategies with the aim of reducing the impact of adverse currency movements. Derivatives may be used in managing the Fund.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on cash, enhanced cash and fixed income securities.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines. Currency hedges may be used from time to time. Derivatives and exchange traded funds may be used in managing each asset class.</p>																						
Investment guidelines	<table border="1"> <tr> <td>International shares</td> <td>75-100%</td> </tr> <tr> <td>Cash</td> <td>0-25%</td> </tr> </table>	International shares	75-100%	Cash	0-25%	<table border="1"> <tr> <td>International shares</td> <td>70-100%</td> </tr> <tr> <td>Cash</td> <td>0-30%</td> </tr> <tr> <td>Minimum level of currency hedging¹³</td> <td>75%</td> </tr> </table>	International shares	70-100%	Cash	0-30%	Minimum level of currency hedging ¹³	75%	<table border="1"> <tr> <td>Australian shares¹⁵</td> <td>0-25%</td> </tr> <tr> <td>International shares¹⁵</td> <td>0-20%</td> </tr> <tr> <td>Property</td> <td>0-10%</td> </tr> <tr> <td>Fixed income</td> <td>15-55%</td> </tr> <tr> <td>Cash and enhanced cash¹⁶</td> <td>15-55%</td> </tr> <tr> <td>Other assets¹⁷</td> <td>0-30%</td> </tr> </table>	Australian shares ¹⁵	0-25%	International shares ¹⁵	0-20%	Property	0-10%	Fixed income	15-55%	Cash and enhanced cash ¹⁶	15-55%	Other assets ¹⁷	0-30%
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You should refer to page 12 for details of footnotes.

FUNDS PROFILES

	DIVERSIFIED – BALANCED	DIVERSIFIED – BALANCED	DIVERSIFIED – GROWTH																																								
	PERPETUAL WHOLESALE DIVERSIFIED GROWTH FUND	PERPETUAL WHOLESALE DIVERSIFIED REAL RETURN FUND	PERPETUAL WHOLESALE BALANCED GROWTH FUND																																								
Registered managed investment scheme	Perpetual Diversified Growth Fund ARSN 098 429 746	Perpetual Diversified Real Return Fund ARSN 146 128 181	Perpetual Balanced Growth Fund ARSN 091 187 601																																								
Commencement date	October 2001	October 2010	October 1997																																								
Risk level	5 – Medium to high	5 – Medium to high	6 – High																																								
Suggested length of investment	Three years or longer	Five years or longer	Five years or longer																																								
Distribution frequency and dates	Quarterly – 31 March, 30 June, 30 September and 31 December	Quarterly – 31 March, 30 June, 30 September and 31 December	Half-yearly – 30 June and 31 December																																								
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in a diversified portfolio of growth and income assets outperform a composite benchmark reflecting its allocation to the various asset types over rolling three-year periods. 	<p>Targets a pre-tax return of 5% per annum above inflation¹⁸ (before fees and taxes) over rolling five-year periods.</p> <p>Aims to provide investors with exposure to a balanced portfolio that is constructed with reference to risk premiums (risk contribution to overall portfolio) rather than capital allocations.</p>	<p>Aims to:</p> <ul style="list-style-type: none"> provide long-term capital growth and income through investment in a diversified portfolio with an emphasis on Australian and international share investments outperform a composite benchmark reflecting its allocation to the various asset types over rolling three-year periods. 																																								
Investment approach	<p>The Fund invests in a diverse mix of growth, defensive and other assets.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>	<p>The Fund will invest in a diversified range of asset classes which are weighted according to the level of risk they contribute to the portfolio. Assets will be managed to effectively diversify these risk exposures. The combination of assets held by the Fund at any time are those which we believe provide the greatest probability of achieving the target return over rolling five-year periods. Perpetual may quickly adjust the Fund's asset allocation to respond to changing market conditions and/or to take advantage of new opportunities.</p> <p>In managing the Fund to meet its investment objective, the Fund may implement a considerable amount of its exposures via derivatives, and may include alternative and private market assets.</p> <p>Currency is managed at the Fund level, taking into account currency exposure arising from underlying investments. Currency management is used to either hedge currency for an existing position or create an exposure to a foreign currency. Exposure to foreign currency will be limited to 40% of the gross asset value of the Fund.</p>	<p>The Fund invests in a diverse mix of growth, defensive and other assets, with a focus on Australian and international shares.</p> <p>Tactical asset allocation strategies may be applied, which involves the Fund adjusting its exposure to asset classes on a regular basis within the investment guidelines.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives and exchange traded funds may be used in managing each asset class.</p>																																								
Investment guidelines	<table border="1"> <tr> <td>Australian shares¹⁵</td> <td>10-35%</td> </tr> <tr> <td>International shares¹⁵</td> <td>10-30%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income</td> <td>10-45%</td> </tr> <tr> <td>Cash and enhanced cash¹⁶</td> <td>0-30%</td> </tr> <tr> <td>Other assets¹⁷</td> <td>0-30%</td> </tr> </table>	Australian shares ¹⁵	10-35%	International shares ¹⁵	10-30%	Property	0-15%	Fixed income	10-45%	Cash and enhanced cash ¹⁶	0-30%	Other assets ¹⁷	0-30%	<table border="1"> <tr> <td>Australian shares¹⁹</td> <td>0-50%</td> </tr> <tr> <td>Global shares¹⁹</td> <td>0-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Private market investments²⁰</td> <td>0-20%</td> </tr> <tr> <td>Global fixed income (including Australia)</td> <td>0-70%</td> </tr> <tr> <td>Commodities</td> <td>0-15%</td> </tr> <tr> <td>Other investments²¹</td> <td>0-30%</td> </tr> <tr> <td>Cash and enhanced cash¹⁶</td> <td>0-100%</td> </tr> </table>	Australian shares ¹⁹	0-50%	Global shares ¹⁹	0-50%	Property	0-15%	Private market investments ²⁰	0-20%	Global fixed income (including Australia)	0-70%	Commodities	0-15%	Other investments ²¹	0-30%	Cash and enhanced cash ¹⁶	0-100%	<table border="1"> <tr> <td>Australian shares¹⁵</td> <td>10-50%</td> </tr> <tr> <td>International shares¹⁵</td> <td>10-50%</td> </tr> <tr> <td>Property</td> <td>0-15%</td> </tr> <tr> <td>Fixed income</td> <td>0-35%</td> </tr> <tr> <td>Cash and enhanced cash¹⁶</td> <td>0-30%</td> </tr> <tr> <td>Other assets¹⁷</td> <td>0-30%</td> </tr> </table>	Australian shares ¹⁵	10-50%	International shares ¹⁵	10-50%	Property	0-15%	Fixed income	0-35%	Cash and enhanced cash ¹⁶	0-30%	Other assets ¹⁷	0-30%
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You should refer to page 12 for details of footnotes.

FUNDS PROFILES

	DIVERSIFIED - GROWTH				
	PERPETUAL WHOLESALE SPLIT GROWTH FUND				
Registered managed investment scheme	Perpetual Split Growth Fund ARSN 091 185 438				
Commencement date	March 1999				
Risk level	6 - High				
Suggested length of investment	Five years or longer				
Distribution frequency and dates	Yearly - 30 June				
Objective	<p>Aims to:</p> <ul style="list-style-type: none"> • achieve long-term capital growth through investment in a mix of international shares and Australian industrial shares and other securities with lower risk than 100% exposure to either asset class • outperform a composite benchmark comprising the S&P/ASX 300 Industrial Accumulation Index (40%) and the MSCI World ex Australia Accumulation Index (A\$) (60%) over rolling three-year periods. 				
Investment approach	<p>Perpetual adopts a fundamental, bottom-up approach to stock selection focusing on quality companies. Perpetual's priority is to select those companies that represent the best investment quality and are appropriately priced.</p> <p>Currency hedges may be used from time to time.</p> <p>Derivatives may be used in managing the Fund.</p>				
Investment guidelines	<table border="0"> <tr> <td>International shares and Australian industrial shares</td> <td>90-100%</td> </tr> <tr> <td>Cash</td> <td>0-10%</td> </tr> </table>	International shares and Australian industrial shares	90-100%	Cash	0-10%
International shares and Australian industrial shares	90-100%				
Cash	0-10%				

You should refer to page 12 for details of footnotes.

FOOTNOTES TO FUNDS PROFILES

- 1 The constitution for Perpetual Diversified Income Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'wholesale units'. Any reference to this Fund in this PDS is a reference to wholesale units in that Fund.
- 2 Investment grade is a term given to securities that have a high probability of payment of interest and repayment of principal.
- 3 Sub-investment grade is a term given to securities where there is a higher risk that the issuer may not be able to meet interest payments or the repayment of principal if difficult conditions arise. The Fund typically invests in investment grade securities, but we may increase our sub-investment grade exposure under favourable economic conditions. Sub-investment grade securities may include, but are not limited to, non-rated securities, hybrids, mortgages, mezzanine mortgages and private debt.
- 4 Interest rate duration is a measure, expressed as a number of years, of the sensitivity of the principal value of a fixed income investment to a change in interest rates. Generally, the closer duration is to zero the less interest rate risk there is in the Fund.
- 5 The Fund invests primarily in shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 20% exposure to shares listed on or proposed to be listed on any recognised global exchange. Currency hedges may be used from time to time.
- 6 The gearing level is the Fund's borrowings divided by the total gross value of assets. It will depend on the present levels and future expectation of the Fund's net income (income after fees and expenses and excluding franking credits) and the cost of borrowings. If the Fund's gearing level exceeds 60% (due to withdrawals or negative market movements), Perpetual will reduce the gearing level to 60% (or lower) within a reasonable period of time by repaying part of the borrowings through inflows or selling some of the Fund's assets.
- 7 The Fund may invest in shares listed on or proposed to be listed on any recognised Australian exchange.
- 8 The net market exposure is the value of the Fund's long positions minus the value of the Fund's short positions.
- 9 The constitution for Perpetual Global Share Fund allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A units'. Any reference to this Fund in this PDS is a reference to Class A units in that Fund.
- 10 The Fund commenced in November 2009 as an unregistered fund, with Perpetual Group as its sole investor. The first public offer to invest in the Fund following the Fund's registration with ASIC as a managed investment scheme occurred in August 2014.
- 11 The constitution for Perpetual Global Share Fund Hedged allows for multiple unit classes. This PDS offers investment in the Fund's 'Class A units'. Any reference to this Fund in this PDS is a reference to Class A units in that Fund.
- 12 There will be no distribution as at 31 December 2015 for Perpetual Wholesale Global Share Fund Hedged since this Fund only commenced in December 2015. Its first distribution will be as at 30 June 2016.
- 13 Currency hedging may need to be suspended temporarily if it becomes impractical or unlawful to apply at any time or if our agreement with the currency overlay manager is terminated by either party for any reason. This means that the Fund may be unhedged, or may not have a minimum of 75% hedged, until such time as currency hedging recommences and/or we were able to appoint a new alternative currency overlay manager (on commercially acceptable terms).
- 14 Irrespective of the Fund name, Perpetual Wholesale Conservative Growth Fund has a Standard Risk Measure risk band rating of 4. It has been estimated that this Fund may have 2 to less than 3 negative annual returns over any 20-year period.
- 15 The Fund may gain its exposure to Australian shares by investing in one or more underlying Australian share funds. Where the Fund invests in Perpetual Australian Share Fund, that underlying fund invests primarily in shares listed on or proposed to be listed on any recognised Australian exchange but may have up to 20% exposure to shares listed on or proposed to be listed on any recognised global exchange. The investment guidelines showing the Fund's maximum investment in international shares do not include this potential additional exposure. Underlying Australian share funds may use short positions as part of their investment strategy. Currency hedges may be used from time to time.
- 16 This Fund may invest in enhanced cash funds that allow gearing.
- 17 Perpetual may allocate up to 30% of the portfolio to other assets which may include, but is not limited to, infrastructure, mortgages (including mezzanine mortgages), private equity, opportunistic property, absolute return funds, commodities and real return strategies. Exposure to other assets aims to enhance the Fund's diversification and may help reduce volatility.
- 18 Inflation is defined as the quarterly All Groups Consumer Price Index (CPI), as measured and published by the Australian Bureau of Statistics.
- 19 Global shares may include some exposure to Australian shares and vice versa. The combined exposure to Australian and global shares is subject to a maximum of 70%.
- 20 Private market investments can include mortgages (including mezzanine mortgages) and may also include but is not limited to less liquid alternative investments such as private equity and infrastructure.
- 21 Other investments may include, but are not limited to, hedge fund replication strategies, insurance-linked strategies, specialist credit and structured products.

ADDITIONAL INVESTMENT INFORMATION

USE OF DERIVATIVES

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

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

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

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

Investing in derivatives can expose a Fund to additional risks. Please refer to 'Derivatives risk' within the 'Significant risks' table on page 3 for more information.

ENVIRONMENTAL, SOCIAL AND ETHICAL FACTORS AND LABOUR STANDARDS

Perpetual is a signatory to the United Nations-supported Principles for Responsible Investment (PRI). PRI signatories undertake to consider environmental, social (including labour standards) and corporate governance (ESG) factors in their investment decision-making and ownership practices.

PERPETUAL WHOLESALE ETHICAL SRI FUND

Perpetual evaluates companies that meet the investment approach, set out in the 'Funds profiles' on page 7, on a range of environmental, social and ethical issues to determine their suitability for inclusion in this Fund's portfolio. We seek to invest in quality companies that have satisfied our range of ethical, environmental and socially responsible investment criteria.

We take into account environmental, social and ethical considerations for the purpose of selecting, retaining or realising the investments in the portfolio. There are two main steps to the process, namely ethical exclusions and socially responsible investments (SRI) screening, utilising research from external specialists.

ETHICAL EXCLUSIONS

We don't invest in companies that derive a material proportion of their revenue from the manufacture or sale of alcohol or tobacco, the operation of gambling facilities or the manufacture of gambling equipment, coal seam gas or uranium extraction or the manufacture of weapons or armaments.

SRI SCREENING

Companies remaining after the ethical exclusions are then subject to an SRI screening to evaluate how their business practices impact society and the environment. The SRI screening involves three steps:

1. **Negative screens:** Companies are rated on their negative environmental or social impacts and practices in relation to a number of criteria including human rights, labour standards, the environment, corporate governance, animal rights and genetically modified organisms.
2. **Positive screens:** Companies are rated on their positive environmental or social impacts and practices in relation to a number of criteria including renewable energy, waste, corporate governance, environmental performance, employee issues and charity commitment.
3. **Universe inclusion:** Scores from all negative and positive screens are then combined. Companies with negative scores are excluded while other companies become allowable investments.

The Fund's investments are regularly reviewed to determine whether they continue to pass the ethical SRI screening process when updated information is received. If we become aware that the Fund is invested in a company that no longer passes the ethical SRI screening process, the investment will be sold as soon as practical, in an orderly, price-sensitive manner.

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

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

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



CERTIFIED BY RIAA

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

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

OTHER FUNDS

Apart from Perpetual Wholesale Ethical SRI Fund, our consideration of ESG factors does not include making ethical or moral judgements on particular practices or issues. Instead, when deciding whether to buy, retain or sell an investment, our investment managers consider those ESG risks only to the extent that they are relevant to the current or future value of the investment. For share investments, we may also actively engage with companies to encourage them to improve their ESG practices where we believe it is in the interest of a Fund's investors.

ADDITIONAL INFORMATION ABOUT CERTAIN 'COMPLEX' FUNDS

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

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

PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

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

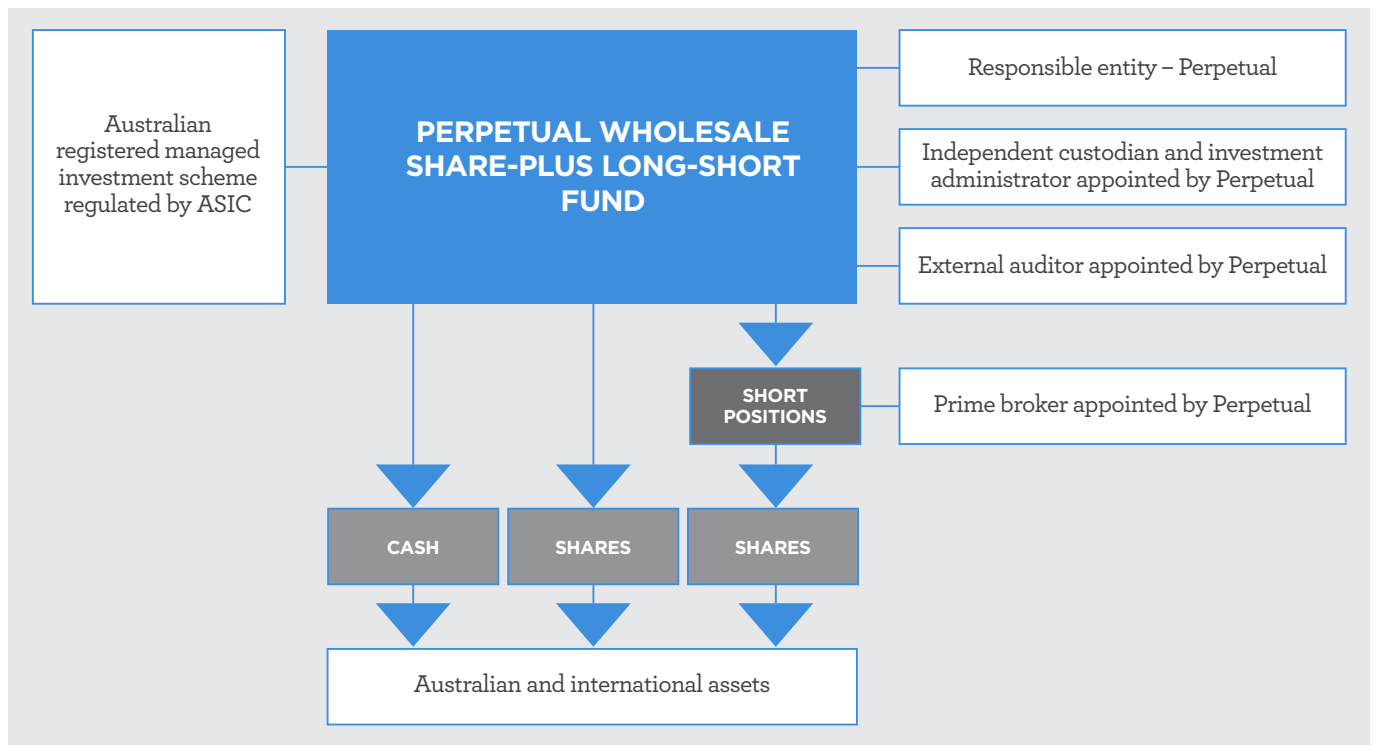
The 'Key features relating to Perpetual Wholesale SHARE-PLUS Long-Short Fund' table on page 15 provides a summary of how Perpetual complies with this requirement. To the extent that any particular details are not already contained within this document, additional information, which also forms part of this PDS, will be available at our website (see 'Incorporation by reference' on page 27 for details) or can be obtained free of charge by contacting us.

KEY FEATURES RELATING TO PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

FEATURE	DETAILS
Periodic reporting	<p>The following information, updated at least annually, will be available at our website:</p> <ul style="list-style-type: none"> • the derivative counterparties engaged by the Fund • any changes to key service providers. <p>The following information, updated monthly, will be available at our website:</p> <ul style="list-style-type: none"> • the asset and geographic allocations of the Fund • the Fund's long, short and net position percentages • net asset value of the Fund • net returns of the Fund • any material changes in the Fund's risk profile • any material changes in the Fund's investment strategy.
Investment strategy	<p>The objective, investment approach and investment guidelines for the Fund are shown in the Fund's profile on page 8. You should also refer to 'Understanding investment risk' on page 3 and 'Short selling' below for information about the risks of investing in the Fund and how these risks are managed.</p>
Investment manager	<p>Perpetual is the responsible entity and investment manager of the Fund – refer 'About Perpetual Investments' on page 2 for further information. The biography of the Fund's portfolio manager is available at www.perpetual.com.au/about-asset-management-team.aspx.</p>
Fund structure	<p>The Fund may invest in assets directly or indirectly via other Perpetual managed funds that have similar investment objectives and authorised investments – refer 'Fund structure' on page 16 for further information.</p> <p>The Fund's management costs include a management fee and performance fee – refer 'Management costs' on page 18 for details.</p>
Valuation, location and custody of assets	<p>The Fund invests primarily in listed Australian shares and cash (refer 'Asset classes available' on page 2 for descriptions of these types of assets) following the 'Investment guidelines' and 'Investment approach' detailed in the Fund's profile on page 8.</p> <p>There are no specific guidelines or constraints on the geographic location of the Fund's international assets. Shares may be listed or proposed to be listed on any recognised global exchange.</p> <p>All of the Fund's investments are valued at market value by an independent investment administrator appointed by Perpetual (refer 'Key service providers' on page 16 for details). The net asset value of the Fund is generally determined each business day – refer to 'How units are priced and investments are valued' on page 26 for further information.</p> <p>Perpetual has also appointed an independent custodian to hold the Fund's assets – refer 'Key service providers' on page 16 for details.</p>
Liquidity	<p>Since the Fund invests predominantly in shares listed on major Australian and global exchanges, under normal market conditions we expect that at least 80% of the Fund's assets could be liquidated at market value within 10 days. The Fund is therefore considered liquid and is operated as a liquid managed investment scheme – refer 'Liquidity risk' on page 3, 'Withdrawals' on page 23 and 'Suspension of applications and withdrawals' on page 27 for further information.</p>
Leverage	<p>Borrowing is only permitted for short-term cash management purposes and cannot be used to leverage the Fund.</p>
Derivatives	<p>Derivatives may be used in the management of the Fund – refer 'Use of derivatives' on page 13 for details and 'Derivatives risk' on page 3 for information about associated risks.</p> <p>The derivatives used by the Fund are mostly exchange-traded derivatives. For any over-the-counter derivatives, counterparties must have minimum long and short-term credit ratings from a recognised ratings agency that are acceptable to us. A list of counterparties currently approved by Perpetual for any over-the-counter derivatives used in managing the Fund is available at our website.</p>
Short selling	<p>The Fund uses short selling as a key part of its investment strategy – refer 'Short-position risk' and 'Prime broker risk' on page 4 for information about particular associated risks.</p> <p>Short positions are actively monitored and may be closed if there are concerns over the market price or market liquidity. A stock will be purchased, closing out the short position, if:</p> <ul style="list-style-type: none"> • its stop loss limit is reached • its valuation is no longer attractive • market sentiment on the stock has changed.
Withdrawals	<p>You can generally withdraw all or part of your investment in the Fund at any time – refer 'Withdrawals' on page 23 and 'Suspension of applications and withdrawals' on page 27 for further information.</p>

FUND STRUCTURE

The following diagram illustrates the investment structure that applies to the Fund at the date of this PDS.



KEY SERVICE PROVIDERS

Perpetual has appointed the following independent key service providers for the Fund as at the date of this PDS:

- investment administrator – RBC Investor Services Trust
- custodian – UBS Nominees Pty Ltd
- prime broker – UBS AG, Australia branch
- auditor – KPMG
- unit registry – Tech Mahindra Limited.

Any subsequent changes to these key service providers will be notified via our website.

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

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

FEES AND OTHER COSTS

DID YOU KNOW?

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

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

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask us or your financial adviser.

TO FIND OUT MORE

If you would like to find out more or see the impact of 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.

FEES AND OTHER COSTS

This document shows fees and other costs that you may be charged. These fees and other costs may be deducted from your money, from the returns on your investment or from the Fund's assets as a whole.

Fees and costs for particular Funds are set out in the 'Estimated management costs' table on page 18. Any additional fees that you may be charged by your Service operator for investing in the Funds via their Service will be set out in your Service operator's disclosure document.

Tax information, including goods and services tax (GST), is set out on page 25. Unless otherwise stated, all fees and other costs disclosed in this PDS are inclusive of the net effect of GST.

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

FEES AND OTHER COSTS

PERPETUAL WHOLESALE FUNDS		
TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE MANAGED INVESTMENT PRODUCT		
Establishment fee The fee to open your investment	Nil.	Not applicable.
Contribution fee The fee on each amount contributed to your investment	Nil. ^{1,2}	No contribution fee is currently charged.
Withdrawal fee The fee on each amount you take out of your investment	Nil. ^{1,2}	No withdrawal fee is currently charged.
Exit fee The fee to close your investment	Nil.	Not applicable.
MANAGEMENT COSTS³		
The estimated fees and costs for managing your investment	The estimated management cost ranges from 0.700% to 1.339% pa, depending on the Fund. ¹ The estimated management cost for each Fund is shown in the 'Estimated management costs' table on page 18.	Management costs may be charged directly to the Funds and/or incurred indirectly in underlying funds. Management fees, which are expressed as a percentage of the net asset value of each Fund (except for Perpetual Wholesale Geared Australian Share Fund and Perpetual Wholesale SHARE-PLUS Long-Short Fund where the management fee is based on the gross asset value), are calculated and accrued daily and generally paid to us monthly. They are deducted directly from each Fund's assets and reflected in the unit price of the Fund each day. Performance fees are calculated daily and, if applicable, accrued in the relevant Funds' unit prices. Where payable, performance fees are deducted directly from those Funds and paid to us six-monthly. ⁴ Indirect costs are payable when incurred.
SERVICE FEES		
Switching fee The fee for changing investment options	Not applicable.	Not applicable.

1 See 'Maximum fees and charges' on page 21 for details of the maximum fee amounts allowed under the Funds' constitutions.

2 A buy/sell spread will generally apply (see 'Transaction costs' on page 20 for details).

3 See 'Management costs' on page 18 for further details.

4 See 'Performance fees' on page 19 for further information.

ADDITIONAL EXPLANATION OF FEES AND COSTS

MANAGEMENT COSTS

The total management cost for each Fund comprises:

- the management fee
- any applicable performance fees
- indirect costs.

The amounts shown in the following table include all direct and indirect management costs.

Actual management costs may vary in future years. Updated details will be available at our website following our finalisation of the Funds' audited financial statements each year.

ESTIMATED MANAGEMENT COSTS

FUND	MANAGEMENT FEE (% PA)	ESTIMATED PERFORMANCE FEES ¹ (% PA)	INDIRECT COSTS (% PA)		TOTAL ESTIMATED MANAGEMENT COST (% PA)
			ESTIMATED EXPENSE RECOVERIES ²	ESTIMATED OTHER INDIRECT COSTS ³	
Perpetual Wholesale Diversified Income Fund	0.700%	n/a	0.000%	0.000%	0.700%
Perpetual Wholesale Dynamic Fixed Income Fund	0.700%	n/a	0.000%	0.000%	0.700%
Perpetual Wholesale Australian Share Fund	0.990%	n/a	0.000%	0.000%	0.990%
Perpetual Wholesale Concentrated Equity Fund	1.100%	n/a	0.000%	0.000%	1.100%
Perpetual Wholesale Ethical SRI Fund	1.175%	n/a	0.000%	0.000%	1.175%
Perpetual Wholesale Geared Australian Share Fund	1.170% ⁴	n/a	0.001%	0.000%	1.171%
Perpetual Wholesale Industrial Share Fund	0.990%	n/a	0.000%	0.000%	0.990%
Perpetual Wholesale SHARE-PLUS Long-Short Fund	0.990% ⁵	0.187%	0.000%	0.000%	1.177%
Perpetual Wholesale Smaller Companies Fund	1.250%	n/a	0.001%	0.000%	1.251%
Perpetual Wholesale Global Share Fund	1.100%	0.239%	0.000%	0.000%	1.339%
Perpetual Wholesale Global Share Fund Hedged	1.100%	0.239%	0.000%	0.000%	1.339%
Perpetual Wholesale Conservative Growth Fund	0.900%	n/a	0.000%	0.013%	0.913%
Perpetual Wholesale Diversified Growth Fund	0.960%	n/a	0.000%	0.018%	0.978%
Perpetual Wholesale Diversified Real Return Fund	0.850%	n/a	0.000%	0.048%	0.898%
Perpetual Wholesale Balanced Growth Fund	1.040%	n/a	0.000%	0.017%	1.057%
Perpetual Wholesale Split Growth Fund	1.160%	n/a	0.000%	0.000%	1.160%

1 A performance fee may also be payable in some Funds – see 'Performance fees' on page 19 for further. The **estimated performance fees** in the table are based on:

- the actual performance fees charged during the last financial year ended 30 June 2015 for Perpetual Wholesale SHARE-PLUS Long-Short Fund
- the actual performance fees charged since inception as a registered managed investment scheme (August 2014) to 30 June 2015 for Perpetual Wholesale Global Share Fund, which has also been used for the performance fees estimate (without any allowance for the potential impact of currency hedging) for Perpetual Wholesale Global Share Fund Hedged.

Past performance and these estimates are not indicative of future returns and performance fees payable in the future may be lower or higher than these estimated amounts depending on the Fund's actual performance. If the Fund does not meet the conditions for the payment of a performance fee, including achieving its performance hurdle, then no performance fee would be payable and the Fund's total management cost would not include a performance fee for the relevant period.

2 Since we currently choose to pay normal operating expenses out of our management fee, these amounts represent any abnormal operating expenses recovered from the Funds for the year ended 30 June 2015, which may vary in future years.

3 See 'Other indirect costs' on page 20 for further information.

4 This percentage is based on the Fund's gross asset value. If the Fund's average gearing level is 50%, the management fee will be 2.340% of the Fund's net asset value. If the average gearing level over the year is higher than 50%, the management fee will be higher than 2.340% of net asset value. The maximum management fee under the Fund's constitution is 5% of the gross asset value of the Fund.

5 This percentage is based on the sum of the Fund's long and short positions.

MANAGEMENT FEE

We receive management fees for managing your investments in the Funds, which includes providing administration and custodian services.

PERPETUAL WHOLESALE DIVERSIFIED INCOME FUND PERPETUAL WHOLESALE GEARED AUSTRALIAN SHARE FUND

Under these Funds' constitutions, we can choose to be issued with units for our management fee. We'll redeem these units as soon as practicable after we receive them.

DIFFERENTIAL FEES

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

PERFORMANCE FEES

Performance fees may apply in:

- Perpetual Wholesale SHARE-PLUS Long-Short Fund
- Perpetual Wholesale Global Share Fund
- Perpetual Wholesale Global Share Fund Hedged.

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

PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

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

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

PERPETUAL WHOLESALE GLOBAL SHARE FUND AND PERPETUAL WHOLESALE GLOBAL SHARE FUND HEDGED

The performance hurdle for:

- Perpetual Wholesale Global Share Fund is the MSCI World Net Total Return Index (\$A)
- Perpetual Wholesale Global Share Fund Hedged is the MSCI World Net Total Return Index fully hedged to the Australian dollar (AUD).

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

HOW THE PERFORMANCE FEES WORK

The performance fee period is half-yearly, currently from 1 April to 30 September and 1 October to 31 March. The relevant Funds' constitutions allow Perpetual to change the performance fee period, with 30 days' written notice to investors under the law.

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

Where the daily performance fee is positive:

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

If the daily performance fee is negative:

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

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

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

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

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

INDIRECT COSTS

EXPENSE RECOVERIES

Expense recoveries can be paid directly from a Fund's assets or if the expenses are incurred by us for the proper performance of our duties and obligations as responsible entity of the Fund, we're entitled to be reimbursed for these amounts from the Fund.

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

NORMAL OPERATING EXPENSES

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

We currently choose to pay normal operating expenses out of our management fee.

ABNORMAL OPERATING EXPENSES

We can also be reimbursed from a Fund for any abnormal operating expenses incurred in performing our duties and obligations in administering the Fund. These abnormal operating expenses aren't generally incurred during the day-to-day operation of a Fund and aren't necessarily incurred in any given year. They're due to abnormal events like the cost of running an investor meeting, or legal costs incurred by changes in a Fund's constitution.

OTHER INDIRECT COSTS

The following applies where a Fund invests into an underlying fund (including exchange traded funds). Any relevant indirect costs incurred in underlying funds for the year ended 30 June 2015, which may vary in future years, are included within 'Other indirect costs' in the 'Estimated management costs' table on page 18.

MANAGEMENT FEES IN UNDERLYING FUNDS

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

FEES RELATING TO INVESTMENT PERFORMANCE IN UNDERLYING FUNDS

Managers of underlying funds may also charge fees based on investment performance. These fees will be deducted from the underlying funds and reflected in their unit price. If charged, these amounts will be an indirect cost to you.

OTHER UNDERLYING MANAGEMENT EXPENSES

Managers of underlying funds may also charge expense recoveries. These charges will generally be deducted from the underlying funds and reflected in their unit price. If charged, these amounts will usually be an indirect cost to you.

TRANSACTION COSTS

In managing the investments of the Funds, transaction costs such as brokerage, settlement costs, clearing costs and government charges may be incurred by changes in a Fund's investment portfolio, or when a Fund experiences cash flows in or out of it.

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

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

BUY/SELL SPREAD

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

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

The buy/sell spread will impact the return on your investment. As it is built into a Fund's unit prices, it won't be recorded separately on investor statements.

Estimated transaction costs, which are used to determine the buy/sell spreads, are reviewed regularly. Consequently, the buy/sell spreads current as at the issue date of this PDS may change (increase or decrease) during the life of this PDS. The buy/sell spread for each Fund, which forms part of the PDS, is publicly available at our website (see 'Incorporation by reference' on page 27 for details) or can be obtained free of charge by contacting us.

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

BORROWING COSTS

Any costs associated with the Funds borrowing money or securities (such as interest, establishment fees, government charges and stock borrowing fees) are deducted from the relevant Fund's assets and reflected in its unit price. A Fund's borrowing costs are not considered to be management costs because an investor that borrows to invest directly in the assets would also incur borrowing costs.

PERPETUAL WHOLESALE SHARE-PLUS LONG-SHORT FUND

Perpetual Wholesale SHARE-PLUS Long-Short Fund will pay the securities lender an ongoing fee on borrowed stocks. The ongoing fee varies on a stock by stock basis but is usually within the range of 0.50%-5.00% per annum of the market value of the stock.

MAXIMUM FEES AND CHARGES

Each Fund's constitution allows us to charge maximum fees as outlined in the table below.

Expense recoveries are unlimited under the Funds' constitutions.

Amounts disclosed are inclusive of GST unless stated otherwise.

INCREASES OR ALTERATIONS TO THE FEES

Where applicable, we have disclosed the maximum amount payable for each fee. Fees may change for many reasons including changes in the competitive, industry and regulatory environment or simply from changes in costs. We won't increase our fees, or introduce contribution or withdrawal fees, without giving your Service operator at least 30-days' written notice except for government fees or charges.

TAX

Tax information, including GST, is set out on page 25.

MAXIMUM FEES AND CHARGES

FUND	CONTRIBUTION FEE (%)	WITHDRAWAL FEE (%)	MANAGEMENT FEE (% PA)	PERFORMANCE FEE (%)
Perpetual Wholesale Australian Share Fund	4.00%	2.00%	2.040% ¹	n/a
Perpetual Wholesale Balanced Growth Fund	4.00%	2.00%	2.040% ¹	n/a
Perpetual Wholesale Concentrated Equity Fund	5.00%	5.00%	2.000% ²	n/a
Perpetual Wholesale Conservative Growth Fund	5.00%	5.00%	3.000% ²	n/a
Perpetual Wholesale Diversified Growth Fund	5.00%	5.00%	2.000% ²	n/a
Perpetual Wholesale Diversified Income Fund	5.00%	5.00%	3.000% ²	n/a
Perpetual Wholesale Diversified Real Return Fund	4.00%	2.00%	3.000% ²	n/a
Perpetual Wholesale Dynamic Fixed Income Fund	5.00%	5.00%	3.000% ²	n/a
Perpetual Wholesale Ethical SRI Fund	5.00%	5.00%	3.000% ²	n/a
Perpetual Wholesale Geared Australian Share Fund	5.00%	5.00%	5.000% ²	n/a
Perpetual Wholesale Global Share Fund	5.00%	5.00%	3.000% ²	30.00% ⁴
Perpetual Wholesale Global Share Fund Hedged	5.00%	5.00%	3.000% ²	30.00% ⁴
Perpetual Wholesale Industrial Share Fund	4.00%	2.00%	2.040% ¹	n/a
Perpetual Wholesale SHARE-PLUS Long-Short Fund	5.00%	5.00%	3.000% ^{2,3}	15.00% ⁴
Perpetual Wholesale Smaller Companies Fund	4.00%	2.00%	2.040% ¹	n/a
Perpetual Wholesale Split Growth Fund	3.00%	2.00% ⁵	4.000% ¹	n/a

1 Calculated on the Fund's net asset value.

2 Calculated on the Fund's gross asset value.

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

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

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

ADVISER REMUNERATION

FINANCIAL ADVISER COMMISSIONS

No commissions are paid to your financial adviser.

OTHER BENEFITS

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

PAYMENTS TO DEALER GROUPS

Where the payment and receipt of dealer payments is allowable under the law, certain dealer groups (of which your adviser and/or Service operator may be a part) may also receive payments. If these payments are made, they are not paid by you or the Funds, rather they are paid by us. These amounts may be up to 1.0% per annum (including GST, if applicable) of the funds invested via the dealer group.

PRODUCT ACCESS PAYMENTS

We may make payments to platform providers for distributing our Funds on their investments menu (where allowed by law). These payments may help them recover their costs incurred in establishing our Funds on their menu and certain other marketing and distribution costs. These amounts may be up to 1.0% per annum (including GST, if applicable) of the funds invested with us. If these payments are made, they are not paid by you or the Funds, but rather they are paid by us.

BENEFITS RECEIVED

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

EXAMPLE OF ANNUAL FEES AND COSTS FOR PERPETUAL WHOLESALE BALANCED GROWTH FUND

This table gives an example of how the fees and costs in Perpetual Wholesale Balanced Growth Fund can affect your investment over a one-year period. You should use this table to compare this Fund with other managed investment products.

EXAMPLE - PERPETUAL WHOLESALE BALANCED GROWTH FUND		BALANCE OF \$50,000 ¹ WITH A CONTRIBUTION OF \$5,000 DURING YEAR
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.00. ²
PLUS Management costs	1.057%	And , for every \$50,000 you have in the Fund you will be charged \$528.50 each year.
EQUALS Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of \$528.50 . ^{1,2} What it costs you will depend on the Fund you choose, the Fund's actual indirect costs and, if applicable, the fees you negotiate with your adviser or Service operator.

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

² A buy spread of 0.34% (as at the issue date of this PDS and which may have since changed), equal to \$17.00 on a \$5,000 contribution, will also apply (see 'Transaction costs' on page 20 for further information).

HOW THE FUNDS OPERATE

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

As you are investing indirectly through a Service, you should contact your Service operator for details about the following as they may vary due to the Service operator's requirements:

- any minimum investment and withdrawal amounts
- processing requirements and timeframes
- distribution payment options
- identification verification procedures
- privacy policy.

You should also use any relevant application and other forms provided by your Service operator.

INVESTMENTS

You can invest in the Funds by directing your Service operator to lodge an investment application with us.

The PDS may be updated or replaced from time to time and you should read the current version before making any investment application in relation to the Funds. You can obtain a copy of the current PDS at our website or from your Service operator.

WITHDRAWALS

You can withdraw all or part of your investment in a Fund at any time by directing your Service operator to lodge a withdrawal request with us stating the number of units or the amount to be withdrawn.

The proceeds from your withdrawal will usually be available to your Service operator within 14 business days from when we have accepted the request, given normal operating conditions. The maximum period allowed under the Funds' constitutions for payment of withdrawals, after we have accepted the request, is as follows:

- 70 days for Perpetual Wholesale Diversified Income Fund and Perpetual Wholesale Dynamic Fixed Income Fund
- 60 days for Perpetual Wholesale Geared Australian Share Fund and Perpetual Wholesale SHARE-PLUS Long-Short Fund
- 21 days for Perpetual Wholesale Global Share Fund and Perpetual Wholesale Global Share Fund Hedged
- 30 days for all other Funds.

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

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

HOW UNITS ARE ISSUED OR WITHDRAWN

Generally, if our Sydney office receives and accepts your Service operator's investment application or withdrawal request by 3.00pm on any business day, it will be processed using that day's entry or exit price (as applicable). If received and accepted after 3.00pm, it will be processed using the next calculated entry or exit price. If it's a non-working day for Perpetual in Sydney, it will be processed using the next available entry or exit price.

The number of units issued to your Service operator for investment applications is determined by dividing the investment amount by the applicable entry price. The number of units redeemed for withdrawals is determined by dividing the withdrawal amount by the applicable exit price.

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

We have the discretion:

- not to accept applications and can delay processing them if we believe that's in the best interests of investors or if required by law (see 'Suspension of applications and withdrawals' on page 27 for more information)
- to accept transactions in our Sydney office up to 5.00pm on 30 June only (or the preceding business day should 30 June fall on a weekend).

We can delay processing withdrawal requests or stagger the payment of large amounts from a Fund according to its constitution if we believe that's in the best interests of investors (see 'Suspensions of applications and withdrawals' on page 27 for more information).

DISTRIBUTIONS

A distribution is the payment of a Fund's distributable income to investors at predetermined intervals. The distributable income may include interest, dividends, foreign income, realised net capital gains and other income (see 'Tax' on page 25 for further information). The components of a distribution will depend on the Fund you invest in and the nature of its underlying assets.

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

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

Distribution frequencies and effective dates for distributions for each Fund are shown in the 'Funds profiles' on pages 6-12. Proceeds are generally paid to your Service operator within 21 days. However, the Funds' constitutions allow up to 90 days (depending on the Fund) after the end of the distribution period.

Each Fund's constitution lets us make special distributions on an interim basis without prior notice to you. However at 30 June each year, investors will be entitled to all distributable income that hasn't been distributed.

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

DISTRIBUTION PAYMENT OPTIONS

Please refer to your Service operator for details of any distribution payment options.

INTEREST EARNED ON APPLICATION, WITHDRAWAL AND DISTRIBUTION ACCOUNTS

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

TAX

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

As you are investing indirectly through a Service, you should also refer to your Service operator for further information about the tax treatment of your investment in the Funds.

TAX POSITION OF THE FUNDS

Generally, Australian income tax won't be payable by the Funds because investors will be 'presently entitled' to all of the distributable income of the Funds each year ending 30 June. If there is net income of a Fund that no investor is 'presently entitled' to, the Fund will be subject to tax at the highest marginal tax rate (plus Medicare levy).

AUSTRALIAN RESIDENT INVESTORS

DISTRIBUTIONS

For information about the calculation of your distribution entitlement, see 'Distributions' on page 23.

The net income of the Funds allocated to you must be included in your income tax return for the year of the entitlement even if the distribution is received or reinvested in the following year – see 'Reporting' on page 26.

CAPITAL GAINS TAX

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

ANNUAL TAX STATEMENT

As you are investing indirectly through a Service, your Service operator will use the information we provide to prepare their statements for you.

NON-RESIDENT INVESTORS

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

TAX FILE NUMBER (TFN)/ AUSTRALIAN BUSINESS NUMBER (ABN)

Providing your TFN isn't compulsory but without it or the appropriate exemption information your Service operator will have to withhold tax from your distributions at the highest marginal tax rate (plus Medicare levy) until your TFN or exemption is provided.

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

Please refer to your Service operator for more information on the collection of TFNs and ABNs for investors investing in the Funds through their Service.

GOODS AND SERVICES TAX (GST)

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

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

The management costs and other fees specified in the table within 'Fees and other costs' on page 17 show the approximate net cost to the Funds of these amounts payable to us, on the basis that the Fund is entitled to claim RITCs for the GST on these amounts.

ADDITIONAL INFORMATION

YOUR COOLING-OFF RIGHTS

No cooling-off rights apply in respect of any investment in the Funds acquired by your Service operator on your behalf. For information about any cooling-off rights that may apply to you in respect of the Service that you invest through, please contact your Service operator directly or refer to their disclosure document.

HOW UNITS ARE PRICED AND INVESTMENTS ARE VALUED

Unit prices for each Fund are calculated by:

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

We generally determine the net asset value of each Fund on each business day. Valuations may also be made when money is deposited into, or withdrawn from, the Fund. The net asset value is calculated by deducting the value of a Fund's liabilities from the value of its gross assets.

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

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

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

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

REPORTING

All reports will be sent directly to your Service operator. They will use this information to provide you with regular reporting and information to help you complete your annual income tax return. Please contact your Service operator with any investor inquiries.

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

CONTINUOUS DISCLOSURE DOCUMENTS

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

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

YOUR PRIVACY

As you are investing indirectly through a Service, we do not collect or hold your personal information in connection with your investment in the Funds. Please contact your Service operator for more information about their privacy policy.

INQUIRIES AND COMPLAINTS

As you are investing indirectly through a Service, any inquiries or complaints about your investment through the Service or about the Service should be directed to your Service operator.

INVESTMENTS AND SOCIAL SECURITY

If you are a personal investor, your investment in the Funds may affect your social security or pension entitlements. The calculations are complex so we recommend that you seek advice from your financial or tax adviser, or use the financial information service of either the Department of Human Services or Veterans' Affairs.

OUR ROLE AS RESPONSIBLE ENTITY

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

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

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

CONSTITUTIONS

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

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

BORROWING POWERS

All of the Funds' constitutions allow the Funds to borrow (limits apply in some cases). Most of the Funds currently don't intend to borrow as part of their investment strategy (see the 'Funds profiles' on pages 6-12 for details of the investment strategy for each Fund). However, borrowing may occur in the management of the Funds. To the extent permitted, the Funds may borrow from a variety of sources, including companies associated with the Perpetual Group (in which case the terms are set on a commercial basis).

OUR LIABILITY

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

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

SUSPENSION OF APPLICATIONS AND WITHDRAWALS

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

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

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

Applications or withdrawal requests received during the suspension will be processed using the entry or exit price applicable when the suspension is lifted.

WITHDRAWAL OF LARGE INVESTMENTS

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

NON-LIQUID FUNDS

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

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

INCORPORATION BY REFERENCE

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

The following incorporated information forms part of this PDS:

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

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

You should also read the incorporated information.

APPLYING FOR AN INVESTMENT

As you are investing indirectly through a Service, you should complete any application and other relevant forms provided by your Service operator.

CONTACT DETAILS

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

WEBSITE

www.perpetual.com.au

EMAIL

investments@perpetual.com.au

PHONE

During business hours (Sydney time)

1800 022 033 – for investors

1800 062 725 – for advisers

FAX

02 8256 1427

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