

IOOF Investment Management Limited
Level 6
161 Collins Street
Melbourne VIC 3000

Phone 1300 730 032
Fax +612 8274 2700
Email invest@perennial.net.au



1 October 2014

Perennial Balanced Wholesale Trust (ARSN 087 718 349)

Proposal to Terminate the Trust

Following a recent review, the Responsible Entity (IOOF Investment Management Limited (IIML)) in consultation with the investment manager, has decided to terminate the Perennial Balanced Wholesale Trust (the Trust).

The decision to terminate the Trust reflects our assessment that following the change in the boutique structure and asset class offerings Perennial will no longer be in a position to meet the stated investment objective of the Trust. Accordingly, we propose to terminate the Trust, realise the assets and return the proceeds to unit holders via cash.

Under the Corporations Act 2001, the Responsible Entity may terminate the Trust after giving investors 28 days' notice of the termination and on the basis that no unit holder meeting to consider the proposal to terminate the Trust is convened.

We will write to you again on or around 30 October 2014 to provide an update on the proposal to terminate the Trust.

To ensure that all unit holders in the Trust are treated equitably, the Responsible Entity reserves the right to suspend new applications and redemptions from 1 October 2014 if there are significant outflows.

Expiry of the notice period and wind-up process

On the basis that a unit holder meeting is not called, the Responsible Entity will commence the wind-up process on 30 October 2014. At that point in time, we will start to liquidate the assets and realise the investments of the Trust.

Given the nature of the assets held in the Trust, based on normal market conditions, we anticipate the proceeds will be available to unit holders on or around 14 November 2014.

The cash proceeds from the realised assets of the Trust will be distributed to all investors. Payment will be as per your current instructions provided to us.

What do you need to do?

If you accept the proposal to wind up the Trust, you do not need to take any action at this time. If you wish to convene a meeting of unit holders to consider and vote on the proposed termination of the Trust you need to submit a request for a unit holder meeting to us by no later than 5.00pm (Melbourne time) on 29 October 2014.

The termination of the Trust may have tax implications for you as a result of the capital gains or losses on the disposal of your units. We therefore recommend that you speak to your tax adviser about your individual circumstances. A tax statement will be sent to you after 30 June 2015.

You may also wish to speak to a financial adviser in relation to reinvesting your money.

Where to go for more information?

If you have any questions or require further information, please contact a Client Services Representative on 1300 730 032 or via invest@perennial.net.au.

We thank you for your support of Perennial during the time of your investment. Please note that the changes outlined above only affect your investment in the multi-boutique products. Perennial's focus remains on delivering quality investment outcomes for investors over the medium term, providing exceptional service and offering investment products that meet the changing needs of investors.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Julie Orr', written in a cursive style.

Julie Orr
General Manager Operations
On behalf of the Responsible Entity
IOOF Investment Management Limited



Perennial Balanced Wholesale Trust

Product Disclosure Statement (PDS)

1 July 2014

Contact details

Responsible Entity

IOOF Investment Management Limited

Registered Office

Level 6, 161 Collins Street
Melbourne VIC 3000

Phone 1300 730 032 (Australia)
+612 8274 2700 (NZ)

Investment Manager

Perennial Investment Partners Limited
ABN 59 087 901 620 | AFSL 238763

Principal place of business

Level 24, 303 Collins Street
Melbourne VIC 3000

Phone +612 8274 2700

Website www.perennial.net.au

Client Services

Monday to Friday

8.30am to 5.30pm (Melbourne time)

Phone 1300 730 032 (Australia)
+612 8274 2700 (NZ)

Fax 1800 558 539 (Australia)
+613 8614 4492 (NZ)

Email invest@perennial.net.au

Postal address

GPO Box 264
Melbourne VIC 3001

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This PDS provides a summary of significant information you need to make a decision about the Perennial Balanced Wholesale Trust (the Trust). It includes references to important information which forms part of this PDS. These references begin with an exclamation mark '!''. This is important information that you should consider together with the PDS before making a decision to invest in the Trust.

The information in this PDS is general information only and does not take into account your objectives, personal financial situation or needs. We strongly recommend that you consult a licensed financial adviser to obtain financial advice that is tailored to suit your personal circumstances.

For a free printed copy of this PDS and the important information that forms part of the PDS, please contact a Client Services Representative on 1300 730 032 (Australia) or +612 8274 2700 (New Zealand).

Updated information

Information in this PDS is subject to change from time to time. Where changes are not materially adverse to investors, updated information about the Trust can be obtained anytime from Perennial's website www.perennial.net.au. A paper copy of updated information will be provided free of charge on request.

The investment offered in this PDS is available only to persons receiving this PDS (electronically or in hard copy) within Australia and New Zealand. Applications from outside Australia and New Zealand will not be accepted.

All monetary amounts referred to in this PDS are given in Australian dollars and all phone/fax numbers are to phone/fax numbers in Australia (unless otherwise stated).

1. About IOOF Investment Management Limited

IOOF Investment Management Limited (IIML) is part of the IOOF group. The IOOF group has been helping Australians secure their future since 1846. During that time, the IOOF group has grown substantially to become a leading provider of quality financial services. The IOOF group now manage and administer more than \$123.9 billion of client monies (as at 31 March 2014), and are listed on the Australian Securities Exchange in the ASX top 200 (ASX:IFL).

IIML is the responsible entity of the Trust and is responsible for the management and administration of the Trust. IIML is referred to as 'responsible entity', 'we', 'us' and 'our' throughout this document. IIML has appointed Perennial Investment Partners Limited ABN 59 087 901 620 AFSL 238763 (Perennial) to manage the investment assets of the Trust.

IIML and Perennial are entities within the IOOF group, which consists of IOOF Holdings Ltd ABN 49 100 103 722 and its related bodies corporate. An investment in the Trust does not represent an investment in, deposit or other liability of IIML, Perennial, IOOF Holdings Ltd or any other related body corporate within the IOOF group.

Neither IIML, Perennial nor any other related body corporate within the IOOF group, guarantees the performance of the Trust or the return of capital or income. Your investment in the Trust is subject to investment risk. This could involve delays in repayment and loss of income or the principal invested.



You should read the important information about Perennial before making a decision. Go to page 3 of the Perennial Wholesale Trusts Reference Guide located at www.perennial.net.au/wholesalereferenceguide.pdf. The material relating to Perennial in the Perennial Wholesale Trusts Reference Guide may change between the time when you read this Statement and the day when you acquire the product.

2. How the Trust works

The Trust is a registered managed investment scheme. When you invest in the Trust, your money will be pooled with that of other investors. So that you know what your share of the managed investment scheme is worth, the total value of the assets in the scheme is divided into 'units'. Each unit that a unit holder holds in the Trust gives a unit holder a beneficial interest in the Trust as a whole, but not in any particular asset of the Trust. Holding units in the Trust does not give a unit holder the right to participate in the management or operation of the Trust. Each unit in the Trust is of equal value and identical rights are attached to all units.

We will quote you a price for each unit and will keep a record of the number of units you have bought. The unit price is usually calculated at the end of each business day. The unit price will change in response to rises and falls in the market value of assets in the Trust.

You can increase your investment at any time by buying more units in the Trust. Generally, you can decrease your investment by selling, transferring or withdrawing some of your units, although in certain circumstances (such as a freeze or suspension on withdrawals or the Trust becoming illiquid) you may not be able to reduce your investment within the usual period upon request.

When you make an investment in the Trust, your units will be allocated to you based on the entry price for the business day your application is processed. When you withdraw, your units will be redeemed based on the exit price for the business day on which your withdrawal request is processed.

The entry price is calculated by taking the net asset value of the Trust and adding to it an amount which reflects the estimated cost of acquiring the Trust's assets (subject to IIML's discretion to reduce or waive such costs) and dividing the net figure by the number of units on issue in the Trust.

The exit price of the Trust is calculated by taking the net asset value of the Trust and subtracting from it an amount which reflects the estimated cost of selling the Trust's assets (subject to IIML's discretion to reduce or waive such costs) and dividing the net figure by the number of units on issue in the Trust.

Current unit prices for the Trust are available on the Perennial website www.perennial.net.au or by contacting a Client Services Representative on 1300 730 032 (or +612 8274 2700 if calling from New Zealand) or by emailing invest@perennial.net.au.

The constitution of the Trust allows IIML to exercise discretions (for example, determining transaction costs and rounding) which may affect unit pricing. The unit pricing discretions policy sets out, among other things, the principles that IIML adheres to when exercising these discretions. This policy is available upon request.

Applications and withdrawals

	Amount \$
Minimum initial investment	25,000
Minimum additional investment amount	5,000 ¹
Minimum switch amount	5,000
Minimum withdrawal amount	5,000
Minimum investment balance	25,000

1. Or \$200 for investments via a regular direct debit option.

Your initial investment and additional investments may be made by either cheque or BPAY®¹. The Biller Code of the Trust is 29652. Additional investments for established regular savings plans may also be made via a direct debit option.

As part of the withdrawal proceeds, unit holders will receive their share of any net income of the Trust for the period of time during which their units were on issue in the relevant distribution period. These proceeds are included in the unit price. Unit holders will also receive their share of the capital value of the Trust on withdrawal. Confirmation of your withdrawal will be sent to you usually within seven business days after your withdrawal request is finalised.

Where a valid application for an initial investment or additional investment, withdrawal or switch request is received at our head office before 2.00pm on a Melbourne business day, we will generally process the request using the unit price applying to the close of business that day.

We will generally process your request using the unit price applying to the following business day if we receive the request at our head office after 2.00pm on a Melbourne business day.

Restrictions on withdrawals

We will not satisfy a withdrawal request (including switches) if the Trust becomes illiquid (as defined under the Corporations Act 2001 (Corporations Act)). In certain circumstances we may suspend withdrawals.

Income distributions

Investing in the Trust means that you may receive regular income (depending on the nature of the underlying investments this may include interest, dividends and realised capital gains) from your investments in the Trust in the form of income distributions. However, there may be times when income distributions cannot be made, are lower than expected or are delayed. Investing in the Trust means that you have the opportunity to have any income distributions that you may receive reinvested into your Trust account without incurring transaction costs.

The net distributable income of the Trust is allocated to unit holders on a per-unit basis according to the number of units held in the Trust at the end of the distribution period. Distributable income is calculated half yearly and is generally sent to unit holders within one month of the last day of the distribution period. However, the constitution of the Trust provides for distributions to be paid within a period of two months of the last day of the distribution period (unless an audit is required, in which case income distributions may be made as soon as possible after completion of the audit).

You can nominate your preferred distribution method in the Investment Details section of the Perennial Trusts application form. If you do not nominate your preferred distribution method, this will be taken to be a direction to reinvest distributions as additional units in the Trust.

You will be sent a statement detailing your income distributions.



You should read the important information about how the Trust works before making a decision. Go to page 3 of the Perennial Wholesale Trusts Reference Guide located at www.perennial.net.au/wholesalereferenceguide.pdf. The material relating to how the Trust works in the Perennial Wholesale Trusts Reference Guide may change between the time when you read this Statement and the day when you acquire the product.

Indirect investors

Investors and prospective investors may access the Trust indirectly. This PDS has been authorised for use by operators through an Investor Directed Portfolio Service (IDPS) or master trust. Such indirect investors do not acquire the rights of a unit holder of the Trust. Rather, it is the operator or custodian of the IDPS or master trust that acquires those rights. Therefore, indirect investors do not receive income distributions or reports directly from IIML, do not have the right to attend meetings of unit holders and do not have cooling off rights. Indirect investors should not complete the Perennial Trusts application form. The rights of indirect investors are set out in the disclosure document for the IDPS or master trust. If you are investing through an IDPS or a master trust, enquiries should be made directly to the IDPS operator or the trustee of the master trust.

3. Benefits of investing in the Trust

The Trust is an actively managed diversified portfolio of investments in growth assets such as Australian and international shares, Australian and international listed property securities and income producing assets, such as, Australian fixed interest and cash. The Trust has a higher weighting towards growth assets than income producing assets given its medium term moderate capital growth objective. The significant benefits of investing in the Trust include:

▶ Access to investment opportunities

Investing in the Trust means that your money is pooled with that of other investors. This provides the Trust with the investment buying power not often available to you as an individual investor with smaller amounts to invest. This means you can gain access to investment markets and risk management techniques that would not normally be accessible to individual retail investors.

▶ Professional management

Perennial's investment professionals manage the Trust using a disciplined investment approach aimed at delivering returns in excess of the relevant benchmark.

▶ Right to income distributions (if any)

Investing in the Trust means you may receive regular income from your investments in the Trust in the form of income distributions. However, there may be times when income distributions cannot be made, are lower than expected or are delayed.

▶ Easy access to your information

For the latest available information on the Trust, you can visit www.perennial.net.au, log on to Perennial Portfolio Online, contact a Client Services Representative on 1300 730 032 (+612 8274 2700 if calling from New Zealand), email invest@perennial.net.au or speak to your financial adviser



You should read the important information about how we keep you informed before making a decision. Go to page 6 of the Perennial Wholesale Trusts Reference Guide located at www.perennial.net.au/wholesalereferenceguide.pdf. The material relating to how we keep you informed in the Perennial Wholesale Trusts Reference Guide may change between the time when you read this Statement and the day when you acquire the product.

1. BPAY® is a registered trademark of BPAY Pty Ltd | ABN 69 079 137 518

4. Risks of managed investment schemes

All investments carry risk. The likely investment return and the risk of losing money is different for each managed investment scheme as different strategies may carry different levels of risk depending on the portfolio of assets that make up the scheme. Those assets with potentially higher long term returns may also have a higher risk of losing money in the shorter term.

Risks of investing in the Trust

The significant risks, in no particular order, that may affect the value of your investment and the distributions paid by the Trust include:

- ▶ **Market risk** – Unexpected conditions (e.g. economic, technological or political) can have a negative impact on the returns of all investments within a particular market. Perennial's careful analysis of detailed research in combination with diversified holdings, aims to minimise this risk.
- ▶ **Concentration risk** – When investments are concentrated in a smaller number of securities than the broader market index, the unit price of the Trust may be more volatile than the return of the benchmark. The Trust has both security and sector limits relative to the market index which aims to manage this risk by ensuring satisfactory diversification.
- ▶ **Company or security-specific risk** – A number of factors can adversely affect the value of a specific security in which the Trust invests and therefore impact the Trust. Perennial's careful analysis of detailed research in combination with diversified holdings, aims to minimise this risk.
- ▶ **Interest rate risk** – Changes in interest rates can influence the value and returns of investments. Perennial undertakes interest rate management strategies, such as managing exposures around the benchmark, to reduce the risk.
- ▶ **Credit risk** – A counterparty's failure to meet its contractual obligations could result in a financial loss to the Trust. Perennial seeks to reduce this risk, by ensuring that a diversified portfolio of securities is held in the Trust.
- ▶ **Currency risk** – Trusts investing in international markets are exposed to changes in exchange rates. The possibility that foreign currencies may fall in value relative to the Australian dollar can have an adverse impact on investment returns. This risk may be partially or fully offset by hedging using forward exchange contracts or appropriate derivative instruments.
When investing in international shares, Perennial may leave the currency exposure unhedged. However, the underlying international shares may be hedged to reduce the impact of any adverse movement in the Australian dollar. The approach to hedging is strategic rather than tactical and occurs relatively infrequently.
When investing in international property securities, Perennial generally hedges the Trust's assets to reduce the impact of any adverse movement in the Australian dollar. This means that from time to time, the Trust may accept unhedged or over hedged exposures.

- ▶ **Liquidity risk** – If a security can not be bought or sold quickly enough to reduce or minimise a potential loss, the Trust may experience difficulty satisfying commitments associated with financial instruments. The risk management guidelines adopted by Perennial are designed to minimise liquidity risk through:
 - Ensuring that there is no significant exposure to illiquid or thinly traded financial instruments; and
 - Applying limits to ensure there is no undue concentration of liquidity risk to a particular counterparty or market.
- ▶ **Derivative risk** – The investment managers generally use derivatives to control the various risks associated with investing by modifying the exposure to particular assets, asset classes or currencies. Most commonly, derivatives are used for hedging and investment purposes. Hedging involves establishing offsetting positions in derivative markets to protect the value of the underlying physical assets from anticipated adverse price movements over time. Derivatives are also frequently used by the investment managers as an alternative to investing in physical assets because of their cost and liquidity efficiency. Gains or losses can result from investments in derivatives. In addition to any risk associated with the underlying asset (or index) for which a derivative is valued, derivative prices are affected by other factors including: market liquidity; interest rates; and counterparty risk. Perennial seeks to mitigate the risks through a range of risk management strategies including the use of limits on positions.
- ▶ **Investment manager risk** – Is the risk that the Trust's investment objective will not be achieved and/or it may underperform the benchmark or may underperform other investment managers in the same asset class. The risk is reduced by the active management of the Trust's assets and IIML monitoring Perennial.
- ▶ **Responsible entity risk** – Is the risk that IIML, the responsible entity for the Trust, does not properly discharge its duties in the management of the Trust. We aim to keep responsible entity risk to a minimum by monitoring the Trust, acting in your best interests and ensuring compliance with legislative requirements.
- ▶ **Other risks** – Managed investment schemes are also subject to operational risk in that circumstances beyond our control may prevent us from managing the Trust in accordance with its investment strategy. These circumstances may include strikes or industrial disputes, fires, war, civil disturbances, terrorist acts, state emergencies and epidemics.

Risk can be managed but it cannot be completely eliminated. It is important to understand that:

- ▶ the value of your investment will go up and down;
- ▶ investment returns will vary and future returns may be different from past returns;
- ▶ returns are not guaranteed and there is always the chance that you may lose money on any investment you make; and
- ▶ laws affecting your investment in a managed investment scheme may change over time.

The appropriate level of risk for you will depend on a range of factors including your age, investment time frame, where other parts of your wealth are invested and your risk tolerance.

5. How we invest your money

WARNING: When it comes to choosing to invest in the Trust, you should consider: the likely investment return; the risk; and, your investment timeframe.

Investment return objective	The aims of the Trust are to grow the value of your investment over the medium to long term by investing in a range of growth and income producing assets and to deliver a total return (after fees) that exceeds the return of its benchmark ¹ measured on a rolling four-year basis.																					
Minimum suggested investment timeframe	Four years																					
Suitable investor profile	The Trust may be suitable for investors with an investment horizon of four or more years who are looking for a blend of growth and income producing investments designed to generate moderate capital growth over the medium to long term.																					
Asset classes and asset allocation ranges	<table border="1"> <thead> <tr> <th>Asset classes</th> <th>Asset ranges %</th> <th>Strategic allocation %</th> </tr> </thead> <tbody> <tr> <td>Australian shares</td> <td>25-45</td> <td>35</td> </tr> <tr> <td>Australian fixed interest</td> <td>17.5-37.5</td> <td>27.5</td> </tr> <tr> <td>Cash</td> <td>0-25</td> <td>5</td> </tr> <tr> <td>International shares</td> <td>22.5</td> <td>22.5</td> </tr> <tr> <td>Australian listed property securities</td> <td>5</td> <td>5</td> </tr> <tr> <td>International listed property securities</td> <td>5</td> <td>5</td> </tr> </tbody> </table>	Asset classes	Asset ranges %	Strategic allocation %	Australian shares	25-45	35	Australian fixed interest	17.5-37.5	27.5	Cash	0-25	5	International shares	22.5	22.5	Australian listed property securities	5	5	International listed property securities	5	5
Asset classes	Asset ranges %	Strategic allocation %																				
Australian shares	25-45	35																				
Australian fixed interest	17.5-37.5	27.5																				
Cash	0-25	5																				
International shares	22.5	22.5																				
Australian listed property securities	5	5																				
International listed property securities	5	5																				
Benchmark	Composite Index ¹																					
Description of Trust	<p>The Trust is an actively managed diversified portfolio of investments in growth assets such as Australian and international shares, Australian and international listed property securities and income producing assets, such as Australian fixed interest and cash. The Trust has a higher weighting towards growth assets than income producing assets given its medium term moderate capital growth objective.</p> <p>Within the Australian equities allocation of the Trust, the allocation is usually split equally between the growth style and the value style of investing.</p> <p>Perennial's approach to asset allocation focuses on the macroeconomic environment and how it will affect asset class returns. Using this background, Perennial actively varies the weighting given to Australian equities, Australian fixed interest and cash. Exposure to other asset classes is maintained at or close to their strategic allocation.</p> <p>The Trust is authorised to utilise derivative instruments for risk management purposes, subject to the specific restriction that they cannot be used to gear portfolio exposure.</p> <p>For reasons of investment efficiency, the Trust may gain its exposure to each sector by holding units in other Perennial Trusts.</p>																					
Risk level	<p>Medium</p> <p>Medium risk of short-term capital loss compared to other investment types but with the potential to deliver moderate investment returns over the minimum suggested timeframe.</p>																					
Trust performance	For up to date performance and asset allocation information, please visit www.perennial.net.au/performance .																					
Income distribution frequency	Half yearly																					

1. The composite benchmark incorporates the applicable benchmarks for each asset class weighted against the Trust's strategic allocation.

Labour standards, environmental, social and ethical considerations

Perennial takes labour standards, environmental, social and ethical considerations into account when selecting, retaining or realising investments. As a signatory to the United Nations-backed Principles for Responsible Investment, Perennial has incorporated environmental, social and corporate governance (ESG) principles into its investment processes.

Perennial believes that a holistic view of investments including consideration of ESG factors will promote a well rounded approach to investing with better return outcomes for clients. In making investment, retention and divestment decisions, Perennial may look at a range of ESG standards and use a range of tools and methodologies to assist with decision-making. Generally speaking, Perennial does not have a predetermined view on which ESG standards to apply or a fixed methodology or weightings for taking ESG standards into account when selecting, retaining and realising investments of the Trust.

Perennial may review the Trust's investments, on a case by case basis, in light of any ESG issues researched and raised, and may take steps to realise, reduce or cease making further investments in organisations or securities which are negatively affected by ESG considerations. For further information, please visit the ESG section of Perennial's website www.perennial.net.au.

Changes to Trust details

We have the right to close or terminate the Trust and make changes to the Trust including the investment return objective, the benchmark, asset classes and asset allocation ranges and currency strategy (if any), without prior notice in some cases. We will inform investors of any material change to the Trust's details via Perennial's website www.perennial.net.au, in the next regular communication or as otherwise required by law.

6. Fees and 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 fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund (being IIML) or your financial adviser.

To find out more

To find out more, or see the impact of the fees based on your own circumstances, the ASIC website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

The calculator can also be used to calculate the effect of fees and costs on your investment.

This section provides summary information about the main fees and costs that you may be charged for the Trust. The fees and costs charged by the Trust may be deducted from your account, from the returns on your investment or from the Trust assets as a whole.

You should read all of the information about fees and costs because it is important to understand their impact on your investment. You can also use this information to compare the fees and costs with those of other managed investment funds.

Type of fee or cost	Amount
Fees when your money moves in or out of the Trust	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Exit fee	Nil
Management costs	
The fees and costs for managing your investment	0.82% p.a. ^{1,2}

1. This fee includes the investment management fee and expense recoveries (excluding any unusual or non-recurrent expenses).
2. This fee may be negotiable with wholesale clients.

The fees are inclusive of the Goods and Services Tax (GST) and take into account any expected Reduced Input Tax Credits (RITCs). Where fees have been quoted to two decimal places, the actual fee may have been rounded up.

The buy/sell spread is an additional cost but, as it is included in the unit price of the Trust, it is not charged to you separately. The buy/sell spread is the difference between the entry price and the exit price of the units in the Trust. The buy/sell spread is determined by the responsible entity to take into account the costs incurred when buying and selling the underlying securities in the Trust such as brokerage and stamp duty (if applicable). As at the date of this PDS, the estimated buy/sell spread added on buying or deducted on selling is 0.25%. The following example is based on an application or redemption of \$25,000 in or from the Trust.

	Buy/Sell spread	Cost
Application	0.25%	\$62.50
Redemption	0.25%	\$62.50

From time to time, we may vary the buy/sell spread and we will not ordinarily provide prior notice. Any revised spread will be applied uniformly to transacting investors while that spread applies. Updated information on the buy/sell spread will be available from www.perennial.net.au/feesandcosts.

We have the right to increase the fees or to charge fees not currently levied up to the maximum limits set out in the constitution without your consent. If we choose to exercise this right, we will provide you with 30 days prior written notice.

Example of annual fees and costs for the Trust

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

Example

Perennial Balanced Wholesale Trust		Balance of \$50,000 with total contributions of \$5,000 during the year.
Contribution fees	Nil	For every \$5,000 you put in, you will be charged \$0.
PLUS management costs	0.82% p.a.	AND for every \$50,000 you have in the Trust you will be charged \$410.00 each year.
EQUALS cost of Trust		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you will be charged a fee of \$410.00³ . What it costs you will depend on the fees you negotiate with your fund (being IIML) or financial adviser.

3. The example assumes management costs are calculated on a balance of \$50,000 with the \$5,000 contribution occurring at the end of the first year. Therefore management costs are calculated using the \$50,000 balance only.



You should read the important information about fees and costs before making a decision. Go to page 7 of the Perennial Wholesale Trusts Reference Guide located at www.perennial.net.au/wholesalereferenceguide.pdf. The material relating to fees and costs in the Perennial Wholesale Trusts Reference Guide may change between the time when you read this Statement and the day when you acquire the product.

7. How managed investment schemes are taxed

WARNING: Investing in a registered managed investment scheme is likely to have tax consequences. You are strongly advised to seek professional tax advice.

The taxation implications from an investment in the Trust can be quite complex and depend on a number of factors, including whether you are a resident or non-resident of Australia for taxation purposes and whether you hold the units as a long-term investment or for short-term trading purposes. The following is a brief summary of taxation information relating to Australian tax residents who hold their Trust units on capital account for income tax purposes:

- ▶ Registered managed investment schemes do not pay the tax liability on behalf of Australian resident investors.
- ▶ As an investor, you will be assessed for tax on your share of the income and capital gains generated by the Trust. In normal circumstances, you should expect that some income and/or capital gains will be generated each year.



You should read the important information about taxation before making a decision. Go to page 9 of the Perennial Wholesale Trusts Reference Guide located at www.perennial.net.au/wholesalereferenceguide.pdf. The material relating to taxation in the Perennial Wholesale Trusts Reference Guide may change between the time when you read this Statement and the day when you acquire the product.

8. How to apply

- A** Read the current PDS together with the Perennial Wholesale Trusts Reference Guide available from www.perennial.net.au or by calling 1300 730 032 (+612 8274 2700 if calling from New Zealand).
- B** Eligible direct investors should complete all sections of the Perennial Trusts application form available from www.perennial.net.au or by calling 1300 730 032 (+612 8274 2700 if calling from New Zealand). We need to collect this information to comply with Anti-Money Laundering and Counter-Terrorism Financing Legislation.
- C** Read and sign the declaration in the Perennial Trusts application form.
- D** Send your Perennial Trusts application form together with your supporting documents and cheque for your initial investment to us. We recommend that you keep copies for future reference.

For an initial investment via BPAY please contact a Client Services Representative on 1300 730 032 (+612 8274 2700 if calling from New Zealand).

IIML may, at its discretion, accept amounts less than the minimum initial investment amount.

We reserve the right not to accept (wholly or in part) any application for any reason or without reason. If we refuse to accept an application, any funds received from you will be returned to you without interest.

Cooling off

If you are a retail client (as defined in the Corporations Act) investing directly in the Trust, you have a 14 day cooling-off period to confirm that the investment meets your needs. If you exercise your cooling-off rights, we will return your money to you and no fees will apply. However, the amount you receive will reflect any movement (either up or down) in the unit price of the Trust which means that there may be tax implications for you. The 14 day cooling-off period commences on the earlier of the end of the fifth day after we issue the units to you or within 14 days from the date you receive confirmation of your transaction.

A cooling off period does not apply to the operator of an IDPS or trustee of a master trust, or other wholesale clients (as defined under the Corporations Act), or where units have been issued as a result of an additional investment, switch or income distribution reinvestment plan.

Complaints

If you have a complaint (or wish to obtain further information about the status of an existing complaint), please contact the Manager, Customer Care on 1300 730 032 (+612 8274 2700 if calling from New Zealand) or write to Manager, Customer Care, IOOF Investment Management Limited, GPO Box 264, Melbourne, VIC 3001.

Where possible, concerns will be resolved immediately. If further investigation is required, our Customer Care team will acknowledge your complaint in writing and will consider and deal with your complaint as quickly as possible. We are required by law to deal with your complaint within 45 days.

If you are not satisfied with the decision or response to your complaint, or 45 days have elapsed since you made your complaint, you may contact the Financial Ombudsman Service Limited (FOS) by calling 1300 780 808, or by writing to FOS at GPO Box 3, Melbourne, VIC 3001.

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



You should read the important information about privacy and investment by New Zealand investors before making a decision. Go to page 11 of the Perennial Wholesale Trusts Reference Guide located at www.perennial.net.au/wholesalereferenceguide.pdf. The material relating to privacy and investment by New Zealand investors in the Perennial Wholesale Trusts Reference Guide may change between the time when you read this Statement and the day when you acquire the product.

Foreign Account Tax Compliance Act (FATCA)

There are certain consequences that may occur if you apply to invest and you are, or become, a US entity, a US citizen, reside in the US or have some connection with the US. These consequences may potentially be adverse to you. If this applies to you, we encourage you to seek professional taxation advice.