



MONTGOMERY GLOBAL EQUITIES FUND (MANAGED FUND)

ASX Code: MOGL

ARSN: 621 941 508

Montgomery Global Investment
Management Pty Ltd

ABN 62 604 878 533

Product Disclosure Statement
Date: 21 November 2017

www.montinvest.com



IMPORTANT NOTICES

ABOUT THIS DOCUMENT

This Product Disclosure Statement (**PDS**) is dated 21 November 2017 and has been prepared by Perpetual Trust Services Limited ACN 000 142 049 AFS Licence No. 236 648 (**Perpetual or the Responsible Entity**) who is responsible for its content. A copy of this PDS was lodged with both the Australian Securities & Investments Commission (**ASIC**) and ASX Limited (**ASX**) on 21 November 2017. No responsibility as to the contents of this PDS is taken by ASIC or ASX.

This PDS sets out information and is an offer document for units in the Montgomery Global Equities Fund (Managed Fund) (ARSN 621 941 508) (**Fund**). As at the date of this PDS, units in the Fund (**Units**) are not yet admitted to trading status on ASX. An application has been made to the ASX for Units to be quoted under the AQUA Rules. The information provided in this PDS is general information only. New Zealand investors should refer to the section 8.16 Additional information for New Zealand investors.

The Fund is an Australian registered managed investment scheme. Units in the Fund are offered and issued by Perpetual on the terms and conditions described in this PDS. The Responsible Entity will not accept application for units in the Fund until the exposure period for the Fund has expired. By becoming an investor in the Fund you agree to be bound by this PDS. You should not base your decision to invest in the Fund solely on this information. You should obtain professional financial advice tailored to your personal circumstances and consider the suitability of the Fund in view of your financial position, investment objectives and needs before making an investment decision.

No applications for Units in the Fund will be accepted until the exposure period for the Fund has expired. The exposure period for the Fund expires seven days after lodgement of this PDS with ASIC, subject to possible extension by ASIC for a further period of up to seven days.

Perpetual has authorised Montgomery Global Investment Management Pty Ltd ABN 62 604 878 533 (**Montgomery Global**) as corporate authorised representative of Montgomery Investment Management Pty Ltd ABN 73 139 161 707 AFS Licence No. 354 564 to provide investment and other services to the Fund, pursuant to an investment management agreement entered into between Perpetual and Montgomery Global.

Perpetual and its respective employees, agents and officers do not guarantee the success, repayment of capital, rate of return on income or capital, or investment performance of the Fund. It is your obligation to seek any advice and observe any legal restrictions on investment in the Fund which may apply to you.

An investment in the Fund is subject to investment risk, which may include possible delays in repayment and loss of income and principal invested. Investors do not have any cooling-off rights. For more information on the risks associated with an investment in the Fund, please refer to section 4 of this PDS.

All amounts in this PDS are in Australian dollars. All fees are inclusive of goods and services tax (**GST**) and take into account reduced input tax credits (**RITC**) if applicable. Investors should note that up until the Closing Date, their application money will be held by the Responsible Entity and that no interest will be earned on their application money.

Information in this PDS is subject to change from time to time. To the extent that a change is not materially adverse to Holders, it may be updated by the Responsible Entity posting a notice of the change on its website. In addition, any material updates will also be notified to Holders through the Market Announcements Platform. A paper copy of any updated information will be provided free of charge on request.

DISCLAIMERS

It is impossible in a document of this type to take into account the investment objectives, financial situation and particular needs of each potential investor. Accordingly, nothing in this PDS is a recommendation by the Responsible Entity, or any other person concerning investments in the Units. Potential investors should not rely on this PDS as the sole basis for any investment decision and should seek independent professional investment and taxation advice before making a decision whether to invest in the Units. Prospective investors should read the entire PDS before making any decisions to invest in the Units. If prospective investors have any doubt as to their course of action they should consult their stockbroker, solicitor, accountant or other professional adviser.

This PDS has been prepared by Perpetual Trust Services Limited from sources which is believed to be correct. However, none of Perpetual Trust Services Limited nor Montgomery Global Investment Management Pty Limited nor any other member of Perpetual Trust Services Limited's or Montgomery Global Investment Management Pty Limited's group of companies, nor any of their employees or agents make any representation or warranty as to or assume any responsibility or liability for the accuracy or completeness of, or any errors or omissions in, any information, statement or opinion contained in this PDS or in any accompanying, previous or subsequent material or presentation. To the maximum extent permitted by law, Perpetual Trust Services Limited and Montgomery Global Investment Management Pty Limited and each of those persons disclaim all and any responsibility or liability for any loss or damage which may be suffered by any person relying upon any information contained in, or any omissions from, this PDS.

Perpetual Trust Services Limited and Montgomery Global Investment Management Pty Limited do not take into account labour standards or environmental, social or ethical considerations in the selection, retention or realisation of an investment.

DEFINED TERMS

Certain terms used in this PDS are defined in Section 9 (Glossary). This PDS should be read in conjunction with these defined terms.

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LETTER OF INVITATION FROM THE FOUNDER OF MONTGOMERY INVESTMENT MANAGEMENT

DEAR INVESTOR,

I have great pleasure in inviting you to apply for units in our Montgomery Global Equities Fund (Managed Fund) (The Fund) to be quoted on the ASX under the code (ASX:MOGL).

As risks are inherent in any investment, I encourage you to take some time to read this PDS carefully.

The Fund will draw on the expertise and success of Montgomery Global's investment team, led by Andrew Macken, mirroring the actively-managed unlisted Montgomery Global Fund.

Importantly, since its inception on 1 July 2015 to the time of the offer, the Montgomery Global Fund has returned 30.38%¹ after fees, materially beating its MSCI World Net Total Return Index benchmark in Australian dollar terms which delivered 21.91% over the same period, as well as many of its much larger and better known peers.²

Please note that past performance is not a reliable indicator of future performance.

Investors seeking indispensable income may also be pleased that The Fund will target a minimum annual distribution yield of 4.5% per annum, paid semi-annually.

Montgomery Global offers a world of opportunities. Many global companies have no equivalents on the ASX, so The Fund will offer diversification benefits, which may be vital for Australian investors whose international purchasing power could be adversely affected by a less certain future for Australia's raw materials amid rapidly improving alternate technologies.

Unlike much larger funds that typically focus only on the largest companies in limited geographies, the Montgomery Global Equities Fund (Managed Fund) will seek opportunity where others cannot. By way of example, The Montgomery Global Fund has profitably invested in both giant and small global companies, from Apple Inc. with a current market capitalisation of US\$820 billion, to human resources business Insperity Inc. with a market capitalisation of just US\$1.8 billion. And at the time of the offer, the Montgomery Global Fund holds companies domiciled in countries including France, Italy, South Africa, China and Great Britain, as well as the US.

A low level of common holdings with other global funds provides investors with the benefits of true diversification, while maintaining

Montgomery's strict discipline of investing at rational prices in businesses of extraordinary quality.

To be a founding investor in The Fund, investors with a registered address in Australia or New Zealand, must apply for a minimum of \$10,000, and thereafter in multiples of \$2,000, in the Initial Offer, which opens prior to the Units being admitted to trading on the ASX.

On behalf of the entire team at Montgomery I commend this investment opportunity to you, and I look forward to welcoming you as an investor in the Montgomery Global Equities Fund (Managed Fund).

Yours sincerely,



ROGER MONTGOMERY
FOUNDER OF MONTGOMERY INVESTMENT MANAGEMENT
PTY LTD

¹ Over the period 1 July 2015 to 31 October 2017.

² Sourced from Morningstar Direct as 31 October 2017.

KEY DATES

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OPENING DATE:
29 NOVEMBER 2017

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CLOSING DATE:
14 DECEMBER 2017

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ALLOTMENT OF UNITS UNDER THE INITIAL OFFER:
19 DECEMBER 2017

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**TRADING ON ASX AQUA EXPECTED
TO COMMENCE:**
20 DECEMBER 2017

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**HOLDING STATEMENTS AND ALLOTMENT
NOTICES SENT TO SUCCESSFUL APPLICANTS:**
20 DECEMBER 2017

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INVESTMENT SUMMARY

MONTGOMERY GLOBAL EQUITIES FUND (MANAGED FUND)

MORE INFO

Fund Name	Montgomery Global Equities (Managed Fund) ARSN 621 941 508	
ASX	MOGL	
Responsible Entity	Perpetual Trust Services Limited, ACN 000 142 049, AFS Licence No. 236 648	
Investment Manager	Montgomery Global Investment Management Pty Limited ABN 62 604 878 533 as corporate authorised representative of Montgomery Investment Management Pty Ltd ABN 73 139 161 701 AFSL Licence No. 354 564	
About the Fund	The Fund is an Australian registered managed investment scheme and unit trust. The Responsible Entity will apply to have the Units admitted to trading status on the AQUA market under the AQUA Rules.	Section 1
Investment Objective	<p>The Fund aims to provide investors with long term capital growth as well as income distributions of at least 4.5% p.a. through a portfolio of quality global shares and to outperform the MSCI World Net Total Return Index, in Australian Dollars over a rolling 5-year period, net of fees.</p> <p>Note the investment return objective is not intended to be a forecast. It is merely an indication of what the Fund aims to achieve over the medium to longer term on the assumption that equity markets remain relatively stable throughout the investment term. The Fund may not be successful in meeting this objective. Returns are not guaranteed.</p> <p>Montgomery Global has developed a proprietary approach to fundamental research to help achieve the investment return objective.</p>	Section 1.3
Net Asset Value	<p>The Responsible Entity will calculate and publish the Fund's Net Asset Value (NAV) per Unit daily on the Website.</p> <p>During each ASX Trading Day, an indicative NAV (iNAV) is published to take into account any movement of the prices of those securities that comprise the Fund's investment portfolio and any foreign exchange movements. The iNAV will be published at www.montinvest.com (the Website).</p>	Section 2.5

MONTGOMERY GLOBAL EQUITIES FUND

TITLE	CONTENT	MORE INFO
Distributions	<p>The Fund has a target distribution rate of at least 4.5% p.a. Any income distributions are paid semi-annually (as at 30 June and 31 December each year commencing 30 June 2018) and can be reinvested in full or paid out entirely to the financial institution account nominated on your application form or through your stockbroker. You can indicate your choice on the application form for the initial offer, by contacting your stockbroker, or directly on the Unit Registry's website at www.linkmarketservices.com.au. Distribution payments are typically made within 20 business days after the end of the distribution period. Distributions will not be paid by cheque.</p> <p>We generally calculate income distributions based on the Fund's net income at the end of the distribution period divided by the number of units on issue.</p> <p>In some circumstances, the Fund may distribute a payment out of capital in addition to, or instead of, a distribution of net income or net capital gains. We distribute all taxable income to investors each year, including any taxable capital gains. Distributions may also carry imputation or other tax credits.</p> <p>Further information on distributions is detailed below under sections 2.2 and 2.3 of this PDS. New Zealand investors should refer to the section 8.16 Additional information for New Zealand investors.</p>	Section 2
Market Liquidity	<p>Investors can buy Units from and sell Units to other investors in the secondary market in the same way as ASX listed securities.</p> <p>The Responsible Entity or its appointed agent, on behalf of the Fund, may provide liquidity to investors on ASX by acting as a buyer and seller of Units.</p>	Section 1 and section 3
Investing in the Fund	<p>Investors can invest in the Fund during the Initial Offer, or subsequently, by purchasing Units on ASX through a stockbroker or share trading account.</p> <p>The Initial Offer will be used to seed the Fund.</p> <p>The Application Price for each Unit is \$ 3.34. Investors must apply for a minimum of \$10,000 worth of units, and thereafter in multiples of \$2,000. The Initial Offer is expected to close on 14 December 2017.</p>	Section 3 and section 5
Fees and other costs	<p>The Responsible Entity charges a management fee of 1.32% pa, inclusive of GST and RITC.</p> <p>The Investment Manager is entitled to a Performance Fee of 15.38% of the amount by which the Fund outperforms its benchmark (being the MSCI World Net Total Return Index, in Australian Dollars, after other fees and expenses have been deducted) and achieves positive performance.</p>	Section 6
Risks	<p>All investments are subject to risk. The significant risks associated with the Fund are described in this PDS.</p>	Section 4
Cooling off and complaints	<p>As with securities listed on the ASX, investors do not have any cooling off rights.</p> <p>A complaints handling process has been established and if an investor has a complaint, they can contact the Responsible Entity or the Investment Manager during business hours.</p>	Section 8.7
Regular Reporting	<p>Montgomery Global will provide monthly Fund performance updates to investors via the Website at www.montinvest.com.</p> <p>The Responsible Entity intends to follow ASIC's good practice guidance for continuous disclosure and in so doing will post copies of continuous disclosure notices at www.montinvest.com.</p>	Section 1 and section 2.6

THE FUND

The Montgomery Global Equities Fund (Managed Fund) (the Fund) aims to provide investors with long term capital growth and income distributions of 4.5% p.a. through a portfolio of quality global shares and to outperform the MSCI World Net Total Return Index, in Australian Dollars over a rolling 5-year period, net of fees.

Note the investment return objective is not intended to be a forecast. It is merely an indication of what the Fund aims to achieve over the medium to longer term on the assumption that equity markets remain relatively stable throughout the investment term. The Fund may not be successful in meeting this objective. Returns are not guaranteed.

Montgomery Global has developed a proprietary approach to fundamental research to help achieve the investment return objective. This approach is adopted by the Montgomery Global Fund and it is intended that the Fund will share the same underlying investment strategy and substantially the same portfolio composition as the Montgomery Global Fund. Further information on this strategy is detailed below under "The Investment Manager".

The Fund will be quoted on ASX under stock code MOGL.

THE RESPONSIBLE ENTITY

Perpetual Trust Services Limited ACN 000 142 049 AFS Licence No. 236 648 (Perpetual or the Responsible Entity) is the responsible entity of the Fund.

The Responsible Entity is a wholly owned subsidiary of Perpetual Limited (Perpetual Limited). Perpetual Limited has been in operation for approximately 130 years and is an Australian public company that has been listed on the ASX for over 50 years. The Responsible Entity performs its function through Perpetual Corporate Trust, a division of Perpetual Limited. The Responsible Entity does not directly employ staff. All operational and management functions, unless otherwise delegated, are performed by staff employed by Perpetual Limited.

The role of the Responsible Entity is to oversee the operation and management of the Fund. It is required to act in the best interest of investors. The Responsible Entity, on behalf of the Fund, may provide liquidity to investors on ASX by acting as a buyer and seller of Units.

Perpetual Group's origin as a trustee company, together with its track record in investment management, has built its reputation as one of the most respected brands in financial services in Australia. A widely recognised and respected financial services organisation, Perpetual Group is one of Australia's largest independent wealth managers and a leading provider of corporate trustee services.

Perpetual Group has experience in admitting and operating listed investment trusts and operating AQUA listed managed investment schemes. However, the Montgomery Global Equities Fund is Perpetual's first quoted AQUA managed investment scheme. Additionally, Perpetual is the responsible entity of over 70 registered managed investment schemes.

THE INVESTMENT MANAGER

Montgomery Global Investment Management Pty Limited
(Montgomery Global) ABN 62 604 878 533 Corporate Authorised

Representative (CAR) of Montgomery Investment Management (MIM) Pty Ltd ABN 73 139 161 701 is the Investment Manager of the Fund.

The major shareholders of Montgomery Global are Montaka Global Investments LLC (MGI) as majority shareholder; and MIM. MGI is owned by members of the global team including Andrew Macken, Christopher Demasi and Paul Mason.

The senior Montgomery Global team members have substantial international investment and operational experience, having previously worked for highly regarded and well recognised fund managers and investment banks in the United States, the United Kingdom and South Africa.

MIM is a boutique investment manager investing in Australian and New Zealand companies and is owned by its founder, Roger Montgomery, and senior staff.

Montgomery Global has a commitment to discipline and excellence in the management of the Fund. Montgomery Global operates an outsourced service provider model, which allows the key personnel to concentrate their time and energy on investing, analysis and risk management as well as communication with the unit holders of the Fund.

Montgomery Global is a value investor dispassionately applying a highly disciplined and fact-based fundamental investment process. The focus for the Fund is on investing in what Montgomery Global regards as high quality global businesses with attractive future prospects trading at attractive valuations. The Fund has developed a systematic research process that utilises a quantitative tool which implements a proprietary fundamental model, followed by a detailed research-intensive assessment by the Manager's highly skilled research team.

The Fund will draw on the expertise and success of Montgomery Global's investment team, and it is intended that it will share the same underlying investment strategy and substantially the same portfolio composition as the Montgomery Global Fund, which is an actively-managed unlisted fund that commenced 1 July 2015. The Montgomery Global Fund has profitability invested in global businesses across the size spectrum, across industries and across geographies. The Montgomery Global Fund has owned companies domiciled in countries including France, Italy, South Africa, China, United Kingdom as well as the United States.

In the 28 months since its inception, the Montgomery Global Fund returned 30.38%, net of fees. This result compared favourably to the MSCI World Net Total Return Index which returned 21.91% in Australian dollar terms over the same period (as illustrated in the graph below).³

MSCI World Net Total Return Index		21.91%
Montgomery Global Fund (net of fees)		30.38%

Over period 1 July 2015 to 31 October 2017

³ Over the period 1 July 2015 to 31 October 2017. Please note that past performance is not a reliable indicator of future performance.

THE GLOBAL TEAM

The Montgomery Global team members have extensive international investment experience having worked at highly regarded and well recognised fund managers and investment banks in the United States, United Kingdom and South Africa.



ANDREW MACKEN

Chief Investment Officer and Lead Portfolio Manager of Montgomery Global

Andrew Macken is Chief Investment Officer and Lead Portfolio Manager of Montgomery Global Investment Management. Andrew joined Montgomery in March 2014 after spending nearly four years at Kynikos Associates LP in New York as a senior member of the research team. Prior to this, Andrew was a management consultant at Port Jackson Partners Limited in Sydney for nearly four years, focusing on strategy for clients in Australia and abroad.

Andrew holds a Master of Business Administration (Dean's List) from the Columbia Business School in New York. Andrew was a member of the elite Applied Value Investing program, the basis of which stems from the teachings of Benjamin Graham and David Dodd at the Columbia Business School in the 1920s. Andrew also holds a Master of Commerce and a Bachelor of Engineering with First Class Honours from the University of New South Wales, Sydney, under the Co-Op scholarship program.



CHRISTOPHER DEMASI

Co-Portfolio Manager of the Fund

Christopher Demasi is a Co-Portfolio Manager of Montgomery Global Investment Management and has over ten years' experience in investment analysis. Christopher joined Montgomery in January 2015 after spending more than four years at LFG, the private investment group of the Lowy family, where he was most recently a senior member of the research team based in New York. Prior to this, Christopher was a research analyst at One East Partners, a hedge fund based in New York; and an investment banker at Goldman Sachs in Sydney.

Christopher holds a Bachelor of Commerce with Distinction, majoring in Actuarial Studies and Finance, from the University of New South Wales, Sydney, under the Co-Op scholarship program.



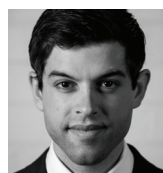
PAUL MASON

Chief Operating Officer of Montgomery Global Investment Management

Paul Mason was appointed Chief Operating Officer of Montgomery Global Investment Management in August 2015, after consulting to the business, where he was instrumental in establishing the Montaka Global Fund.

Paul has more than two decades of experience in the investment banking industry, gaining experience as a Chief Operating Officer in equity capital markets, operations, new business development, equity trading and prime brokerage.

Paul has previously held Chief Operating Officer positions for AMBATA Capital Partners based in New York; for Credit Suisse Standard Securities based in Johannesburg; and for Credit Suisse European Prime Services based in London.



GEORGE HADJIA

Research Analyst

George joined Montgomery Global Investment Management in September 2015 as a Research Analyst. Prior to joining Montgomery, George was an investment analyst at Private Portfolio Managers where he covered global equities across various industries, using a value investing framework. George's prior experiences include equities research and investment banking roles at both Citi and Greenhill & Co.

George studied at the University of Sydney and holds a Bachelor of Commerce with Distinction and a Bachelor of Laws.



DANIEL WU

Research Analyst

Daniel joined Montgomery Global Investment Management in June 2016 as a Research Analyst.

Prior to joining Montgomery, Daniel was an analyst in the investment banking divisions of UBS and Goldman Sachs, where he covered the Infrastructure, Utilities, Technology and Media sectors.

Daniel studied at the University of Sydney and holds a Bachelor of Commerce with Distinction and a Bachelor of Laws.

1. HOW THE FUND WORKS

The Fund is an Australian registered managed investment scheme and unit trust, where each investor's money is pooled with other investors' funds. Each Unit represents an equal share in the net assets of the Fund, however no Holder is entitled to any specific asset or part of an asset of the Fund. The rights of Holders are set out in the Constitution.

The Responsible Entity will apply to have the Units admitted to trading status on ASX under the AQUA Rules. This means that investors will be able to trade Units on ASX in the same way as trading other ASX listed securities, subject to liquidity. Investors should note that there are some notable differences between securities quoted under the AQUA Rules and other securities on the ASX listed market, outlined in section 8.5.

For information regarding the AQUA Rules, please refer to section 8.5.

1.1. MECHANICS

When you invest in the Fund your money (together with all other investors' monies) is gathered in the one place and invested in assets. The Responsible Entity have appointed Montgomery Global to manage the Fund. Montgomery Global uses its resources, experience and expertise to make the investment decisions.

1.2. UNITS

The Fund is a "unit trust". This means your interests in the Fund are represented by "units". Certain rights (such as a right to any income and a right to vote) attach to your units. You may also have obligations in respect of your units.

1.3. INVESTMENT STRATEGY

The Fund typically invests in a high conviction portfolio of 15 to 30 businesses listed on major global stock exchanges, and cash. Montgomery Global is a value investor dispassionately applying a highly disciplined and fact-based fundamental investment process, which focuses on investing in what Montgomery Global regards as high quality global businesses with attractive future prospects trading at attractive valuations.

The Fund may hold cash or cash equivalents (such as cash based exchange traded funds and term deposits) in times when the Fund considers there to be limited investment opportunities. While the mandated maximum cash holding is 50% of the portfolio, it is not envisaged that the Fund would reach such a level absent an extreme market scenario. The practical maximum cash weighting of the Fund is 30%; and the practical minimum is 0 - 5%.

The Fund's target allocation to any individual Global Industry Classification Standard (GICS) sector is 30 percent, or less. The Fund's target allocation to any individual country of domicile is 30 percent, or less. The one exception to this rule is the United States which has a target allocation of 75 percent, or less. The Fund targets ownership of businesses with market capitalisations of \$1 billion, or more.

The Fund publishes its cash weighting at the end of each month in its investment report. The Fund will not use short selling techniques or securities lending.

The Fund will not use derivatives to a material extent. We note that whilst the Fund may use various derivative instruments, including futures and options, to manage cash flow and investment risk, it would only do so in the following three scenarios:

- a) derivatives used for the dominant purpose of managing foreign exchange or interest rate risk;
- b) derivatives used for the dominant purpose of more efficiently gaining an economic exposure, through the use of exchange-traded derivatives, to the underlying reference assets of those derivatives, but only on a temporary basis (i.e. less than 28 days, which cannot be extended by rolling over or replacing the derivative); or
- c) exchange-traded derivatives, provided the notional derivatives exposure of the fund does not exceed 10% of its net asset value (unless the exposure is attributable to circumstances that were not reasonably foreseeable by the responsible entity, such as unforeseen market movements or large redemption requests, and the exposure is for a period of no more than three consecutive business days).

These three exceptions operate independently of each other. For example, where a fund uses exchange-traded derivatives for the dominant purpose of managing foreign exchange or interest rate risk, this does not count towards the 10% notional derivatives exposure limit for exchange-traded derivatives in accordance with RG 240.12.

1.4. MARKET MAKING

To assist with the liquidity of the Fund's Units on ASX, the Responsible Entity, on behalf of the Fund, may act as a buyer or seller of Units. At the end of each Business Day, the Responsible Entity will create or cancel Units by applying for or redeeming its net position in Units bought or sold on ASX. The Responsible Entity will execute its market making activities via a trading participant under the ASX Operating Rules. The Responsible Entity has appointed Macquarie Securities (Australia) Limited (Macquarie) to provide market-making services as agent for the Responsible Entity with respect to the Fund.

Macquarie is an established provider of algorithmic execution solutions in Australia with a proven track record of quality product. An experienced desk monitors the orders in real time with the further support of technology operations and development teams, who are based locally. Monitoring tools and redundancy solutions are in place. Macquarie is licensed with an AFSL and is part of Macquarie Group, which is a listed entity.

Macquarie has been operating the agency market making solution for another Managed Fund's Responsible Entity since August 2016. In building the solution, Macquarie leveraged the extensive experience of internal market making teams and the existing algorithmic technology platform which has been in operation for over 6 years.

The price at which the Responsible Entity may buy or sell units will reflect the iNAV per Unit, market conditions and supply and demand for Units during the ASX Trading Day.

The Fund will bear the risk of the market making activities undertaken by the Responsible Entity on the Fund's behalf, which may result in either a cost or benefit to the Fund. The risks of market making are explained in section 4.1.

The liquidity provided by the Market Maker will ultimately be constrained by day-to-day events including but not limited to, the continuing ability of the Market Maker to create and redeem units. See section 3.4 and 4.1 of this PDS for more information on Off-Market Withdrawal Rights and the risks associated with market making.

2. BENEFITS OF INVESTING IN THE FUND

2.1. SIGNIFICANT FEATURES

The Fund typically invests in a high conviction portfolio of 15 to 30 stocks listed on major global stock exchanges. The Fund's objective is to outperform the MSCI World Net Total Return Index, in Australian Dollars, over a rolling 5 year period, net of fees. Please note that returns are not guaranteed. For more information, please refer to the Section 4 on Risks.

SIGNIFICANT BENEFITS

There are many benefits of investing in the Fund. Some of the significant benefits include:

- global diversification of equity and currency exposures
- the potential to generate capital growth over the medium to longer term as well as income from its investment in globally listed stocks
- access to the investment and risk management expertise of Montgomery Global
- access to a proprietary approach to fundamental research
- access to a high conviction portfolio of listed global companies that individual investors usually cannot achieve
- exposure to highly liquid stocks through an interest in the fund (generally a liquid stock is one that can be sold quickly without materially affecting the market price)
- you can add to or withdraw your investment daily. Subject to ASX Liquidity Risk detailed in Section 4.1 of this PDS
- you have the right to receive any distributions we make from the Fund, and
- you have clear legal rights through a robust corporate governance structure.

2.2. DISTRIBUTIONS

The Fund has a target distribution rate of at least 4.5% p.a. Any income distributions are paid semi-annually (as at 30 June and 31 December each year and commencing 30 June 2018) and can be reinvested in full or paid out entirely to the financial institution account.

Distribution payments are typically made within 20 business days after the end of the distribution period. Distributions will not be paid by cheque.

We generally calculate income distributions based on the Fund's net income at the end of the distribution period divided by the number of units on issue.

We distribute all taxable income to investors each year, including any taxable capital gains. Distributions may also carry imputation or other tax credits. If there is no net income or net capital gains earned in a particular year, the Fund may not pay a distribution in respect of that year.

In some circumstances, the Fund may distribute a payment out of capital in addition to, or instead of, a distribution of net income or net capital gains.

The default option is for distributions to be paid in cash.

The amount taxable in the hands of Unitholders each year does

not necessarily follow the amount distributed from the Fund, and therefore Unitholders may be subject to tax on an amount different from the amount actually distributed. The distribution investors may receive will be based on the number of Units they hold in the relevant Fund at the nominated record date. It is not pro-rated according to the time that investors have held their Units.

Distributions will be paid directly into Investors' Australian dollar or New Zealand dollar bank accounts (as applicable). Investors should contact their stockbroker to ask how they can provide bank account details or otherwise they can provide their bank account details online via the Unit Registry's website at www.linkmarketservices.com.au. Investors may also provide bank details by submitting a form which is available from the Unit Registry.

Alternatively, investors can choose to have their distributions re-invested as additional Units in the relevant Fund, subject to the terms and conditions of the Fund's distribution reinvestment plan. Information about the Funds' distribution reinvestment plan will be made available at the Fund's Website. Elections to participate in the distribution reinvestment plan must be made by the election date announced by the Responsible Entity in respect of each relevant distribution.

The Constitution permits us to require that your distributions be reinvested as additional Units in the relevant Fund. However, we will provide a notification on our Website if, in relation to a particular distribution, we have elected to require the reinvestment of the distribution.

Investors applying for Units as part of the Broker Firm Offer can elect to participate in the distribution re-investment plan by completing the Broker Firm Offer Application Form. Otherwise, Investors can elect to participate in the distribution reinvestment plan online via the Unit Registry's website at www.linkmarketservices.com.au

2.3. DISTRIBUTION RE-INVESTMENT PLAN

Investors can choose to have their distributions re-invested as additional Units in the relevant Fund, subject to the terms and conditions of the Fund's distribution reinvestment plan. Information about the Funds' distribution reinvestment plan will be made available at the Fund's Website. Elections to participate in the distribution reinvestment plan must be made by the election date announced by the Responsible Entity in respect of each relevant distribution.

Further information on how to participate in the distribution re-investment plan and the Responsible Entity's distribution re-investment policy, will be made available to investors on the Fund's Website www.montinvest.com.

2.4 TRADING ON ASX

An application has been made to the ASX to have the Units admitted to trading status under the AQUA Rules. This means that Holders can buy and sell Units on ASX through a stockbroker or share trading account. Investors will also be able to see the prices at which other investors are prepared to exchange Units.

2. BENEFITS OF INVESTING IN THE FUND

Settlement of Units traded on ASX will occur via the CHES settlement service on the second business day after the trade date.

2.5. TRACK YOUR INVESTMENT IN REAL TIME

The net asset value (NAV) of the Fund is calculated by deducting the liabilities (including any accrued fees) of the Fund from the aggregate value of assets. The NAV on a particular Business Day reflects the value of the Fund on the previous day at the close of trading in each market in which the Fund invests. The NAV per Unit is calculated by dividing the NAV by the number of Units on issue in the Fund. An estimated NAV per Unit will be published daily on the Website.

During each ASX Trading Day, an indicative NAV (iNAV) is published to take into account any movement of the prices of those securities that comprise the Fund's investment portfolio and any foreign exchange movements. The indicative iNAV will be published by the Fund throughout the ASX trading day on the Website.

CHES STATEMENTS

Holders will receive a CHES holding statement showing the numbers of Units that they own. Holders will receive an updated CHES holding statement upon the occurrence of any changes to their holding.

2.6. REGULAR REPORTING

Montgomery Global will provide monthly Fund performance updates to investors via the Fund's Website and ASX announcements platform.

The Responsible Entity intends to follow ASIC's good practice guidance for continuous disclosure and in so doing will post copies of continuous disclosure notices on the Fund's Website. Unitholders are encouraged to check this Website regularly for such information. If this practice ceases, the Responsible Entity will notify Unitholders.

A Unitholder has the right to obtain the following documents from the Responsible Entity free of charge:

- the annual report most recently lodged with ASIC in respect of the Fund;
- any half year financial report lodged with ASIC in respect of the Fund after the lodgement of the annual financial report; and
- any continuous disclosure notices issued in respect of the Fund.

2.7. MANAGEMENT FEE

The Fund pays a Management Fee of 1.32 % p.a. (including GST) to the Responsible Entity which includes Responsible Entity fees, Montgomery Global's fees, tax, audit, administrator and custody fees and other allowable expenses. Investors may incur brokerage costs in purchasing or selling Units on ASX.

For full details on fees and worked examples, please refer to section 6 of this PDS.

3. HOW TO INVEST IN THE FUND

Investors can invest in the Fund during the Initial Offer, or subsequently, by purchasing Units on ASX through a stockbroker or share trading account.

3.1. THE INITIAL OFFER

See section 5 of this PDS for details on the Fund's Initial Offer.

3.2. PURCHASING UNITS ON-MARKET

Following the closure of the Initial Offer, and subject to confirmation of admission to trading status by the ASX, the Units will be available for trading on the ASX.

Investors can invest in the Fund by purchasing Units on ASX through a stockbroker or share trading account. There is no minimum number of Units investors can buy on ASX. The purchase of Units on-market is settled through the CHESS settlement service, and investors will not need to complete any application form.

The cost of investing in the Fund on-market will be the price at which you purchase Units on ASX, plus any brokerage fees you incur. Investors can purchase additional Units on ASX at any time, through a stockbroker or share trading account.

Investors do not have a right to a cooling off period for Units purchased on ASX.

3.3. SELLING UNITS ON-MARKET

Holders can sell Units on ASX through a stockbroker or share trading account, without completing any forms. Proceeds from any sale of Units will be delivered through the ASX CHESS settlement service. An investor's exit price will be the price at which the Units were sold on ASX, less any brokerage fee that is incurred.

There is no minimum number of Units investors can sell on ASX.

The Market Maker may provide liquidity to investors on ASX by acting as a buyer and seller of Units. At the end of each Business Day, the Market Maker will create or cancel Units by applying for or redeeming its net position in Units bought or sold on ASX.

The liquidity provided by the Market Maker will ultimately be constrained by day-to-day events including but not limited to, the continuing ability of the Market Maker to create and redeem Units. See section 3.4 and 4.1 of this PDS for more information on Off-Market Withdrawal Rights and the risks associated with market making.

3.4. OFF-MARKET WITHDRAWAL RIGHTS

If trading in the Units on ASX has been suspended for more than five consecutive Business Days, Holders may be able to apply directly to the Responsible Entity to make an off-market withdrawal of a Holder's investment in the Fund. Holders will need to complete a withdrawal form which will be made available on request from the Responsible Entity.

The off-market withdrawal process, including the calculation of the NAV per Unit, applies only when the Fund is "liquid" (within the meaning given to that term in the Corporations Act). Where the

Fund ceases to be liquid, Units may only be withdrawn pursuant to a withdrawal offer made to all investors in the Fund, in accordance with the Constitution and the Corporations Act. The Responsible Entity is not obliged to make such offers. Where the Fund is not liquid, Holders do not have a right to withdraw from the Fund and can only withdraw where the Responsible Entity makes a withdrawal offer in accordance with the Corporations Act. The Responsible Entity is not obliged to make such offers. Holders will be notified in writing of any changes to their withdrawal rights.

There are other circumstances in which off-market withdrawals from the Fund may be suspended and Holders may have to wait a period of time before they can make a withdrawal. Off-market withdrawals from the Fund may be suspended for up to 28 days in certain circumstances, including if:

- it is impracticable for the Responsible Entity to calculate the NAV of the Fund, including because an exchange or market on which investments in the Fund are quoted is closed or suspended, or trading restrictions have been imposed;
- in the opinion of the Responsible Entity, it is not practicable to sell investments or where a disposal would be prejudicial to Holders; or
- the quotation of Units on ASX is suspended, halted or revoked;
- the Responsible Entity's approval as an AQUA Product Issuer is suspended or revoked;
- in respect of any period of 5 consecutive Business Days members request the withdrawal of a number of Units that in aggregate represent more than 10% of the number of Units in issue, the Responsible Entity may in its discretion determine that each withdrawal request made in that period (each an "original withdrawal request") must be and be deemed to be 5 separate withdrawal requests each for a one-fifth portion of the total number of Units in the relevant original withdrawal request;
- the Responsible Entity reasonably considers that it is in the interest of Holders;
- a redemption would cause the Responsible Entity to breach any law, regulation or obligation under which it operates; or
- it is allowed to do so by any form of ASIC relief or otherwise permitted by law.

No Units may be issued or withdrawn during such periods of suspension.

4. RISKS OF INVESTING IN THE FUND

All investments carry risk. Risks can be managed but they cannot be completely eliminated.

When considering an investment in the Fund, investors should be mindful that:

- the value of an investment may rise or fall;
- investment returns will vary and future returns may differ from past returns;
- returns are not guaranteed, including the target distribution rate of 4.5% p.a., and there is a risk that investors may lose money they have invested in the Fund;
- laws affecting registered managed investment schemes may change in the future;
- those assets with potentially the highest long term return (such as shares) may also have the highest risk of losing money in the shorter term; and
- the appropriate level of risk for each investor will be different, and will vary depending on a range of factors including age, investment time frame, where other parts of an investor's wealth are invested and the investor's risk tolerance.

Prior to making an investment in the Fund, investors should consider if it is appropriate for their individual circumstances and if necessary, seek professional advice.

4.1. SIGNIFICANT RISKS

The significant risks of investing in this Fund are:

MARKET RISK

Market risk is the risk that the Net Asset Value of a Fund will fluctuate as a result of fluctuations or changes in the market prices of the securities held by that Fund and the financial markets as a whole. This may be as a result of factors such as economic conditions, government regulations, market sentiment, local and international political events, pandemic outbreaks, environmental and technological issues. The return of a Fund may be adversely impacted by the performance of individual companies or securities, industry-wide events and overall market risk.

The performance of the Fund will also be affected by a number of market variables that change daily, such as, interest rates, dividend payments, currency developments, the trading liquidity of the constituent securities, prevailing and anticipated economic conditions, technological, legal or political conditions and other inter-related factors which affect the performance of markets.

The return of a Fund may be lower than a return generated for other investments or funds under similar market conditions.

RESPONSIBLE ENTITY RISK

There is a risk that the Fund could terminate, that fees and expenses could change or that the Responsible Entity could be replaced as responsible entity of the Fund. Further, operational risks which arise as a result of carrying on a funds management business require the Responsible Entity and its external service providers to implement sophisticated systems and procedures. Some of these systems and procedures are specific to the operation of the Fund, and inadequacies within these systems and procedures or the people

operating them could lead to a problem with the Fund's operation.

AQUA MARKET RISK

The ability to buy and sell Units on ASX could be limited and may impact the liquidity of the Units. No trading will occur during any period where ASX suspends trading of the Units. It is also possible that the price at which Units trade on ASX is materially different to the NAV per Unit or iNAV.

COMPANY SPECIFIC RISK

Individual companies in which the Fund invests can have specific factors that can impact their stock valuation. This can include market cycles, internal management changes and product/service demands. Some securities may also become illiquid and as a result it may be difficult for the Fund to exit the position.

CONCENTRATION RISK

The Fund typically invests in 15 to 30 high conviction stocks listed on the major global stock exchanges, and cash. This means the Fund may invest a relatively high percentage of its assets in a limited number of stocks, or in stocks in a limited number of sectors or industries or jurisdictions which may cause the value of the Fund's investments to be more affected by any single adverse economic, political or regulatory event than the investments of a more diversified investment.

CONFLICTS OF INTEREST RISK

The Responsible Entity and its related parties may from time to time act as issuer, investment manager, market maker, administrator, distributor or dealer to other parties or funds that have similar objectives to those of the Fund. It is therefore possible that any of the Responsible Entity and its related parties may have potential conflicts of interest with the Fund.

The Responsible Entity and its related parties may invest in, directly or indirectly, or manage or advise other funds which invest in assets which may also be purchased by the Fund. Neither the Responsible Entity nor any of its affiliates nor any person connected with it is under any obligation to offer investment opportunities to the Fund.

The Responsible Entity maintains a conflicts of interest policy to ensure that it manages its obligations to the Fund such that all conflicts (if any) are resolved fairly.

The Responsible Entity intends to act as market maker to the Fund. A conflict might arise between the Fund and investors buying or selling Units from the Fund on the ASX, due to the Fund's desire to benefit from its market making activities. The Responsible Entity maintains a conflicts of interest policy to ensure that it manages its obligations to the Fund and its unit holders such that any conflicts are managed fairly.

COUNTERPARTY RISK

There is a risk that the Fund may incur a loss arising from failure of another party to a contract (the counterparty) to meet its obligations. Counterparty risk arises primarily from investments in cash, derivatives and currency transactions. Substantial losses can be incurred if a counterparty fails to deliver on its contractual arrangements. The Responsible Entity intends to act as market maker to the Fund. A conflict might arise between the Fund and

4. RISKS OF INVESTING IN THE FUND

investors buying or selling Units from the Fund on the ASX, due to the Fund's desire to benefit from its market making activities. The Responsible Entity maintains a conflicts of interest policy to ensure that it manages its obligations to the Fund such that any conflicts are managed fairly.

CURRENCY AND INTEREST RATE RISK

Fund assets may be denominated in a currency other than the AUD and changes in the exchange rate between AUD and the currency of the asset may lead to an appreciation or depreciation of the value of the Fund's investments as expressed in AUD. Performance of the Fund may be strongly influenced by movements in foreign exchange rates. Montgomery Global may, on occasion, hedge the Fund against movements in the Australian dollar and other country exchange rates, but the default position is to remain unhedged. Investors should understand that the Fund is denominated in Australian dollars and so the value of your investment may go up and down according to the changes in the exchange rate between Australian dollars and other currencies. These changes may be significant.

Further, changes in interest rates and exchange rates may impact economic conditions across the market and, thus, may affect stock valuations both positively and negatively.

DERIVATIVE RISK

Whilst the Fund will not use derivatives to a material extent, the Fund may use various derivative instruments, including futures and options, to manage cash flow and investment risk. Use of derivatives instruments is expected to be restricted to foreign exchange contracts. Where a fund uses exchange-traded derivatives for the dominant purpose of managing foreign exchange or interest rate risk, this does not count towards the 10% notional derivatives exposure limit for exchange-traded derivatives (RG 240.12).

The more volatile nature of these derivative instruments may impact the returns of the Fund. There is the possibility that the counterparty which the Investment Manager engages with through a derivative, may default on its obligations and be unable to repay collateral. This may impact the NAV or iNAV of the Fund.

The Investment Manager may not always be able to find a counterparty that is prepared to contract on its preferred terms, and may have to accept less favourable pricing or other terms. The ability to unwind such a transaction, and the price for so doing, may be subject to similar factors.

Risks in using derivatives include lack of liquidity, dependence on the ability to predict movements in the prices of securities on which the derivatives are based, the risk of mispricing or improper valuation of derivatives and imperfect correlation between the price of a derivative and the prices of the corresponding securities. Improper valuations can result in increased cash payment requirements to counterparties or a loss of value to a Fund.

Consequently, the Investment Manager's use of derivatives may not always be an effective means of, and sometimes could be counterproductive to, furthering the Fund's investment objective. To the extent that the Fund invests in derivatives, the Fund may take a credit risk with regard to parties with whom it trades and may bear the risk of settlement default. Use of derivatives by the Investment Manager will be limited to a counterparty credit exposure of no more than 5% of the total of funds under management of the Fund.

FUND RISK

There are specific risks associated with investing in the Fund, such as termination and changes to fees and expenses. The performance of the Fund or the security of an investor's capital is not guaranteed. There is no guarantee that the investment strategy of the Fund will be managed successfully, or will meet its objectives. Failure to do so could negatively impact the performance of the Fund. An investment in the Fund is governed by the terms of the Constitution and this PDS, each as amended from time to time. The Fund is also governed by the AQUA Rules, and is exposed to risks of listing on that platform, including such things as the platform or settlements process being delayed or failing. ASX may suspend or remove the Units from quotation. If the Fund size falls below an economic level, and if it is considered by the Responsible Entity (at the Responsible Entity's discretion) to be in the best interests of investors, the Responsible Entity has the right to terminate the Fund, and distribute the proceeds of winding up the Fund to Holders, in proportion with the number of Units held.

TRACKING AND iNAV RISKS

At any time, the price at which Units of the Fund trade on the ASX may not reflect accurately the Net Asset Value of each such Unit. The Creation and Redemption procedures for Units and the role of market-makers are intended to minimise this potential difference or "tracking error". However, the market price of Units of the Fund will be a function of supply and demand amongst investors wishing to buy and sell such Units and the bid-offer spread that market-makers are willing to quote for those Units.

The iNAV is indicative only and may not accurately reflect the true value of the underlying assets of the Fund.

ASX LIQUIDITY RISK

The liquidity of trading in the Units on the ASX may be limited. This may affect an investor's ability to buy or sell Units. Investors will not be able to purchase or sell Units on the ASX during any period that ASX suspends trading of Units in the Fund. Further, where trading in the Units on the ASX has been suspended for five consecutive Business Days, the availability of the Fund's off-market redemption facility will be subject to the provisions of the Constitution.

LIQUIDITY OF INVESTMENTS RISK

Whilst the Fund is exposed to listed entities which are generally considered to be liquid investments, under extreme market conditions there is a risk that such investments cannot be readily converted into cash or at an appropriate price. In such circumstances, the Fund may be unable to liquidate sufficient assets to meet its obligations (including payments in respect of net purchases of Units as a result of the Responsible Entity's market making activities on behalf of the Fund or off-market withdrawals allowed under limited circumstances as described in Section 3.4) within required timeframes or it may be required to sell assets at a substantial loss in order to do so.

MARKET MAKING RISK

The Responsible Entity has appointed Macquarie to provide market-making services as agent for the Responsible Entity with respect to the Fund. There is a risk that the Fund may suffer a loss as a result of these market making activities. This in turn may adversely

4. RISKS OF INVESTING IN THE FUND

affect the NAV or iNAV of the Fund. Such a loss could be a result of an error in execution of market making activities or its settlement processing obligations and in how Units are priced when traded on ASX. As many overseas stock markets in which the Fund invests are closed during the ASX trading day, it is not possible to hedge the Fund's market making activities.

Macquarie has the ability to increase the spread, within the agreed parameters between the Market Maker and the Responsible Entity, at which it makes a market and also has the right to cease making a market subject to its obligations under the AQUA Rules and ASX Operating Rules.

OPERATIONAL RISK

Operational risk includes those risks which arise from carrying on a funds management business. The operation of the Fund requires the Responsible Entity, Custodian, Unit Registry, administrator, market making agent and other service providers to implement sophisticated systems and procedures. Some of these systems and procedures are specific to the operation of the Fund. Inadequacies with these systems and procedures or the people operating them could lead to a problem with the Fund's operation and result in a decrease in the value of Units.

INVESTMENT MANAGEMENT PERSONNEL RISK

The skill and performance of Montgomery Global as Investment Manager can have a significant impact (both directly and indirectly) on the investment returns of the Fund. Changes in key personnel and resources of the Responsible Entity may also have a material impact on investment returns on the Fund.

POOLED INVESTMENT SCHEME RISK

The market prices at which the Fund is able to invest inflows, or sell assets to fulfil outflows, may differ from the prices used to calculate the NAV per Unit. Investors in the Fund may therefore be impacted by the investors entering and exiting the Fund. The impact will depend on the size of inflows or outflows relative to the Fund, and on the price volatility of the securities in which the Fund invests. Inflows and outflows may also affect the taxable income distributed to an investor during a financial year.

PRICE OF UNITS ON ASX

The price at which the Units may trade on ASX may differ materially from the NAV per Unit and the iNAV.

CHANGES IN LAWS AND REGULATORY RISK

There is a risk that a change in laws and regulations governing a security, sector or financial market could have an adverse impact on the Fund or on the Fund's investments. A change in laws or regulations can increase the costs of operating a business and/or change the competitive landscape.

TERMINATION OF THE FUND OR REMOVAL FROM QUOTATION BY ASX

To allow for continued quotation of securities under the AQUA Rules, certain requirements are imposed. There is a risk that the Fund will not be able to continue to meet these requirements in the future or that ASX may change the quotation requirements. Further, the Responsible Entity may elect, in accordance with the Constitution and Corporations Act, to terminate the Fund for any reason including if Units of the Fund cease to be quoted on ASX or the Fund's objectives can no longer be achieved.

CYBER RISK

There is a risk of fraud, data loss, business disruption or damage to the information of the Fund or to investors' personal information as a result of a threat or failure to protect this information or data.

5. THE INITIAL OFFER

5.1 PURPOSE OF THE INITIAL OFFER

The purpose of the Initial Offer is to give investors the opportunity to participate in the seeding of the fund prior to the units being admitted to trading status on ASX, which presents a benefit of saving the brokerage costs normally associated with trading on the ASX.

To invest prior to the closure of the Initial Offer, investors must:

1. read this PDS;
2. complete the Online Application Form at www.montinvest.com; and
3. make payment of the Application Monies.

With respect to the Initial Offer, the Application Price for each Unit is \$3.34. Investors must apply for a minimum of \$10,000 worth of units, and thereafter in multiples of \$2,000.

Applications for Units during the Initial Offer must be received by 4.00pm (AEDT) on the Closing Date.

KEY DATES

Key Dates and Terms for the Initial Offer are set out below.

OPENING DATE:	CLOSING DATE:	APPLICATION PRICE:	MINIMUM APPLICATION AMOUNT:
29 November 2017	14 December 2017	\$3.34	\$10,000

5.2. BROKER FIRM, PRIORITY OFFER AND GENERAL OFFERS

The Initial Offer comprises of a Broker Firm Offer, Priority Offer and a General Offer. Details of each offer are included below.

Applicants under the Broker Firm Offer, Priority Offer and a General Offer will be required to pay an Application Amount of \$3.34 per Unit for each Unit they apply for.

The Responsible Entity reserves the right not to proceed with the Initial Offer at any time before the allotment of Units under the Initial Offer. If the Initial Offer does not proceed, Application Monies received by the Responsible Entity will be refunded in full (without interest).

The Responsible Entity reserves the right to decline any Applications in whole or in part without giving any reason. An Application may be accepted by the Responsible Entity in respect of the full number of Units specified in the Application or any of them without further notice to the Applicant.

The Responsible Entity reserves the right to close the Initial Offer early, to accept late Applications or extend the Initial Offer without notifying any recipient of this PDS or any Applicant.

BROKER FIRM OFFER

The Broker Firm Offer is open to persons who have received a firm allocation from their Broker or Licensed Dealer and who have a registered address in Australia or New Zealand.

Investors who have been offered a firm allocation by a Broker or Licensed Dealer will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. Investors should contact their Broker or Licensed Dealer to determine whether they may be

allocated Units under the Broker Firm Offer. To the extent any brokerage fees are to be paid to a Broker or Licensed Dealer, these will be paid by Montgomery Global. No brokerage fees will be paid for by the Fund.

PRIORITY OFFER

The Priority Offer is open to existing Montgomery Global and MIM investors who have a registered address in Australia or New Zealand (**Eligible Investors**).

The Priority Offer will be restricted to Eligible Investors and allocated at Montgomery Global and MIM's direction.

To apply under the Priority Offer, you must complete the General Offer Application Form (and select that you are an Eligible Investor) and pay any applicable Application Monies in accordance with the instructions on the relevant General Offer Application Form.

GENERAL OFFER

The General Offer is open to investors who have a registered address in Australia or New Zealand.

To apply under the General Offer, you must lodge your General Offer Application Form and Application Monies.

5. THE INITIAL OFFER

5.3. MINIMUM SUBSCRIPTION

The minimum subscription required for the Initial Offer and listing to proceed is \$10 million. If the minimum subscription is not obtained within three months after the date of this PDS, the Responsible Entity may at its absolute discretion, repay as soon as practicable all Application Monies in full without interest and no Units will be issued. If the Fund does not obtain the minimum subscription required, it may not seek quotation of Units on ASX.

The Initial Offer is not underwritten.

5.4. APPLYING FOR UNITS

Applications must be for a minimum of \$10,000 worth of units and thereafter in multiples of \$2,000.

There is no maximum amount that may be applied for under the Initial Offer.

The Responsible Entity reserves the right to reject any Application or to allocate a lesser number of Units than that which is applied for.

5.5. APPLYING FOR UNITS UNDER THE INITIAL OFFER

To apply for Units under the Initial Offer, please complete the Online Application Form available on the Website. For postal applications, please complete the General Offer Application Form and relevant Investor Identification Form. All forms must be completed in accordance with the accompanying instructions.

Any Applicants applying online must personally complete the Online Application Form and pay the Application Monies via BPAY® (registered to BPAY Pty Ltd ABN 69 079 137 518) only.

For hard-copy Applications, completed Initial Offer Application Forms, Investor Identification Forms and accompanying Application Monies must be lodged so that they are received at the address set out below by the Closing Date.

BY MAIL TO:

Montgomery Global Equities Fund (Managed Fund)
c/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

BY HAND DELIVERY:

Montgomery Global Equities Fund (Managed Fund)
c/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

5.6. APPLYING FOR UNITS UNDER THE BROKER FIRM OFFER

To apply for Units under the Broker Firm Offer, Applicants must complete the Broker Firm Offer Application Form and lodge it with the Broker or Licensed Dealer from whom the Applicant received their firm allocation. Broker Firm Offer Application Forms must be completed in accordance with the instructions given to an Applicant by the Broker or Licensed Dealer and the instructions set out on the reverse of the Broker Firm Offer Application Form.

The Responsible Entity will determine the allocation of Units amongst Brokers and Licensed Dealers. Brokers and Licensed Dealers will have sole discretion to allocate Units offered under the Initial Offer to their clients, and they (and not the Responsible Entity) will be responsible for ensuring that clients who have received an allocation from them receive the relevant Units. Please contact your Broker or Licensed Dealer if you have any questions.

5.7. PAYMENT

Application Monies may be paid by BPAY® (see below), by cheque or by bank draft.

Cheques or bank drafts must be in Australian currency, drawn on an Australian branch of a financial institution; crossed 'Not Negotiable' and made payable to:

- for Applicants in the Priority Offer and General Offer: Montgomery Global Equities Fund (Managed Fund); or
- for Applicants in the Broker Firm Offer: in accordance with the directions of the Broker or Licensed dealer from whom the Applicant has received a firm allocation.

Applicants should ensure that sufficient funds are held in the relevant account to cover their cheque. If the amount of an Applicant's cheque is insufficient to pay for the number of Units applied for in the relevant Application Form, the Applicant may be taken to have applied for such higher or lower amount as your cleared Application Monies will pay for.

Applicants who wish to pay by BPAY® should follow the instructions on the Online Application Form (which includes the Biller Code and your unique Customer Reference Number (CRN)). The Online Application Form accompanies the electronic version of this PDS and is available on the Website. Investors should ensure they use the specific biller code and unique CRN provided on the Online Application Form. Failure to use the correct CRN may result in an Application being rejected.

It is each Applicant's responsibility to ensure that Application Monies are received by the Fund prior to 4.00pm (AEDT) on the Closing Date. The Responsible Entity accepts no responsibility for any failure to receive Application Monies or payments by BPAY® by the Closing Date arising as a result of, among other things, processing of payments by financial institutions.

There will be no interest paid on Application Monies. Interest earned will be retained by the Fund.

5.8. OFFER OPENING AND CLOSING

The Initial Offer is expected to open for Applications on the Opening Date. However, this may be delayed if ASIC extends the exposure period for this PDS.

The Initial Offer is expected to close at 4.00pm (AEDT) on the Closing Date. Individual Applicants are responsible for ensuring that their Application Form and Application Monies are received prior to this time. Applicants to the Broker Firm Offer should return their applications in accordance with the deadline set out to them by their Broker.

5. THE INITIAL OFFER

5.9. ALLOCATION POLICY

Units will be allocated under the Initial Offer firstly to the investors under the Priority Offer, Brokers or Licensed Dealers under the Broker Firm Offer, and then to Applicants under the General Offer. Within the Initial Offer, the Responsible Entity may give preference to certain Applicants nominated by it. Otherwise, Applicants under the General Offer will be allocated Units in accordance with the number of Units they apply for, and may be scaled back or rejected. The formula for any scale back will be determined by the Responsible Entity in its sole discretion.

It is currently expected that certain shareholders, directors and employees of the Responsible Entity and Montgomery Global, and their related bodies corporate or affiliates, may also submit Applications.

The Responsible Entity reserves the right in its absolute discretion not to issue Units to Applicants under the Priority Offer and General Offer and may reject any Application or allocate a lesser number of Units than those applied for at its absolute discretion.

Application Monies will be refunded to the extent that an Application is rejected or scaled back, or the Initial Offer is withdrawn. No interest will be paid on refunded amounts. The Responsible Entity will retain any interest earned on all Application Monies.

5.10. SUCCESSFUL APPLICATIONS

Applicants under the Priority Offer and General Offer, will be sent a Transaction Confirmation advice confirming their allocations, alternatively allocations are available online at www.linkmarketservices.com.au/InvestorCentre

The Responsible Entity will issue the Units to successful Applicants as soon as practicable after the Closing Date. Holding statements and allotment notices confirming Applicants' allocations under the Initial Offer are expected to be sent to successful Applicants on or around 20 December 2017. Allotment is expected to occur on 19 December 2017.

Investors do not have a right to a cooling off period in respect of the Units.

5.11. TRADING ON ASX

An application has been made to have the Units admitted to trading status on ASX. Trading of the Units on the ASX (under code MOGL) is expected to commence on 20 December 2017 on a normal T+2 settlement basis.

It is the responsibility of Applicants to determine their allocation of Units prior to trading in them. Applicants who sell Units before they receive confirmation of their allotment will do so at their own risk.

If the ASX does not grant permission for the Units to be quoted within 3 months after the date of this PDS, the Units will be cancelled and all Application Monies will be refunded (without interest) as soon as practicable.

5.12. COSTS OF THE INITIAL OFFER

The costs of the Initial Offer will be paid by Montgomery Global from its own funds. The Fund is not liable to pay any of these costs.

5.13. NO OVERSEAS DISTRIBUTION

No action has been taken to register or qualify the offer under this PDS, or to otherwise permit a public offering of Units, in any jurisdiction outside Australia (with the exception of New Zealand - see "Additional information for New Zealand investors" in section 8.16).

The distribution of this PDS in jurisdictions outside Australia may be restricted by law. This PDS does not constitute an offer in any place in which, or to whom, it would not be lawful to make such an offer. Persons who come into possession of this document should inform themselves about and observe any restrictions on acquisition or distribution of the PDS. Any failure to comply with these restrictions may constitute a violation of securities laws.

5.14. UNITED STATES RESIDENTS

The Units being offered pursuant to this PDS have not been registered under the US Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from registration under the US Securities Act and applicable state securities laws. This PDS does not constitute an offer to sell, or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful. In addition, any hedging transactions involving these securities may not be conducted unless in compliance with the US Securities Act.

6. FEES AND OTHER COSTS

DID YOU KNOW?

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

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

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

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

TO FIND OUT MORE

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

The above notice is prescribed by law. The fee example it contains does not relate to the Fund.

This section shows fees and other costs that you may be charged in relation to an investment in the Fund. These fees and costs may be deducted from your money, from the returns on your investment or

from the Fund's assets as a whole. Taxes are set out in another part of this PDS.

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

TRANSACTION COSTS

TYPE OF FEE OR COST	AMOUNT	HOW & WHEN PAID
FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE FUND [^]		
Establishment Fee The fee to open your investment	Nil	Not applicable
Contribution Fee The fee on each amount contributed to your investment	Nil	Not applicable
Withdrawal Fee The fee on each amount you take out of your investment	Nil	Not applicable
Exit Fee The fee to close your investment	Nil	Not applicable
Management Costs ¹ The fees and costs for managing your investment ^{^^}		

¹ Management costs reduce the Net Asset Value of the Fund and are reflected in the unit price. Management costs are comprised of the investment management fee, performance fee, ordinary expenses and indirect costs which are variable. For more information on the investment management fee, indirect costs, ordinary expenses and performance fee please refer to the additional explanation of fees and costs section.

[^] Buy-sell spreads apply when you invest in the Fund and when you redeem from the Fund. See "Additional explanation of fees and costs" for more detail.

^{^^} All fees are expressed as a percentage of net asset value of the Fund excluding accrued fees.

6. FEES AND OTHER COSTS

TRANSACTION COSTS CONT.

TYPE OF FEE OR COST	AMOUNT	HOW & WHEN PAID
Investment Management Fee^{^^^} (payable to Perpetual, Montgomery Global and Mainstream)	1.27% pa	The Management Costs of the Fund consist of the following components: Investment Management Fee: The Investment Management Fee is calculated and accrues daily on the Gross Asset Value of the Fund. It is paid monthly in arrears to the Responsible Entity out of the Fund's assets.
Performance Fee (payable to Montgomery Global)	15.38% of the amount by which the Fund outperforms its benchmark (being the MSCI World Net Total Return Index, in Australian Dollars, after other fees and expenses have been deducted) and achieves positive performance.	Investment performance fee: Estimated daily and accrued in the NAV per Unit. Calculation of the fee is finalised and paid at the end of a calculation period (30 June and 31 December of each calendar year). The first calculation period will end on 30 June 2018.
Ordinary expenses* (payable from the Fund)	Estimated to be 0.04% pa	Ordinary expenses: The ordinary expenses are calculated and accrue daily on the Gross Asset Value of the Fund. It is paid monthly in arrears to the Responsible Entity out of the Fund's assets.
Indirect costs* (if incurred, payable from the Fund's assets)	0.01 % pa	Indirect costs The indirect costs are calculated and accrue daily on the Gross Asset Value of the Fund. It is paid monthly in arrears to the Responsible Entity out of the Fund's assets.

SERVICE FEES

TYPE OF FEE OR COST	AMOUNT	HOW & WHEN PAID
The fee for changing investment options	Nil	Not applicable

^{^^^} The amount of this fee can be negotiated with wholesale clients only.

Any item marked with an asterisk () is an estimate. Please refer to our Website for any updates on these estimates which are not considered to be materially adverse from a retail investor's point of view.

6. FEES AND OTHER COSTS

6.1 EXAMPLE OF ANNUAL FEES AND COSTS FOR THE FUND

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

EXAMPLE - MONTGOMERY GLOBAL EQUITIES FUND		BALANCE OF \$50,000, WITH A CONTRIBUTION OF \$5,000 ¹ DURING THE YEAR
Contribution Fees	Nil	For every additional \$5,000 ¹ you put in, you will be charged \$0
PLUS Management Costs (excluding Estimated Performance Fees)	1.32% p.a.	And, for every \$50,000 you have invested in the Fund, you will be charged \$660 each year.
PLUS Estimated Performance Fees ²	0.57% p.a.	And, for every \$50,000 you have invested in the Fund, you will be charged \$285 each year.
EQUALS Cost of Fund (total Management Costs)	1.89% p.a.	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: \$945³ What it costs you will depend on the fees you negotiate.

¹ This is an example only. It assumes that the \$5,000 contribution occurs at the end of the first year.

² Estimated Performance Fee is based on the average performance fee charged on the Montgomery Global Fund over the 2 year period from 1 July 2015 to 30 June 2017

³ This figure does not capture all the fees and costs that may apply to investors. It excludes any brokerage.

When calculating management costs in this table, the law says we must assume that the value of your investment remains at \$50,000 and the Fund's unit price does not fluctuate. Management costs actually incurred will depend on the market value of your investment and the timing of your contributions (including any reinvestment of distributions). The example assumes no abnormal expenses are incurred, 0.04% in ordinary expenses are incurred, no service fees are charged and that fees are not individually negotiated. Actual performance and expenses will vary.

If you would like to calculate the effect of fees and costs on your investment you can visit the ASIC website (www.moneysmart.gov.au) and use their managed investment fee calculator.

6. FEES AND OTHER COSTS

6.2. ADDITIONAL EXPLANATION OF FEES AND COSTS

ABOUT MANAGEMENT COSTS

The Management Costs include management fees (which includes Responsible Entity fees, Montgomery Global's fees, tax, audit, administrator and custody fees and other allowable expenses), performance fees, ordinary and any indirect costs. Fees payable to Perpetual and Montgomery Global are calculated and accrued daily based on the net asset value of the Fund excluding accrued fees and are paid monthly in arrears. Management Costs paid out of Fund assets reduce the net asset value of the Fund and are reflected in the unit price. Management Costs exclude transaction costs (i.e. costs associated with investing the underlying assets, some of which may be recovered through buy-sell spreads).

Indirect costs form part of Management Costs and include fees and expenses arising from any investment which qualifies as an interposed vehicle (e.g. any underlying fund that the Fund may invest in) and certain OTC derivative costs. The Fund's indirect costs are estimated to be 0.01%. Actual indirect costs for future years may differ.

The ordinary expenses for the Fund are estimated to be 0.04% per annum of the net assets of the Fund. These are the ordinary and every day expenses incurred in operating the Fund and are deducted from the assets of the Fund as and when they are incurred. The Constitution of the Fund provides that expenses incurred by the Fund in relation to the proper performance of our duties in respect of the Fund are payable or reimbursable out of the assets of the Fund and are unlimited. While ordinary and every day expenses are capped, we reserve the right to recover abnormal expenses from the Fund.

Abnormal expenses are expected to occur infrequently and may include (without limitation) costs of litigation to protect investors' rights, costs to defend claims in relation to the Fund, investor meetings and termination and wind up costs.

The Responsible Entity is also entitled to be reimbursed from the Fund for abnormal expenses, such as the cost of unit holder meetings, defending legal proceedings, special valuation of assets and the costs of terminating the Fund. These abnormal expenses are not generally incurred during the day-to-day operation of the Fund and are not necessarily incurred in any year. If they arise, Perpetual may deduct these expenses from the Fund.

PERFORMANCE FEE

A Performance Fee is payable to Montgomery Global in respect of each 6 monthly period ending 30 June or 31 December when the investment performance of the Fund has exceeded the benchmark, being the performance of the MSCI World Net Total Return Index, in Australian Dollars (Index), and achieved positive performance.

The Performance Fee is 15.38% of the total return of the Fund after management fees and expenses have been deducted, that is in excess of the Index return, and is calculated daily and paid semi-annually in arrears. When the total return of the Fund is less than the Index return, no performance fee is payable. No Performance Fee is payable until any previous periods of underperformance have been made up.

The estimated ongoing Performance Fee that will be payable is 0.57% per annum calculated based on the average performance fee charged on the Montgomery Global Fund over the 2 year period from 1 July 2015 to 30 June 2017.

TOTAL TRANSACTIONAL AND OPERATIONAL COSTS*

Montgomery Global's estimates of the transactional and operational costs for the Fund are:

ETMF	Total transactional and operational costs (% p.a. of NAV)	Recovery through buy-sell spread (% of NAV)	Net transactional and operational costs (% of NAV)	For every \$50,000 you have in the Fund you will likely incur approximately ⁽¹⁾
Montgomery Global Equities Fund (Managed Fund)	0.45%	0.09%	0.36%	\$180

* Excludes investment management fees and investment performance fees.

⁽¹⁾ Calculated using the highest estimate within the range provided.

This above information reflects Montgomery Global's reasonable estimate of the transaction and operational costs for the Fund. The estimate of the direct costs for the Fund has been based on the current buy-sell spread charged by the Fund and is based on a reasonable estimate using transactional and operational costs reflective of the Fund's investment universe during the previous financial year.

The fixed component of the market making fee for the Fund will be paid to the market participant by Montgomery Global and will not be recovered from the Fund. We have also assumed that application monies received in respect MOGL are fully invested. In practice, your investment balance, the Fund's volume of trading and the number and value of applications and withdrawals processed will vary from year to year.

6. FEES AND OTHER COSTS

Transactional and operational costs such as brokerage (including research), transactional taxes, settlement costs and transactional and operational costs associated with the use of Derivatives are incurred when a Fund acquires or disposes of assets. The amount of these costs for a Fund will vary from year to year depending of the volume and value of trades undertaken for the Fund.

Transactional and operational costs for a Fund are paid out of the assets of the Fund and are not fees paid to Montgomery Global.

SELL COSTS FOR OFF-MARKET WITHDRAWALS FOR MOGL

In the limited circumstances in which off-market withdrawals are available to investors, the Unit price at which an investor can withdraw their investment will include an allowance for actual or estimated transaction costs incurred in selling assets of the Fund to meet the withdrawal (a “sell-spread”). The sell-spread is a cost to the withdrawing investor, additional to the management costs noted in Table 6.1, and will be reflected in the withdrawal Unit price. The sell-spread will be retained within the Fund. As at the date of this PDS, a sell-spread of 0.40% (or \$200 for a \$50,000 withdrawal) will apply for off-market withdrawals. The sell-spread may change without prior notice. The current sell-spread can be obtained by contacting the Responsible Entity. See 3.4 of this PDS for further information.

MARKET MAKING AGENT COST

The Responsible Entity has appointed a market participant as its agent to execute its market making activities in order to provide liquidity in the Units on ASX and also to facilitate settlement. The agent will earn a fee as a result of these activities. This fee is applicable to the value of the net Units purchased and sold by the agent on behalf of the Fund and has a fixed and variable component. For the first twelve months from the Fund’s inception, the fixed market making fee for the Fund will be paid to the market participant by Montgomery Global and will not be recovered from the Fund. Montgomery Global cannot (at the date of this PDS) estimate the market making agent fee that may be payable from the Fund in the future.

GOVERNMENT CHARGES

Government taxes such as stamp duty will be applied to your account or proceeds as appropriate.

STOCKBROKER FEES FOR INVESTORS

Investors will incur customary brokerage fees and commissions when buying and selling the Units on the ASX. Investors should consult their stockbroker.

CAN THE FEES CHANGE OR BE UPDATED?

Yes, all fees can change. Reasons might include changing economic conditions and changes in regulation. However, we will give you 30 days’ written notice of any increase to fees where practicable. The Constitution for the Fund sets the maximum amount we can charge for all fees. If we wish to raise fees above the amounts allowed for in the Fund’s Constitution, we would need the approval of investors.

Please refer to our Website for any updates on our estimates of any fees and costs (including indirect costs and transactional and

operational costs) which are not considered to be materially adverse from a retail investor’s point of view. Remember, past performance is not an indicator of future performance and any fee or cost for a given year may not be repeated in a future year.

ADVISER REMUNERATION

No commissions will be paid by the Fund to financial advisers. Additional fees may be paid by you to your financial adviser if one is consulted. You should refer to the Statement of Advice they give you in which details of the fees are set out.

7. TAXATION CONSIDERATIONS

Investing in the Fund is likely to have tax consequences. Before investing in the Fund, investors are strongly advised to seek their own independent professional tax advice about the applicable Australian tax consequences and, if appropriate, foreign tax consequences that may apply to them based on their particular circumstances.

Foreign investors will be subject to withholding tax on distributions. The rate of withholding tax on distributions will depend on the type of income and the country of tax residence of the investor and any applicable double taxation agreement/exchange of information agreement. This discussion below is necessarily general in nature and does not take into account the specific taxation circumstances of each individual investor.

The discussion below assumes that the investor is an Australian resident operating in Australia that has acquired their Units as a long term investment. It also assumes that the Fund qualifies as and elects to be an attribution managed investment trust within the meaning of section 995-1 of the *Income Tax Assessment Act 1997*. Non-resident investors should seek their own independent tax advice before investing, taking into account their particular circumstances and the provisions of any relevant double taxation agreement/ exchange of information agreement between Australia and their country of residence for taxation purposes.

The Fund is an Australian resident trust for Australian tax purposes. It is required to determine the tax components of the Fund for each year of income. These tax components may include assessable income, exempt income, non-assessable non-exempt income, tax offsets and credits of different characters. Investors are treated as having derived their share of the tax components of the Fund directly on a flow through basis. In the case where a Fund makes a loss for tax purposes, that Fund cannot distribute the loss to investors. However, subject to the relevant Fund meeting certain conditions that Fund may be able to take into account the losses in subsequent years.

The distributions an investor receives may include a number of different types of income which reflect the income derived by a Fund. These components may include:

1. capital gains;
2. foreign income and foreign income tax offsets;
3. franked dividends/franking credits; and
4. tax deferred distributions.

An Australian investor's share of the tax components of a Fund for a year of income, including amounts received in a subsequent year or which are reinvested under the Distribution Re-investment Plan, forms part of the investor's assessable income of that year.

Investors will receive a tax statement after the end of each financial year that will provide them with details of the investor's share of the tax components of the Fund to assist them in the preparation of their tax return. This tax statement will advise the investor of

the share of the tax components of the Fund (if any) to include in the investor's tax return as assessable income, capital gains, any franked dividends/franking credits and any foreign income/foreign income tax offsets.

Tax components of a Fund which are allocated to investors may include franked distributions. Subject to the application of anti-avoidance provisions (such as the dividend imputation holding period and related payment rules), such franked distributions generally entitle Australian resident investors to obtain a tax offset (the franking credit) that is available to offset against their income tax liability. Franked distributions and franking credits are included in a person's assessable income. If the franking credits exceed the tax payable on an investor's taxable income, the excess credits may be refundable to the investor if the investor is a resident individual or complying superannuation fund. Excess franking credits may generate tax losses if the investor is a corporate entity.

It is not compulsory for investors to quote their Tax File Number (TFN), Australian business Number (ABN), or exemption details. However, should an investor choose not to, the Responsible Entity is required to deduct tax from an investor's distributions at the maximum personal rate (plus the Medicare levy). Collection of TFNs is permitted by taxation and privacy legislation. If this withholding tax applies it is noted that it is merely a collection mechanism and an investor may claim a credit in their annual income tax return in respect of the tax withheld.

The amount of the tax components of the Fund which the investor is required to include in their assessable income may be different to the cash distributions received by an investor in respect of their Units. This is because the distributions received on the Units is determined by reference to the returns received in respect of the Fund, whereas the tax components of the Fund are determined by reference to the overall tax position of the Fund. An investor may be required to make, in certain circumstances, both upward and downward adjustments to the cost or cost base of their unit holdings. This occurs where during an income year there is a difference between:

- (a) the total of the amounts (money or property) that an investor is entitled to from the Fund and the tax offsets that are allocated to an investor during the year; and
- (b) the tax components included in that investor's assessable income or non-assessable non-exempt income.

If the amount in (a) exceeds the amount in (b), the cost or cost base of the investor's units in the Fund should be reduced by the excess amount. This results in either an increased capital gain, or a reduced capital loss, upon the subsequent disposal of the investor's units in the Fund. Should the cost base be reduced to below zero, the amount in excess of the cost base should be a capital gain that is to be included in the investor's taxable income.

Conversely, where the amounts in (a) falls short of the amounts in (b) during an income year, the cost or cost base of the investor's units in the Fund should be increased by the shortfall amount.

Depending on an investor's particular circumstances, they may also be liable to pay capital gains tax when they sell Units in the Fund or, in limited circumstances, make off-market withdrawals.

7. TAXATION CONSIDERATIONS

As a general rule, the investor should make a capital gain on the disposal of the Unit if the capital proceeds received by the investor exceed the asset's cost base. If the capital proceeds received by an investor are less than the asset's reduced cost base, then the investor should make a capital loss. Capital losses may be offset against taxable capital gains made by an investor but not against other types of income.

The cost base that an investor has in a Unit is, broadly, the sum of:

1. the amount the investor paid to acquire the Unit (e.g. Application Price or purchase price);
2. incidental costs of acquisition and disposal; and
3. the costs of ownership of the Unit (e.g. interest incurred by an investor as a result of borrowing funds to acquire the Unit where the interest is not otherwise allowable as a tax deduction).

The reduced cost base of a Unit includes 1 and 2 but not 3 of the matters listed immediately above. In some circumstances, the Fund may distribute a payment out of capital in addition to, or instead of, a distribution of net income or net capital gains. This may reduce the cost base of your investment and you should seek professional advice in relation to how this may impact your investment.

In addition, an investor may be required to make both upward and/or downward adjustments to the cost or cost base of their unit holdings, very broadly, where there is a difference between the cash distribution received by an investor in respect of their Units and the amount of the tax components of a Fund which the investor is required to include in their assessable income.

In respect of a sale of a Unit, the capital proceeds which an investor receives should include the sale proceeds or other property the investor receives or is entitled to receive as a result of selling the Unit.

An individual, trust or complying superannuation entity or a life insurance company that holds their Unit as a complying superannuation/first home savers account asset may be able to claim the benefit of the CGT discount. A corporate investor cannot claim the benefit of the CGT discount.

Broadly, the CGT discount exempts a portion of the net assessable capital gain from taxable income. For investors who are individuals or trusts this portion is 50%. For investors who are complying superannuation entities or life insurance companies who hold their Unit as a complying superannuation/first home savers account asset, the portion is 33.33%.

Any available capital losses incurred by the investor reduce the capital gain before the remaining net capital gain is discounted in the hands of the investor. Capital losses can only be used to reduce capital gains under the CGT provisions.

RISKS

(a) Fund does not qualify as AMIT

The new AMIT tax regime applies from 1 July 2016 (with individual managed investment trusts having the choice to apply the rules from 1 July 2015). Under this new legislation, certain managed investment trusts may elect into the new attribution regime for the taxation of managed investment trusts which is intended to reduce complexity, increase certainty and minimise compliance costs. This attribution method of tax components is in lieu of the existing present entitlement to income method in Division 6 of the 1936 Act.

This tax summary has been prepared on the assumption that the Fund makes the election for the AMIT provisions to apply. If the Fund does not qualify as an AMIT, the income tax implications for investors in the Fund may differ from that set out earlier in this tax summary. However, should this be the case, the Fund is being managed with the objective of ensuring that even if the AMIT rules do not apply, the tax outcome will be similar to the analysis set out above.

Investors should obtain independent taxation advice that takes into account your specific circumstances regarding investing in the Fund.

(b) Tax reforms

The expected tax implications of investing in the Fund described in this tax disclosure may change as a result of changes in the taxation laws and interpretation of them by the Courts and/or the Australian Tax Office.

It is recommended that investors obtain independent taxation advice that takes into account your specific circumstances regarding investing in the Fund and the potential application of any changes in the tax law.

8. ADDITIONAL INFORMATION

8.1. ANTI-MONEY LAUNDERING

The AML/CTF Act and other applicable anti-money laundering and counter terrorism laws, regulations, rules and policies which apply to the Responsible Entity (AML Requirements), regulate financial services and transactions in a way that is designed to detect and prevent money laundering and terrorism financing. The AML/CTF Act is enforced by AUSTRAC. However, both the issue of Units in the Fund and secondary trading of Units in the Fund are exempt from the AML Requirements by section 247(3) of the AML/CTF Act and Chapter 21 of the Anti-Money Laundering and Counter Terrorism Rules.

8.2. COMPLIANCE WITH U.S. FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)

In compliance with the U.S. income tax laws commonly referred to as the Foreign Account Tax Compliance Act (**FATCA**) and the Intergovernmental Agreement signed with the Australian Government in relation to FATCA, the Fund will be required to provide information to the ATO in relation to:

- (a) Unitholders that are U.S. citizens or residents;
- (b) entities controlled by U.S. persons; and
- (c) financial institutions that do not comply with FATCA.

The Fund is intending to conduct its appropriate due diligence (as required). Where the Fund's Unitholders do not provide appropriate information to the Fund, the Fund will also be required to report those accounts to the ATO.

8.3. CRS COMMON REPORTING STANDARD (CRS)

The Common Reporting Standard (**CRS**) is the single global standard for the collection, reporting and exchange of financial account information of non-residents, which applies to calendar years ending after 1 July 2017. The CRS is similar to FATCA, whereby the Responsible Entity will need to collect and report similar financial account information of all non-residents to the ATO. The ATO may exchange this information with the participating foreign tax authorities of those non-residents.

8.4. ASIC RELIEF

ASIC has granted relief under section 1020F of the Corporations Act from the ongoing disclosure requirements in section 1017B of the Corporations Act on the condition that the Responsible Entity complies with section 675 of the Corporations Act as if the Fund is an unlisted disclosing entities and includes statements to this effect in any PDS for the Fund.

8.5. AQUA RULES

As the Fund will be seeking to be admitted to trading status on the ASX under the AQUA Rules framework, this PDS is required to set out the key differences between the ASX Listing Rules and the AQUA Rules. These differences are set out below, and generally

relate to the level of control and influence that the issuer of a product has over the Underlying Instrument. The AQUA Rules are accessible at www.asx.com.au.

REQUIREMENTS	ASX LISTING RULE	AQUA RULE
Continuous Disclosure	Issuers of products under the Listing Rules are subject to the continuous disclosure requirements under Listing Rule 3.1 and section 674 of the Corporations Act	<p>Issuers of products quoted under the AQUA rules are not subject to the continuous disclosure requirements under Listing Rule 3.1 and section 674 of the Corporations Act.</p> <p>However, under the AQUA Rules, Perpetual must provide ASX with information where the non-disclosure of that information may lead to the establishment of a false market in the Units or would materially affect the price of the Units.</p> <p>Perpetual is required to disclose information about the NAV of the Fund daily. It must also disclose information about:</p> <ul style="list-style-type: none"> • net monthly applications and redemptions; • distributions and other disbursements; and • any other information that is required to be disclosed to ASIC under section 675 of the Corporations Act. <p>Perpetual will make any required disclosures through the Market Announcements Platform at the same time as it makes required disclosures to ASIC.</p>
Periodic Disclosure	Issuers of products under the Listing Rules are required to disclose half yearly and annual financial information or annual reports under Chapter 4 of the Listing Rules.	<p>Issuers of products quoted under the AQUA rules products are not required to disclose half yearly and annual financial information or reports. However, Perpetual (as the responsible entity of the Fund) is still required to lodge with ASIC financial reports required under Chapter 2M of the Corporations Act. Perpetual will also lodge these reports with the ASX at the same time they submit them to ASIC.</p>

8. ADDITIONAL INFORMATION

REQUIREMENTS	ASX LISTING RULE	AQUA RULE
Corporate Control	Listed companies and listed managed investment schemes are subject to requirements in the Corporations Act and the Listing Rules relating to matters such as takeover bids, share buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings.	As products quoted under the AQUA Rules are not shares in companies, the issuers of such products are not subject to the corporate governance requirements referred to under the Corporations Act and the Listing Rules. However, Perpetual, as an issuer of a product quoted under the AQUA Rules, is subject to the general requirement to provide ASX with information concerning itself that may otherwise lead to the establishment of a false market or materially affect the price of its products. Section 601FM of the Corporations Act will continue to apply to Perpetual in relation to the removal of a responsible entity of a registered managed investment scheme by members.
Related Party Transactions	Chapter 10 of the ASX Listing Rules specifies controls over related party transactions (which relate to transactions between an entity and other people in a position to influence the entity).	Chapter 10 of the Listing Rules does not apply to AQUA products such as the Fund's Units. However, as the Fund is a registered managed investment scheme it is still subject to the related party requirements in Part 5C.7 and Chapter 2E of the Corporations Act.
Auditor Rotation	There are specific requirements in relation to auditor rotation under Part 2M.4 Division 5 of the Corporations Act	The specific auditor rotation requirements under Division 5 of Part 2M.4 of the Corporations Act do not apply to AQUA product issuers. However, Perpetual, as the responsible entity of the Fund, will continue to be required to undertake an independent audit of its compliance with the Fund's compliance plan in accordance with section 601HG of the Corporations Act.

8.6. ASX CONDITIONS OF ADMISSION

As part of the Fund's conditions of admission to trading status on ASX under the AQUA rules, the Responsible Entity has agreed to:

- provide the iNAV as described in this PDS;
- disclose the Fund's portfolio holdings on a quarterly basis within two months of the end of each calendar quarter; and
- make available half year and annual financial reports, distribution information and other required disclosures on the Market Announcements Platform.

8.7. COMPLAINTS RESOLUTION

The Responsible Entity has established procedures for dealing with complaints. If an investor has a complaint, they can contact the Responsible Entity or the Investment Manager during business hours.

The Responsible Entity will use reasonable endeavours to deal with and resolve the complaint within a reasonable time but in any case no later than 45 days after receipt of the complaint.

If an investor is not satisfied with the outcome, the complaint can be referred to the Financial Ombudsman Service (FOS), an external complaints resolution scheme of which the Responsible Entity and the Investment Manager are members. FOS's postal address is GPO Box 3, Melbourne, Victoria 3001 and the toll free number is 1300 780 808. FOS' role and terms of reference are specified in FOS' Rules available from their website www.fos.org.au.

FOS has a total jurisdictional limit of \$500,000. Nevertheless, FOS is only able to make a determination with value of remedy of up to \$280,000 per managed investment claim (excluding compensation for costs and interest payments). The ASIC also has a free call Infoline on 1300 300 630 which Holders may use to make a complaint and obtain information about their rights.

8.8. CONSTITUTION

The operation of the Fund is governed under the Corporations law, general trust law and the Constitution which addresses matters such as NAV per Unit, withdrawals, the issue and transfer of Units, investor meetings, investors' rights, the Responsible Entity's powers to invest, borrow and generally manage the Fund and the Responsible Entity's fee entitlement and right to be indemnified from the Fund's assets. The Responsible Entity may alter the Constitution if it reasonably considers the amendments will not adversely affect investors' rights. Otherwise, the Responsible Entity must obtain investors' approval at a meeting of investors.

To the extent that any contract or obligation arises in connection with the acceptance by the Responsible Entity of an application or reliance on this PDS by investors, any amendment to the Constitution may vary or cancel that contract or obligation. Further, that contract or obligation may be varied or cancelled by a deed executed by the Responsible Entity with the approval of a special resolution of investors, or without that approval if the Responsible Entity considers the variation or cancellation will not materially and adversely affect investors' rights.

8. ADDITIONAL INFORMATION

The Responsible Entity may retire or be required to retire as responsible entity (if there is a resolution passed by Holders of a majority by value of interests, vote for the Responsible Entity's removal). No Units may be issued after the 80th anniversary of the date of the Constitution. The Responsible Entity may exercise its right to terminate the Fund earlier. Holders' rights to requisition, attend and vote at meetings are mainly contained in the Corporations Act.

The Responsible Entity may resolve at any time to terminate and liquidate the Fund in accordance with the Constitution and the Corporations Act. Upon termination and after conversion of the assets into cash and payment of, or provision for, all costs, expenses and liabilities (actual and anticipated) the net proceeds will be distributed pro rata among all Unitholders according to the aggregate of the Redemption Price for each of the Units they hold in the Fund.

Investors can request a copy of the Constitution from the Responsible Entity.

8.9. COMPLIANCE PLAN

The Responsible Entity has prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan describes the procedures used by the Responsible Entity to comply with the Corporations Act and the Constitution. Each year the compliance plan for the Fund is audited and the audit report is lodged with ASIC.

8.10. CONSENTS

The following parties have given written consent (which has not been withdrawn at the date of this PDS) to being named in the form and context in which they are named, in this PDS:

- Baker McKenzie;
- Ernst & Young;
- Mainstream Fund Services Pty Ltd;
- Link Market Services Limited;
- Macquarie Securities (Australia) Limited; and
- Montgomery Global Investment Management Pty Limited.

Each party named above who has consented to be named in the PDS:

- has not authorised or caused the issue of this PDS;
- does not make or purport to make any statement in the PDS (or any statement on which a statement in the PDS is based) other than as specified; and
- to the maximum extent permitted by law, takes no responsibility for any part of the PDS other than the reference to their name in a statement included in the PDS with their consent as specified.

8.11. INDICATIVE NET ASSET VALUE (iNAV)

The Responsible Entity or its agent will publish an iNAV throughout the ASX Trading Day to take into account movements in the prices of those securities that comprise the Fund's investment portfolio and any foreign exchange movements. The Responsible Entity provides no assurance that the iNAV will be published continuously or that it will be free from error. To the extent permitted by law, neither the Responsible Entity nor its appointed market participant will be liable to any person who relies on the iNAV.

8.12. MARKET MAKING ON ASX UNDER THE AQUA RULES

The Units can be bought and sold on ASX in the same way as ASX listed securities. To ensure that there is sufficient liquidity in the Units, the Responsible Entity, on behalf of the Fund, may act as a buyer and seller of Units. At the end of each ASX Trading Day, the Responsible Entity will create or cancel Units by applying for or redeeming its net position in Units bought or sold on ASX. When determining the price at which it will buy or sell units during the ASX trading day, the Responsible Entity will consider aspects such as the NAV per Unit (as referenced by the iNAV), market conditions and the supply and demand for units. The Fund will bear the risk of the market making activities carried out by the Responsible Entity, which may result in a cost or a benefit to the Fund.

8.13. PRIVACY

The Responsible Entity may collect personal information from you when you contact the Responsible Entity and from any other relevant forms to be able to administer your investment and comply with any relevant laws. If you do not provide the Responsible Entity with your relevant personal information, the Responsible Entity may not be able to properly administer your investment.

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

- the kinds of personal information the Responsible Entity collects and holds;
- how the Responsible Entity collects and holds personal information;
- the purposes for which the Responsible Entity collects, holds, uses and discloses personal information;
- how you may access personal information that the Responsible Entity holds about you and seek correction of such information (note that exceptions apply in some circumstances);
- how you may complain about a breach of the Australian Privacy Principles (APP), or a registered APP code (if any) that binds the Responsible Entity, and how the Responsible Entity will deal with such a complaint; and
- whether the Responsible Entity is likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for the Responsible Entity to specify those countries.

The privacy policy of the Responsible Entity is publicly available at its website at www.perpetual.com.au or you can obtain a copy free of charge by contacting the Responsible Entity.

The Investment Manager may also collect, use and disclose your personal information, including personal information provided to the Investment Manager by the Responsible Entity, for investor relations purposes in accordance with its privacy policy. A copy of the Manager's privacy policy will be publicly available at www.montinvest.com.

8.14. SERVICE PROVIDERS

The Responsible Entity has appointed service providers to provide specific services to the Fund. The Responsible Entity monitors the performance of each service provider and their compliance with

8. ADDITIONAL INFORMATION

contractual obligations, and may remove a service provider and appoint a replacement. The Responsible Entity may also appoint a new service provider to provide additional services. Changes to a material service provider will be disclosed to investors in the Fund's periodic disclosures.

The service providers are not responsible for the preparation of this PDS, and accept no responsibility for any information contained in it. They do not participate in the investment decision making process.

The following material service providers have been appointed:

(a) **Market Making:** Macquarie has been appointed to provide market-making services for the Fund under a services agreement entered into between the Responsible Entity and Macquarie. The role of a market maker is to facilitate an orderly and liquid market in the Fund and to satisfy supply and demand for Units on the ASX. They do this by:

- subject to certain conditions, providing liquidity to the market through acting as the buyer and seller of Units on the ASX during a significant part of the trading day; and
- creating and redeeming Units directly with the Fund, which helps to ensure the number of Units on issue matches supply and demand.

The Responsible Entity intends to appoint market makers that:

- have experience in making markets in exchange traded securities both in Australia and internationally;
- have the necessary skill, expertise and financial capacity to perform market making functions; and
- have appropriate contractual arrangements in place with the ASX to provide market making services.

To qualify for admission as a market maker, a firm must meet admission requirements set out in the ASX Operating Rules, which require the firm to hold an Australian financial services licence that authorises it to carry on its business as a market maker or authorised participant to satisfy ASX of various matters, including organisational competence and business integrity.

Generally, arrangements with a market maker will specify certain permitted circumstances in which the market making obligations may be suspended (such as operational disruptions, market disruptions or unusual conditions, other events set out in the ASX Operating Rules, the suspension or rejection by the Responsible Entity of applications for Units or redemption requests, or the market maker not having ASIC relief to allow short selling of Units). If the market maker defaults on its obligations, the Responsible Entity may seek to replace the market maker, although the arrangements with the market maker may limit or exclude any liability on the part of the market maker. Subject to the AQUA Rules and agreements with the market maker, the Responsible Entity may replace or terminate the market maker. The Responsible Entity may determine to no longer appoint market makers in respect of the Funds in circumstances where it is no longer required to do so under the AQUA Rules.

(b) **Investment Management:** Montgomery Global has been appointed to provide investment management services for the Fund under an Investment Management Agreement. The Investment Management Agreement sets out the services provided by Montgomery Global, as the Investment Manager, on an ongoing basis together with the service standards. The

role of the Investment Manager is to actively manage the investments and assets of the Fund, in accordance the Fund's strategic investment policies and objects as set out in this PDS and in any other policy issued by the Responsible Entity. The Investment Manager also ensures that the Fund's investments are consistent with and comply with the Responsible Entities obligations under the Corporations Act, ASIC policies, and ASX and AQUA Rules. Contact details for the Investment Manager can be found in the contacts section at the end of the PDS.

(c) **Custodian:** The Responsible Entity has appointed Mainstream Fund Services Pty Ltd (Mainstream) as the custodian of the assets of Fund. Currently J.P.Morgan Chase Bank N.A. (Sydney Branch) acts as the global sub custodian for Mainstream. The Custodian's role is limited to holding the assets of the Fund as agent of the Responsible Entity. The Custodian has no supervisory role in relation to the operation of the Fund and is not responsible for protecting your interests. The Custodian has no liability or responsibility to you for any act done or omission made in accordance with the terms of the Custody Agreement. The Custodian makes no statement in this PDS and has not authorised or caused the issue of it.

Mainstream has given and not withdrawn its consent to be named in this PDS.

The Custodian holds investments of the Fund as bare trustee and such investments are not investments of Mainstream. Mainstream does not guarantee the performance of the investment or the underlying assets of the Fund, or provide a guarantee or assurance in respect of the obligations of the Responsible Entity or its related entities.

(d) **Unit Registry:** Link Market Services has been appointed as the Unit Registry of the Fund under a Registry Services Agreement. The Registry Services Agreement sets out the services provided by the Unit Registry on an ongoing basis together with the service standards. As for any quoted security, the role of the Unit Registry is to keep a record of investors in the Fund. This includes information such as the quantity of Units held, TFNs (if provided), bank account details and details of distribution reinvestment plan participation. Contact details for Link Market Services can be found in the contacts section at the end of the PDS.

(e) **Auditors:** Ernst & Young has been appointed as Auditor of the Fund under an Audit agreement. The Audit agreement outlines the services which Ernst & Young are expected to perform on an ongoing basis in relation to the Fund.

8.15. UNIT PRICING (NAV PER UNIT)

The calculation of Unit prices is set out in the Fund's Constitution and is performed by the Fund's Administrator daily. Broadly, the NAV per Unit is calculated by:

1. calculating the Gross Asset Value of the Fund as at the relevant ASX Trading Day;
2. deducting any liabilities (including management fee); and
3. dividing the resulting NAV by the number of Units on issue, this amount being rounded to the nearest one hundredth of a cent (0.0001 of a cent will be rounded up).

The NAV per Unit is published daily.

8. ADDITIONAL INFORMATION

VALUATION POLICY

The Responsible Entity's Unit Pricing and Valuation Policy provides further information about how it calculated NAV per Unit. The policy complies with ASIC requirements, and the Responsible Entity will observe this policy in relation to the calculation of the NAV per Unit. The Responsible Entity will record the exercise of any discretion outside the scope of the policy.

Investors can request a copy of Responsible Entity's Unit Pricing and Valuation Policy free of charge by calling Perpetual.

The valuation methods utilised by the Responsible Entity are consistent with permitted industry standards.

8.16. ADDITIONAL INFORMATION FOR NEW ZEALAND INVESTORS

WARNING STATEMENT

1. This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.
2. This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.
3. There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.
4. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.
5. Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.
6. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
7. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

ADDITIONAL WARNING STATEMENT: CURRENCY EXCHANGE RISK

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant

fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

ADDITIONAL WARNING STATEMENT: TRADING ON FINANCIAL PRODUCT MARKET

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

ADDITIONAL WARNING STATEMENT: DISPUTE RESOLUTION PROCESS

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

NEW ZEALAND DISCLOSURES RELATING TO DISTRIBUTION REINVESTMENT

Units issued as part of a distribution will be allotted in accordance with the terms and conditions set out in this PDS.

The allotment of Units as part of a distribution described in this PDS is offered to New Zealand investors on the following basis:

- At the time the price of the Units allotted as part of a distribution reinvestment is set, the Responsible Entity will not have any information that is not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the Units if the information were publicly available
- The right to acquire, or require the Responsible Entity to issue, Units as part of a distribution reinvestment will be offered to all investors in The Fund of the same class, other than those who are resident outside New Zealand and who are excluded by the Responsible Entity so as to avoid breaching overseas laws.
- Every investor to whom the right is offered will be given a reasonable opportunity to accept it.
- Units will be issued or transferred on the terms disclosed to investors in this PDS, and will be subject to the same rights as Units issued or transferred to all investors of the same class who agree to receive the Units.

You have the right to receive from us, on request and free of charge, a copy of:

- the most recent annual report of the Fund (if any)
- the most recent financial statements of the Fund (if any) and, if those statements are not audited or reviewed by an auditor, a statement to that effect
- a copy of the auditor's report on those statements (if any)
- the current PDS
- the constitution of The Fund and any amendments to it.

Copies may be obtained electronically online at www.montinvest.com or through the Responsible Entity.

9. GLOSSARY

ADMINISTRATION AGREEMENT means the Administration Agreement dated on or about the date of this PDS between the Responsible Entity and the Administrator.

ADMINISTRATOR means Mainstream, being the counterparty to the Administration Agreement with the Responsible Entity in respect of each Fund.

AFSL means an Australian Financial Services Licence issued by ASIC.

AML/CTF ACT means the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth), as supplemented, amended, varied or replaced from time to time.

APPLICANT means a person who has submitted an Application Form.

APPLICATION means an application for Units made under the Initial Offer.

APPLICATION FORM means either the General Offer Application Form, the Broker Firm Offer Application Form, or the Online Application Form (as the context requires).

APPLICATION MONIES means the money that must be paid to purchase Units.

AQUA PRODUCT has the meaning given in the Operating Rules and **AQUA PRODUCTS** is to be construed accordingly.

AQUA RULES means:

- a) Schedule 10A of the Operating Rules and Procedures;
- b) such other rules that govern the quotation of AQUA Products; and
- c) such other rules that govern the transfer of AQUA Products, as amended from time to time.

ASX means the ASX Limited.

ASX BUSINESS DAY has the meaning given to the term "Business Day" in the ASX Settlement Rules.

ASX LISTING RULES means the ASX Listing Rules published by the ASX, as supplemented, amended, varied or replaced from time to time.

ASX OPERATING RULES means the ASX Operating Rules published by the ASX, as supplemented, amended, varied or replaced from time to time.

ASX SETTLEMENT RULES means the ASX Settlement Operating Rules published by ASX as supplemented, amended, varied or replaced from time to time.

ASX TRADING DAY means the day during which securities are traded on the ASX AQUA Market. Weekends, and most (but not all) Public Holidays are not ASX Trading Days.

AUD means the lawful currency of the Commonwealth of Australia.

AUSTRALIAN SECURITIES AND INVESTMENT COMMISSION (ASIC) means the Australian Securities and Investments Commission or any Government Agency which replaces it or performs its functions.

AUSTRALIAN TAX OFFICE (ATO) means the Australian Tax Office or any Government Agency which replaces it or performs its functions.

AUSTRALIAN TRANSACTION REPORTS AND ANALYSIS CENTRE (AUSTRAC) means the Australian Transaction Reports and Analysis Centre or any Government Agency which replaces it or performs its functions.

BROKER FIRM OFFER means the offer to purchase Units during the Initial Offer Period that is open to persons who have received a firm allocation from their Broker or Licensed Dealer and who have a registered address in Australia or New Zealand.

BROKER FIRM OFFER APPLICATION FORM means the application form for Units offered under the Broker Firm Offer that is included in or accompanies this PDS.

BUSINESS DAY means a day other than a Saturday or Sunday on which banks are open for general banking business in Sydney.

CASH COMPONENT means that part of the Portfolio Deposit that is composed of cash.

CLEARING HOUSE ELECTRONIC SUB REGISTER SYSTEM (CHESS) means the Clearing House Electronic Sub register System established and operated in accordance with the ACH Clearing Rules.

COMPLIANCE PLAN means the arrangement that sets out how the Responsible Entity will ensure compliance with both the Corporations Act and the Trust Deed when operating each Fund.

CLOSING DATE means 14 December 2017.

CONSTITUTION means the constitution establishing the Fund dated 10 October 2017, as amended from time to time.

CORPORATIONS ACT means the Corporations Act 2001 (Cth).

CREATION means the process by which a Unit is issued under the terms of this PDS and in accordance with the Trust Deed.

CUSTODIAN means the entity that holds the assets of the Fund on behalf of the Responsible Entity.

CUSTODY AGREEMENT means the agreement in respect of the assets of the Fund between the Custodian and the Responsible Entity.

FINANCIAL OMBUDSMAN SERVICE (FOS) means the Financial Ombudsman Service or any Agency which replaces it or performs its functions.

FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA) means the Foreign Account Tax Compliance Act, as supplemented, amended, varied or replaced from time to time.

FUND means Montgomery Global Equities Fund (Managed Fund)

GENERAL OFFER means the offer to purchase Units during the Initial Offer Period that is open to investors who have a registered address in Australia or New Zealand.

GENERAL OFFER APPLICATION FORM means the application form for Units offered under the General Offer that is included in or accompanies this PDS.

9. GLOSSARY

GOVERNMENT OR GOVERNMENT AGENCY means, whether foreign or domestic:

- (a) a government, whether federal, state, territorial or local or a department, office or minister of a government acting in that capacity; or
- (b) a commission, delegate, instrumentality, agency, board, or other government, semi-government, judicial, administrative, monetary or fiscal body, department, tribunal, entity or authority, whether statutory or not, and includes any self-regulatory organisation established under statute or any stock exchange.

GROSS ASSET VALUE means the value of all the assets and liabilities of the Fund, prior to fees.

GST means goods and services tax.

GST ACT means the *A New Tax System (Goods and Services) Tax Act 1999 (Cth)* as amended or varied from time to time.

HOLDER means the person recorded in the Register as the holder of a Unit (including persons jointly registered).

INDICATIVE NET ASSET VALUE OR iNAV means the estimated NAV per Unit that will be published on the Website during the ASX Trading Day to take into account movements in security prices during that trading day and any foreign exchange movements.

INITIAL OFFER means the offer for Units in the Fund that opens on the Opening Date and closes on the Closing Date, and which comprises of the General Offer and the Broker Firm Offer.

INITIAL OFFER PERIOD means the period commencing on the Opening Date and concluding on the Closing Date.

LIABILITIES means the liabilities of a Fund including any provision which the Responsible Entity decides should be taken into account in accordance with generally accepted accounting principles applicable in Australia in determining the liabilities of a Fund, but excluding any liabilities:

- (a) to applicants for Units in respect of application money or property in respect of which Units have not yet been issued; or
- (b) to Holders, arising by virtue of the right of Holders to request redemption of their Units or to participate in the distribution of the assets on termination of the Scheme.

LIQUID OR LIQUIDITY has the same meaning as in the Corporations Act.

MANAGEMENT FEE means the fees and costs charged by the Fund for the management of an investment in the Units, as set out in section 6 of this PDS.

MANAGED FUND means a managed investment scheme which is a registered managed investment scheme pursuant to s601EB of the Corporations Act or a scheme which ASIC has exempted from these registration requirements.

MARKET ANNOUNCEMENTS PLATFORM (MAP) means the Market Announcements Platform of the ASX.

MARKET MAKER means Macquarie Securities (Australia) Limited ABN 58 002 832 126

MIM means Montgomery Investment Management Pty Ltd ABN 73

139 161 701.

MONTGOMERY GLOBAL means Montgomery Global Investment Management Pty Ltd ABN 62 604 878 533.

NET ASSET VALUE OR NAV means the value of the Fund's assets minus the value of its liabilities.

NET ASSET VALUE PER UNIT OR NAV PER UNIT means the Net Asset Value of the Fund divided by the number of Units on issue.

OFFER means the invitation made to the public under this PDS.

ONLINE APPLICATION FORM means the application form for Units in the Initial Offer available on the Website.

OPENING DATE means 29 November 2017.

OPERATING RULES means the ASX Operating Rules published by the ASX.

PARTICIPANTS has the same meaning as Authorised Participant in ASIC Class Order 13/721.

PERPETUAL GROUP means Perpetual Trust Services Limited, Perpetual Limited and its related bodies corporate.

PRIORITY OFFER means the offer to purchase Units during the Initial Offer Period that is open to existing Montgomery Global and MIM investors who have a registered address in Australia or New Zealand.

PRIVACY ACT 1988 (CTH) means the Privacy Act 1988 (Cth) as supplemented, amended, varied or replaced from time to time.

PRODUCT DISCLOSURE STATEMENT OR PDS means this Product Disclosure Statement as amended or supplemented from time to time.

REGISTER means the register of holders kept by the Responsible Entity under the Corporations Act.

REGISTRY SERVICES AGREEMENT means the agreement in respect of the Register between the Responsible Entity and the Unit Registry.

RESPONSIBLE ENTITY means Perpetual Trust Services Limited.

SEATS means the ASX Stock Exchange Automated Trading System.

TRANSACTION COSTS means the costs incurred by the Responsible Entity and payable by a Holder in dealing with the assets of a Fund on behalf of a Holder, and include commissions, brokerage and slippage costs (for example, foreign exchange slippage costs, if any).

TAX means all kinds of taxes, duties, imposts, deductions, withholding taxes and charges imposed by a government including GST or any amount recovered from the trustee by way of reimbursement of GST or any amount included either expressly or impliedly in an amount paid or payable by the trustee on account of GST, together interest and penalties imposed or levied by a Government or Government agency.

TRUST DEED means the constitution of each of the Funds as amended or varied from time to time.

RITC means reduced input tax credits.

9. GLOSSARY

UNDERLYING INSTRUMENT as in relation to AQUA Products it means the financial product, index, foreign or Australian currency, commodity or other point of reference for determining the value of the AQUA Product.

UNIT OR UNITS means the securities on offer under this PDS.

UNIT REGISTRY means Link Market Services Limited ABN 54 083 214 537 being the entity that will operate the registry for the Units.

WEBSITE means www.montinvest.com.

CONTACTS

RESPONSIBLE ENTITY

Perpetual Trust Services Ltd
8/123 Pitt Street Sydney NSW 2000

MARKET MAKER

Macquarie Securities (Australia) Ltd
50 Martin Place, Level 3, Sydney, NSW 2000

INVESTMENT MANAGER

Montgomery Global Investment
Management Pty Ltd
7.02/45 Jones Street, Ultimo, NSW 2007

UNIT REGISTRY

Link Market Services
680 George Street, Sydney, NSW 2000

CUSTODIAN

Mainstream Fund Services Pty Ltd
1/51-57 Pitt Street, Sydney, NSW 2000

AUDITOR

Ernst & Young
200 George Street, Sydney, NSW 2000

LAWYERS

Baker & McKenzie
Level 27, AMP Centre, 50 Bridge Street, Sydney
NSW 2000



MONTGOMERY

www.montinvest.com