

BT Investment Funds

Supplementary Product Disclosure Statement

Issued 9 August 2024

This Supplementary Product Disclosure Statement (SPDS) is dated 9 August 2024. It supplements the BT Investment Funds Product Disclosure Statement (PDS) dated 3 July 2024. This SPDS must be read together with the PDS dated 3 July 2024 and the BT Investment Funds Supplementary Product Disclosure Statement dated 22 July 2024.

BT Funds Management No. 2 Limited ABN 22 000 727 659 AFSL 233720 and Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (we, our or us) have jointly prepared this SPDS and each Responsible Entity takes full responsibility for the whole SPDS. The SPDS should be read together with the PDS. The Responsible Entity of each managed investment scheme offered under the PDS (in this SPDS referred to as an Investment Option or a Fund) is the issuer of units in that Investment Option.

Capitalised terms in this SPDS have the same meaning as given to them in the PDS. To the extent of any inconsistencies, the information in this SPDS prevails over any information previously disclosed to you on the same subject matter.

Purpose

The purpose of this SPDS is to update the PDS with the following changes with effect from 9 September 2024 (or such later date we notify you by providing an update at bt.com.au/product-updates).

- A. Update to the 'About the Investment Options' section on page 8.
- B. Delete the 'BT External International Shares 3 enhanced disclosure for hedge funds' section on pages 11 to 25.
- C. Update to the 'Investment Options at a glance' table on page 26.
- D. Update to '5. Investment Option profiles' table on page 30.
- E. Update to '6. Investment managers' section on page 34.
- F. Update to 'Fees and Costs Summary' on page 36.
- G. Update to 'Cost of product for 1 year' table on page 38.
- H. Update to 'Total fees and costs table' on page 40.
- I. Update to the 'Management fees and costs table' on page 40.
- J. Update to the 'Buy-sell spread' table on page 41.
- K. Update to the 'Transaction costs' table on page 42.
- L. Update to the 'Consents' section on page 59.
- M. Update to 'The Investment Options included in this PDS' table on page 63.

A. Update to the 'About the Investment Options' section on page 8.

On page 8, in order to update the change to the investment manager for the BT External International Shares 3 the following paragraph:

"BT External International Shares 3 invests into Platinum International Fund ARSN 089 528 307, APIR PLA0002AU, a registered managed investment scheme under the Corporations Act. The responsible entity and investment manager of Platinum International Fund is Platinum Investment Management Limited ABN 25 063 565 006, AFSL 221935."

shall be deleted and replaced with the following:

"Wellington Management Australia Pty Limited ABN 19 167 091 090 AFSL 462912 (Wellington) has been appointed as the investment manager of the BT External International Shares 3."

B. Delete the 'BT External International Shares 3 enhanced disclosure for hedge funds' section on pages 11 to 25.

The section relating to the enhanced disclosure for hedge funds for the BT External International Shares 3 shall be deleted in its entirety as it is related to Platinum International and is not relevant to the BT Wellington Global Opportunistic Value Fund.

C. Update to the 'Investment Options at a glance' table on page 26.

On page 26, in order to change the Investment Option name from Platinum International to BT Wellington Global Opportunistic Value Fund, the 'Investment Option name' of Platinum International shall be replaced with the following:

"BT Wellington Global Opportunistic Value Fund"

D. Update to '5. Investment Option profiles' table on page 30.

On page 30, in order to update the change in the Investment Option from 'Platinum International' to 'BT Wellington Global Opportunistic Value Fund', the table relating to Platinum International shall be deleted in its entirety and replaced with the following:

International shares		
BT Wellington Global Opportunistic Value Fund ¹		
Investment objective	To provide investors with a total investment return (before fees and taxes) that outperforms the benchmark over the minimum suggested timeframe.	
Investment strategy	The Fund invests in a wide range of international shares listed, or expected to be listed, on world stock exchanges, including emerging markets and across a diverse range of industries.	
Investment manager	Wellington Management Australia Pty Limited	
Benchmark	MSCI All Country World Index ex-Australia Net AUD	
Asset allocation ranges⁵	Asset type	Range (%)
	International shares	90-100
	Cash and cash equivalents	0-10
Investment manager's currency strategy for non-Australian investment options	The Investment Option may utilise foreign exchange contracts to facilitate stock purchase settlements. It is not the investment manager's intention to hedge the foreign currency exposure of the Investment Option resulting from investments in overseas markets.	
Distribution frequency	Annually (June)	

¹ BT External International Shares 3 is known as the BT Wellington Global Opportunistic Value Fund.

⁵ The stated asset allocation ranges are targets only. The Fund will be rebalanced within a reasonable period of time should the asset allocation move outside the target ranges.

E. Update to '6. Investment managers' section on page 34.

On page 34, in order to update the investment manager from 'Platinum Investment Management Limited trading as Platinum Asset Management' to 'Wellington Management Australia Pty Limited', the part of the table relating to 'Platinum Investment Management Limited' shall be deleted in its entirety and replaced with the following:

Wellington Management Australia Pty Limited

WELLINGTON MANAGEMENT®

Wellington is part of the Wellington Management Group. Tracing its history to 1928, the Wellington Management Group is one of the largest investment management groups in the world. With over AUD\$1.9 trillion¹ in assets under management, members of the Wellington Management Group serve as investment advisers to more than 2,200 institutional clients and mutual fund sponsors in 64 countries.

Collectively, the Wellington Management Group is also one of the world's largest investment sub-advisers, providing investment expertise and experience to banks, insurance companies, and asset management firms. Its investment capabilities are built on the strength of rigorous, proprietary research and span nearly all segments of the global capital markets including equity, fixed income, multi-asset, and alternative strategies.

¹ As at 31 March 2024.

F. Update to 'Fees and Costs Summary' on page 36.

On page 36, in order to update the Fees and Costs Summary with the changes in investment management fees and indirect costs relating to the change from Platinum International to BT Wellington Global Opportunistic Value Fund, the Fees and Costs Summary on page 36 shall be deleted in its entirety and replaced with the following:

Fees and Costs Summary

BT Investment Funds

Type of fee or cost ^{1, 2, 3}	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investment	Depending on the Investment Option, this varies between 0.11% – 1.33% pa of the value of your assets. This is comprised of: – management fees of 0.11% – 1.33% pa – indirect costs of 0% – 0%	Management fees and costs include the management fee and indirect costs. The management fee accrues daily and is reflected in an Investment Option's unit price. It is generally paid monthly in arrears from the assets of the Investment Option. Indirect costs are reflected in the unit price of an Investment Option and are generally deducted from the assets of an Investment Option when they are incurred.
Performance fees Amounts deducted from your investment in relation to the performance of the product	Not applicable	The performance fee is deducted from the Investment Option's assets prior to a unit price being determined. Paid at least annually, and reflected in the daily unit price.
Transaction costs The costs incurred by the scheme when buying or selling assets	Depending on the Investment Option, this varies between 0% – 0.14% pa of the value of your assets	Transaction costs (net of the buy-sell spread) are paid from the assets of the Investment Option as and when they are incurred. They are reflected in the Investment Option's unit price.
Member activity related fees and costs (fee for services or when your money moves in or out of the product)		
Establishment fee	Nil	Not applicable

The fee to open your investment

Contribution fee	Nil	Not applicable
The fee on each amount contributed to your investment		
Buy-sell spread	Depending on the Investment Option, the Buy spread varies between 0.00% – 0.50% pa of the amount of the deposit into the Investment Option and the Sell spread varies between 0.00% – 0.25% of the amount of the withdrawal from the Investment Option.	Buy-Sell spreads are costs incurred when you transact. A Buy spread increases the unit price (application price) when you buy units, and a Sell spread reduces the unit price when you sell units (redemption price). Buy-Sell spreads are reflected in the Investment Option's unit price.
An amount deducted from your investment representing costs incurred in transactions by the scheme		
Withdrawal fee	Nil	Not applicable
The fee on each amount you take out of your investment		
Exit fee	Nil	Not applicable
The fee to close your investment		
Switching fee	Nil	Not applicable
The fee for changing investment options		

- 1 Unless otherwise stated, all fees quoted in this PDS are quoted on a GST inclusive basis and net of any applicable Reduced Input Tax Credits (RITCs).
- 2 Fees in this PDS can be individually negotiated if you're a wholesale client as defined in the Corporations Act. For more information, refer to 'Ability to negotiate fees – wholesale clients' section of this PDS.
- 3 Please refer to the 'Additional explanation of fees and costs' section below for more information about the ongoing annual fees and costs.

G. Update to 'Cost of product for 1 year' table on page 38.

On page 36, in order to update the Cost of product for 1 year with the changes in the cost of product relating to the change from Platinum International to BT Wellington Global Opportunistic Value Fund, the Cost of product table on page 38 shall be deleted in its entirety and replaced with the following:

Fund / Investment Option	Cost of product
BT American Share Fund	\$540.00
BT Asian Share Fund	\$600.00
BT Australian Share Fund	\$530.00
BT Cash Management Trust	\$55.00
BT European Share Fund	\$585.00
BT Future Goals Fund	\$730.00
BT Imputation Fund	\$555.00
BT International Fund	\$550.00
BT Property Securities Fund	\$540.00
BT Smaller Companies Fund	\$670.00
BT Technology Fund	\$535.00
BT Wellington Global Opportunistic Value Fund	\$485.00

H. Update to 'Total fees and costs table' on page 40.

On page 40, in order to update the Total fees and costs table with the changes in the Management fees and costs, performance fees and transaction costs relating to the change from Platinum International to BT Wellington Global Opportunistic Value Fund, the Total fees and costs table on page 40 shall be deleted in its entirety and replaced with the following:

Fund / Investment Option	Management Fees and Costs ¹ (% pa)	Performance Fees ² (% pa)	Transaction Costs ³ (% pa)
BT American Share Fund	1.08	0.00	0.00
BT Asian Share Fund	1.10	0.00	0.10
BT Australian Share Fund	1.04	0.00	0.02
BT Cash Management Trust	0.11	0.00	0.00
BT European Share Fund	1.11	0.00	0.06
BT Future Goals Fund	1.33	0.00	0.13
BT Imputation Fund	1.08	0.00	0.03
BT International Fund	1.07	0.00	0.03
BT Property Securities Fund	1.01	0.00	0.07
BT Smaller Companies Fund	1.20	0.00	0.14
BT Technology Fund	1.06	0.00	0.01
BT Wellington Global Opportunistic Value Fund	0.89	0.00	0.08

1 Management Fees and Costs include Management Fees as well as any Indirect Costs for the relevant Investment Option. Indirect Costs are an estimate for the financial year ending 30 June 2023 and may include reasonable estimates where we were unable to determine the exact amount.

2 Performance fees are calculated as an estimate based on the average amounts of annual performance fees accrued by the Investment Option or underlying fund (as relevant) over the previous five financial years (subject to certain exceptions, for example, where the performance fee was not charged, or the Investment Option or underlying fund was not offered, for the previous five financial years).

3 Transaction costs (net of buy-sell spreads) are net transaction costs and are an estimate for the financial year ending 30 June 2023. In certain circumstances when the net transaction cost may be negative, the value will be rounded to zero.

I. Update to 'Management fees and costs table' on page 40.

On page 40, in order to update the Management fees and costs table with the changes in the Management fees, estimated Indirect Costs, and Total Management Fees and Costs relating to the change from Platinum International to BT Wellington Global Opportunistic Value Fund, the Management fees and costs table on page 40 shall be deleted in its entirety and replaced with the following:

Fund / Investment Option	Estimated Indirect Costs ¹				Total Management Fees and Costs (% pa)
	Management Fee (% pa)	Estimated Other Indirect Costs (% pa)	Estimated Expense Recoveries (% pa)	Estimated Regulatory Change Expense Recovery Levy (% pa)	
BT American Share Fund	1.08	0.00	0.00	0.00	1.08
BT Asian Share Fund	1.10	0.00	0.00	0.00	1.10
BT Australian Share Fund	1.04	0.00	0.00	0.00	1.04
BT Cash Management Trust	0.11	0.00	0.00	0.00	0.11
BT European Share Fund	1.11	0.00	0.00	0.00	1.11
BT Future Goals Fund	1.33	0.00	0.00	0.00	1.33
BT Imputation Fund	1.08	0.00	0.00	0.00	1.08
BT International Fund	1.07	0.00	0.00	0.00	1.07

BT Property Securities Fund	1.01	0.00	0.00	0.00	1.01
BT Smaller Companies Fund	1.20	0.00	0.00	0.00	1.20
BT Technology Fund	1.06	0.00	0.00	0.00	1.06
BT Wellington Global Opportunistic Value Fund	0.89	0.00	0.00	0.00	0.89

¹ The estimated indirect costs information in this table is information reasonably available as at the date of the PDS. Our website bt.com.au/personal/help/product-updates should be referred to by investors for updated information. Please also refer to the section 'Indirect costs' in the 'Additional explanation of fees and costs' section of this document.

J. Update to the 'Buy-sell spread' table on page 41.

On page 41, in order to update the Buy and Sell spreads with the changes in the Buy spread and Sell spread relating to the change from Platinum International to BT Wellington Global Opportunistic Value Fund, the Buy-sell spread table on page 41 shall be deleted in its entirety and replaced with the following:

Fund / Investment Option	Buy Spread (%)	Sell Spread (%)
BT American Share Fund	0.10	0.10
BT Asian Share Fund	0.25	0.25
BT Australian Share Fund	0.25	0.25
BT Cash Management Trust	0.00	0.00
BT European Share Fund	0.15	0.15
BT Future Goals Fund	0.31	0.00
BT Imputation Fund	0.50	0.00
BT International Fund	0.05	0.05
BT Property Securities Fund	0.25	0.25
BT Smaller Companies Fund	0.25	0.25
BT Technology Fund	0.20	0.00
BT Wellington Global Opportunistic Value Fund	0.20	0.20

K. Update to the 'Transaction costs' table on page 42.

On page 42, in order to update the Transaction costs table with the changes in the Gross transaction costs, the Costs recouped from the buy-sell spread and the Net transaction costs relating to the change from Platinum International to BT Wellington Global Opportunistic Value Fund, the Transaction costs table on page 42 shall be deleted in its entirety and replaced with the following:

Fund / Investment Option	(A) Gross Transaction Costs (% pa)	(B) Costs recouped from the buy-sell spread (% pa)	(C) = (A) - (B) Net Transaction Costs (% pa)
BT American Share Fund	0.01	0.01	0.00
BT Asian Share Fund	0.15	0.05	0.10
BT Australian Share Fund	0.06	0.04	0.02
BT Cash Management Trust	0.00	0.00	0.00
BT European Share Fund	0.07	0.01	0.06
BT Future Goals Fund	0.17	0.04	0.13
BT Imputation Fund	0.05	0.02	0.03

BT International Fund	0.04	0.01	0.03
BT Property Securities Fund	0.13	0.06	0.07
BT Smaller Companies Fund	0.17	0.03	0.14
BT Technology Fund	0.02	0.01	0.01
BT Wellington Global Opportunistic Value Fund	0.08	0.00	0.08

L. Update to the 'Consents' section on page 59.

On page 59, in order to update the investment manager from 'Platinum Investment Management Limited' to 'Wellington Management Australia Pty Limited', the Consents section shall be deleted in its entirety and replaced with the following:

Consents

The following parties have consented to this PDS containing, and accept responsibility for the accuracy of, the statements about them, and the use of their logo, in the form and context in which they appear and have not withdrawn their consent before the date of this PDS.

- JPMorgan Chase Bank, N.A. (Sydney Branch)
- Pandal Fund Services Limited
- Pandal Institutional Limited
- Wellington Management Australia Pty Limited.

The parties above have not caused the issue of this PDS and are not responsible for any statements which are not referable to them.

M. Update to 'The Investment Options included in this PDS' table on page 63.

On page 63, in order to change the Investment Option name from Platinum International to BT Wellington Global Opportunistic Value Fund, the 'Investment Option name' of Platinum International in 'The Investment Options included in this PDS' table shall be replaced with the following:

"BT Wellington Global Opportunistic Value Fund"

For more information – Australia

Prior to 26 August 2024:

bt.com.au | 132 135 | customer.relations@btfinancialgroup.com | BT GPO Box 2675, Sydney NSW 2001

From 26 August 2024:

bt.com.au | 02 8456 0230 | btfunds@unitregistry.com.au | BT Funds GPO Box 804 Melbourne VIC 3001

For more information – New Zealand

Prior to 26 August 2024:

btonline.co.nz | 0800 800 661 | nzclientservices@btnz.co.nz |

BT New Zealand Client Services PO Box 6088, Victoria Street West Auckland 1142

From 26 August 2024:

bt.com.au | 0800 894 131 | btfunds@unitregistry.com.au | BT Funds GPO Box 804 Melbourne VIC 3001



This document has been prepared by BT Funds Management No. 2 Limited ABN 22 000 727 659 AFSL 233720 (BTFM2) and Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (WFSL) as the responsible entities of the BT Investment Funds. The Responsible Entity of each managed investment scheme offered under the PDS (in this SPDS referred to as an Investment Option or a Fund) is the issuer of units in that Investment Option.

The information provided is factual only and does not constitute financial product advice. Before acting on it, you should seek independent financial and tax advice about its appropriateness to your objectives, financial situation and needs, take into account your personal objectives, financial situation or needs and so you should consider its appropriateness, having regard to these factors before acting on it.

Both WFSL and BTFM2 are subsidiaries of Westpac Banking Corporation ABN 33 007 457 141 AFSL and Australian credit licence 233714 (Westpac). Unless otherwise disclosed in the relevant Disclosure Document(s), an investment in any of the Investment Options offered under the BT Investment Funds PDS and is not an investment in, deposit with, or any other liability of, Westpac, any Division of Westpac or any other company in the Westpac Group. It is subject to investment risk, including possible delays in repayment of withdrawal proceeds and loss of income and principal invested. Westpac and its related entities do not stand behind or otherwise guarantee the capital value or investment performance of the Investment Options.

BT Investment Funds

Supplementary Product Disclosure Statement

Issued 22 July 2024

This Supplementary Product Disclosure Statement (SPDS) is dated 22 July 2024. It supplements the BT Investment Funds Product Disclosure Statement (PDS) dated 3 July 2024.

BT Funds Management No. 2 Limited ABN 22 000 727 659 AFSL 233720 and Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (we, our or us) have jointly prepared this SPDS and each Responsible Entity takes full responsibility for the whole SPDS. The SPDS should be read together with the PDS. The Responsible Entity of each managed investment scheme offered under the PDS (in this SPDS referred to as an Investment Option or a Fund) is the issuer of units in that Investment Option.

Capitalised terms in this SPDS have the same meaning as given to them in the PDS. To the extent of any inconsistencies, the information in this SPDS prevails over any information previously disclosed to you on the same subject matter.

Purpose

The purpose of this SPDS is to update the PDS with the following changes with effect from 26 August 2024 (or such later date we notify you by providing an update at bt.com.au/product-updates).

- A. Update to the contact details in the 'Contact us' section and throughout the PDS
- B. Update regarding the offer to New Zealand investors in the 'Eligibility' section
- C. Update regarding the offer to New Zealand investors in the 'New Zealand warning statement' section
- D. Update to services and contact details in '1. Why invest in the BT Investment Funds?'
- E. Update to Summary of benefits set out in '2. At a glance'
- F. Update to '5. Investment Management Profiles – BT Cash Management Trust'
- G. Update to '7. Fees and other costs'
- H. Update to '8. Managing your investment'
- I. Update to '9. Taxation'
- J. Update to '10. Other important information'
- K. Update to contact details on the back cover

A. Update to references to contact details in the 'Contact us' section and throughout the PDS

In order to update the contact details, the 'Contact us' section on the front cover of the PDS shall be deleted in its entirety and replaced with the following:

For all telephone enquiries:

- Australian investors can contact us on 02 8456 0230, 8.30am to 5.30pm (Sydney time) Monday to Friday.
- New Zealand investors can contact us on 0800 894 131, 8.30am to 5.30pm (Sydney time) Monday to Friday.

For all written correspondence:

- Australian and New Zealand investors can write to:

BT Funds
GPO Box 804
Melbourne VIC 3001
Australia

- or email btfunds@unitregistry.com.au

You can also view information at bt.com.au

The contact details above shall also replace the existing contact details in the following sections:

- 'Contents' (inside front cover)
- 'Target Market Determination' (page 1)
- 'More information' (page 11)
- 'Register of alternative forms of remuneration' (page 43)
- 'Ability to negotiate fees – wholesale clients' (page 43)
- 'When we can introduce new fees not currently charged' (page 43)
- 'Transacting made easy' (page 44)
- 'What are the constitutions of the Investment Options?' (page 53)
- 'Privacy Statement and marketing consent' (page 54)
- 'Related party transactions and conflicts of interests' (page 58)
- 'Foreign tax residents' (page 58)
- 'Our commitment to you' (page 58)
- 'Deregistration' (page 60)
- 'More information?' (page 64)

B. Update regarding offer to New Zealand investors in the 'Eligibility' section

On the front cover of the PDS, in order to update the status of the offer to New Zealand investors, the 'Eligibility' section shall be deleted in its entirety and replaced with the following:

"The Investment Options are not currently offered publicly in New Zealand and are closed to any investment by new or existing New Zealand investors, except for distribution reinvestments by existing New Zealand investors. To clarify, new applications and additional investments (including investments via the Regular Investment Plan but excluding distribution reinvestments) are not currently being accepted from New Zealand investors.

The offer made in this PDS is available only to persons receiving this PDS (electronically or otherwise) within Australia. Persons in Australia should read this PDS and any other document accompanying the PDS. If you have received this PDS electronically we will provide a free paper copy on request. Other than as permitted by law, interests in the Funds will only be issued on receipt of an Application Form issued with this PDS. Applications from outside Australia will not be accepted. You must be 18 years of age or older to invest in BT Investment Funds."

C. Update regarding offer to New Zealand investors in the ‘New Zealand warning statement’ section

On page 1, in order to update the status of the offer to New Zealand investors, the following paragraph shall be inserted as a new paragraph at the start of the section.

“The Investment Options are not currently offered publicly in New Zealand and are closed to any investment by new or existing New Zealand investors, except for distribution reinvestments by existing New Zealand investors. To clarify, new applications and additional investments (including investments via Regular Investment Plan but excluding distribution reinvestments) are not currently being accepted from New Zealand investors.”

D. Update to services and contact details in ‘1. Why invest in the BT Investment Funds?’

On page 2, in order to update the reference to certain services and the contact details, the ‘Services to make investing easier’ paragraph within ‘1. Why invest in the BT Investment Funds?’ shall be deleted in its entirety and replaced with the following:

"Services to make investing easier

- You can check your balance and find out more about investing through our website (BT Online).
- Features such as distribution reinvestment and our Regular Investment Plan make it easier for you to manage your money in a way that suits your financial situation, goals and needs.
- Contact us to get the answers to your questions (see the ‘Contact us’ section on the front cover of this PDS for our contact details)."

E. Update to Summary of benefits set out in ‘2. At a glance’

On page 3, in order to update the summary of benefits set out in the table and the status of the offer to New Zealand investors, this section shall be deleted in its entirety and replaced with the following:

Feature	Summary of benefits	See section
Investment choices	Choose from 12 Investment Options	Investment Option profiles
Investing and transacting minimums	<p>Initial investment</p> <ul style="list-style-type: none"> – The minimum initial investment amount is \$5,000 or – \$2,000 with a Regular Investment Plan (if applicable). <p>Additional investment</p> <p>There is no minimum amount for additional investments including those made by a Regular Investment Plan (if applicable).</p> <p>Switches</p> <p>Available for all Investment Options excluding the BT Cash Management Trust. There is no minimum switch amount.</p> <p>Withdrawals</p> <p>There is no minimum withdrawal amount.</p>	Managing your investment
Fees and other costs	<p>Contribution fees</p> <p>Nil</p> <p>Withdrawal fees</p> <p>Nil</p> <p>Other fees and costs</p> <p>Refer to the ‘Fees and other costs’ section of this PDS.</p>	Fees and other costs
Distributions	<p>Distributions</p> <p>You can elect to reinvest your distributions or have them paid to your nominated bank account.</p>	Managing your investment
	Frequency	Investment Option profiles

Feature	Summary of benefits	See section
Investment choices	Choose from 12 Investment Options Refer to 'Investment Option profiles' for the distribution frequency of each Investment Option.	Investment Option profiles
Keeping you informed	To keep you up-to-date we provide: <ul style="list-style-type: none"> – transaction confirmations – taxation statements – annual reports – access to information – BT Online (bt.com.au) – BT Customer Relations 	Managing your investment
Other important information	Regular Investment Plan (if applicable) Make automatic monthly investments by direct debit.	Managing your investment

Important note: we may vary the investing and transacting minimums. If minimums are varied, we will inform investors in their next regular communication and online at bt.com.au/pdsupdates. For information on how we may vary fees and costs, refer to the 'Fees and other costs' section of this PDS.

F. Update to '5. Investment Management Profiles' – BT Cash Management Trust'

On page 32, in order to update the investment objective of the BT Cash Management Trust, the 'Investment objective' shall be deleted in its entirety and replaced with the following:

"To provide an overall return (before fees and taxes) that exceeds the return from the benchmark, when measured over the minimum suggested investment timeframe."

G. Update to '7. Fees and other costs'

On page 42, in order to update Adviser Remuneration for the BT Investment Funds, the 'Advice fee' section shall be deleted in its entirety.

H. Update to '8. Managing your investment'

On page 44, in order to update, among other things, the status of the offer to New Zealand investors, the contact details, certain information on transacting, and other services and features of the Investment Options, the entirety of the 'Managing your investment' section shall be deleted and replaced with the following:

	Minimums	Online: bt.com.au	Phone: BT Customer Relations 02 8456 0230 (AUS) 0800 894 131 (NZ)	Mail: BT Funds GPO Box 804 Melbourne VIC 3001
Using BT Online	You're automatically set up with access after your initial investment.	Password required	Not applicable	Not applicable
Apply and make an initial investment	\$5,000 or \$2,000 if you set up a Regular Investment Plan.	Not available	Not available	Complete an Application Form and nominate how to make your initial investment. For direct debit, please ensure you have completed the 'Direct Debit Authority' section.

	Minimums	Online: bt.com.au		
				Must be signed by the appropriate signatories ¹ .
Additional investment	There is no minimum amount for additional investments.	Direct Debit – you must have a direct debit authority in place. BPAY® – from your own bank using BPAY. Direct Credit – from your own bank account	Not available	Complete the Additional Investment Form. Must be signed by the appropriate signatories ¹ .
Regular Investment Plan	There is no minimum amount for additional investments made under the Regular Investment Plan.	No	Not available	Complete the relevant sections of the Application Form (or Additional and Regular Investments Request form available at bt.com.au) and refer to the Direct Debit Request Service Agreement. Must be signed by the appropriate signatories ¹ .
Switch	Available for all Investment Options excluding BT Cash Management Trust. There is no minimum switch amount.	No	Not available	Complete the relevant sections of the Switch Form available to bt.com.au . Must be signed by the appropriate signatories ¹ .
Withdrawal	There is no minimum withdrawal amount.	Yes, if we have received full details of your bank account including the BSB in writing (not emailed).	No	Complete the Additional Investment Form. Must be signed by the appropriate signatories ¹ .
Change account details	Change details such as your name, address and bank account.	No	No	Complete the Change of Details Form. Must be signed by the appropriate signatories ¹ .

¹ Signatories for a company transaction must state their capacity to sign on behalf of the company.
 ® Registered trademark of BPAY® Pty Limited ABN 69 079 137 518.

Getting started

If you are a direct investor you can get started by investing \$5,000, or \$2,000 with a Regular Investment Plan.

How to apply

1. Read this PDS.
2. Complete the Application Form and the relevant Customer Identification Form available:

Australian investors	
Online	bt.com.au
BT phone	02 8456 0230

Payment details and methods are available on the Application Form.

3. Submit your completed Application Form:

Australian investors	
Mail	BT Funds GPO Box 804 Melbourne VIC 3001 Australia

Please note: we may decline to accept any application in whole or in part without giving any reason.

Investing through master trusts or wrap accounts

We authorise the use of this PDS as disclosure to persons who wish to access the Investment Options indirectly through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service (collectively referred to as master trusts or wrap accounts).

An investment in an Investment Option offered under this PDS through a master trust or wrap account does not entitle you to a direct interest in the Investment Option. This means that the rights that apply to a person who invests directly in the Investment Option are not available to you but rather to the operator or custodian of the master trust or wrap account.

The operator or custodian of the master trust or wrap account will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

If you invest through a master trust or wrap account, you may be subject to different conditions from those referred to in this PDS, particularly in regard to:

- how to transact on your investment (e.g. initial and additional investments and withdrawals)
- minimum balances
- cooling-off period and rights (no cooling-off rights apply to any investments in the Investment Options acquired through a master trust or wrap account operator)
- distribution, processing and withdrawal timing
- cut-off times for transacting (e.g. applications and withdrawals)

- fund reporting and other documentation (Investment Option reports and investor notices are sent to the master trust or wrap account operator who then provide information to indirect investors)
- fees and other costs (additional fees and expenses may be charged by the operator or custodian of the master trust or wrap account)
- investors in the master trust or wrap account should contact their financial adviser or master trust or wrap account operator for any investor queries.

Cooling-off period

If you are a retail investor (as defined in the Corporations Act 2001) investing directly in the Investment Option, you have a 14-day cooling-off period to check that the investment meets your needs. This applies to investments:

- that are new and additional investments into an Investment Option but not reinvestments of distributions or deposits made under the Regular Investment Plan, and
- where you have not exercised any rights conferred by the investment during the cooling-off period.

The 14-day cooling-off period commences on the earlier of:

- the date you receive confirmation of your application
- the end of the fifth day after we issue the units to you.

If you exercise your cooling-off rights, we will return your money to you. However, we may be obliged to deduct any tax or duty incurred by us and reasonable administrative and transaction costs. As a result, the amount returned to you may be less than the amount you initially invested. The amount you receive will reflect any movement (either up or down) in the unit price of the Investment Option(s) which means there may be tax implications for you. You may receive an annual tax statement if you withdraw units during the year.

Australian investors may exercise their cooling-off rights by sending a letter to us or by emailing us (see the 'Contact us' section on the front cover of this PDS for our contact details). Your request should include your personal details, your investor number and the date of your initial application. Your request should include your personal details, your investor number and the date of your initial application.

Cooling-off rights do not apply to:

- any investments in the Investment Options acquired through a master trust or a wrap account operator,
- 'wholesale' clients (as defined in the Corporations Act 2001), or
- where an Investment Option is illiquid. Please refer to 'Restrictions' in the 'Other important information' section of this PDS for details of what is an illiquid Investment Option.

Transacting

Additional investments

You can add to your investment at any time, in one of the following ways.

- Direct debit using bt.com.au. Please refer to 'Our electronic facilities' in the 'Other important information' section of this PDS for the terms and conditions.
- Direct credit from your bank.
- A Regular Investment Plan.
- Using your financial institution's BPAY facility. Each Investment Option's Biller Code and Reference Number are listed on BT Online.

Regular Investment Plan

The Regular Investment Plan allows you to start your investment with as little as \$2,000 and allows you to make regular monthly investments via direct debit.

To make regular investments by direct debit please complete the relevant sections of the Application Form and refer to 'Our electronic facilities' in the 'Other important information' section of this PDS for the terms and conditions of the Direct Debit Request Service Agreement. You can elect to have your payments deducted from your nominated Bank Account on or around the 15th of each month, or for investments made under a quarterly Regular Investment Plan, we will debit your account on or around the 15th calendar day of each quarter.

You can change, cancel or suspend your Regular Investment Plan at any time without penalty. To ensure any changes are effective by the next scheduled debit, we need your instructions seven business days before the payment date. Any request received after this may result in the change being effective for the following month.

For regular investments made by direct debit, if you withdraw from an Investment Option in full, your Regular Investment Plan will stop automatically.

Switching

Switching means withdrawing from one Investment Option to invest in another. Please note that this may have Capital Gains Tax (CGT) implications.

Switching is available for all Investment Options excluding BT Cash Management Trust.

If you have a Regular Investment Plan and make a full switch, we will transfer the plan to the Investment Option you switch to.

If you currently have holdings in the Investment Option you are switching to, your distribution instructions will remain as previously nominated for that Investment Option.

If you are switching to a new Investment Option, please let us know how you would like your distributions paid for the new Investment Option. Otherwise, your distributions will automatically be reinvested.

In some cases, fees may apply (see 'Fees and other costs' section).

Switching to or from Investment Options in the BT Classic Investment Funds range

If you are an investor in certain Investment Options in the BT Classic Investment Funds range you may be able to switch to or from an Investment Option offered in this PDS. If you switch out of an Investment Option in the BT Classic Investment Funds and it results in a zero balance, you will be unable to invest in that Investment Option in the future. Please refer to the BT Classic Investment Funds PDS for further information.

Important note on making additional investments and switching

The PDS for these Investment Options may be updated or replaced from time to time. You can request a copy of the most recent PDS, which will be provided free of charge.

Withdrawing

There is no minimum withdrawal amount. However, if you request a withdrawal which would result in your balance in the Investment Option falling below \$1,000, we may arrange for your investment to be withdrawn in full and paid to you. You can withdraw from your investment by:

- using BT Online (bt.com.au) if you have provided bank account details in the relevant section of the application form
- mailing your completed Withdrawal Form to us (see the 'Contact us' section on the front cover of this PDS for our contact details).
- scanning your completed Withdrawal Form (where we hold your current bank account details) and emailing to btffunds_transactions@unitregistry.com.au.

Distributions

The Investment Options generally pay distributions either monthly, quarterly, half-yearly or annually, and under special circumstances may pay special distributions. Refer to Section 5 – Investment Option profiles for details on the relevant distribution frequency for each Investment Option.

Cash distributions are generally determined by the Responsible Entity at the end of the distribution period in accordance with the relevant policy/policies and the constitution, and divided by the number of units on issue.

Distributions will generally be calculated using estimated income as opposed to net income.

Distributions are generally assessable income and can be made up of both income and realised capital gains, will vary depending on the factors that influence the performance of the Investment Option (such as interest rates and market conditions), and may not be paid at all. Please refer to the 'Taxation' section of this PDS for further information.

You can choose to have your distributions:

- automatically reinvested into additional units in the same Investment Option
- paid directly into your nominated bank account.

For all Investment Options other than the BT Cash Management Trust, distributions are calculated on a cents per unit basis in accordance with the relevant Investment Option's constitution. Income and net realised capital gains (if any) accrue in the unit price during the distribution period. This means that if an investment is made just before the end of a distribution period, you may receive some of the investment back immediately as income. Immediately following a distribution, an Investment Option's unit price will usually fall because the income accumulated during the distribution period has been distributed.

Income in the BT Cash Management Trust accrues daily and is paid quarterly, based on the declared daily rate and the number of units held at the end of each day.

Distribution payments are generally made within 10 business days of the end of the distribution period. Where the timing of payments is expected to exceed 10 business days, information on the proposed date will generally be available at bt.com.au/pdsupdates. When investing through a master trust or wrap account, you should check with your operator to see when they will pass distributions on to you.

For New Zealand investors, you can elect to reinvest your distributions, have them credited to your Australian bank account, or credited to your New Zealand bank account. For distributions paid to a New Zealand bank account, we will arrange conversion of the AUD amount to NZD using a conversion rate, usually within 10 business days of the distribution being paid. You can change your distribution payment options by filling in a Change of Details Form (available by logging on to bt.com.au).

Reinvestment of distributions

You can choose to have your distributions automatically reinvested into additional units in the Investment Option or paid directly to your nominated account.

Reinvestment of distributions will normally be effective on the first day following the end of the distribution period.

Reinvesting distributions compounds your returns. Distributions are automatically reinvested unless you instruct us otherwise in the Application Form or when you switch into a new Investment Option. If you do not nominate a bank account for payment of distributions, we will treat this as a request to reinvest your distributions. You can change your distribution payment options by filling in a Change of Details Form available by logging on to bt.com.au.

If we attempt to pay a distribution by your nominated method and the payment fails (e.g. we are unable to credit your nominated bank account), we will attempt to contact you to arrange payment. When you invest, you agree that if this happens and we have been unable to contact you after reasonable attempts have been made, we will take it that you have requested that we reinvest the distribution and all future distributions to which you are entitled (until we receive alternative instructions from you). Where we make this change, any amounts we have been holding will be reinvested at the price that applies on the day we reinvest them.

For details of the unit price used for reinvestments, please refer to 'How we calculate unit prices' in this section of the PDS.

Processing

Processing applications

Application money is paid into an interest bearing account upon receipt. Any interest earned on this account will be retained by us and may be paid into the relevant Investment Option.

If we are unable to process an application because it is invalid (e.g. the Application Form is not signed), the transaction will not be processed and the application money will remain in the account until the correct documentation is received. We will aim to contact you within seven business days of receiving an invalid request (for information on how we process invalid requests, refer to 'Invalid transaction requests' in this section of the PDS). If correct documentation is not received within one month, the application money will be returned to your nominated bank account – with no interest payable.

We have the right to reject any application or to accept only part of an application.

For applications made by direct debit and BPAY, we will not issue units until we receive the money from your nominated financial institution. This generally means there will be a delay between the day we receive your Application Form or you initiate a BPAY transaction and the day on which units are issued.

Processing withdrawals

We will generally pay withdrawals to your nominated bank account within 10 business days. In certain circumstances, such as a freeze on withdrawals or where the Investment Option is illiquid (as defined in the Corporations Act 2001), you may have to wait a longer period of time before you can redeem your investment.

Please note these times are a guide only and as specified in the relevant Investment Option's constitution, with the exception of the BT Cash Management Trust, we may take up to:

- 14 business days – for the BT Smaller Companies Fund and BT Imputation Fund
- 30 business days – for all other Investment Options (or longer in some circumstances).

There are certain circumstances where we can delay or restrict your withdrawal request. Please refer to 'Restrictions' in the 'Other important information' section of this PDS.

If you withdraw fully from the BT Cash Management Trust, the withdrawal amount will include any accrued income (less any bank charges if applicable).

Bank accounts must be in the name(s) of the account holder(s). Withdrawals are paid in Australian dollars and are subject to clearance of invested funds. This generally takes three business days but may take significantly longer where application monies have been paid by direct debits.

New Zealand investors can elect to have the proceeds of their withdrawals credited to their Australian bank account, or credited to their New Zealand bank account. For withdrawals paid to a New Zealand bank account, we will arrange conversion of the AUD withdrawal to NZD using a conversion rate usually within two business days of the withdrawal being processed.

You should be aware that gains and losses could potentially arise on currency conversions.

Processing times for applications and withdrawals

An application or withdrawal request will usually receive an entry price or exit price (as applicable) calculated for the business day on which we receive the request. Entry and exit prices for each business day will usually be posted on bt.com.au by the end of the next business day.

Requests received on or after the cut-off time of 4.00pm (Sydney time) on a business day, or on a non-business day, will be treated as having been received before the cut-off time on the next business day. While the cut-off time is currently 4.00pm (Sydney time), we can change the cut-off time by giving you written notice.

The processing cut-off time for New Zealand investors' withdrawals is currently 4.00pm Sydney time. If we receive a valid request in writing at a BT Office in Australia, we will process in accordance with Australian cut-off times.

Invalid transaction requests

Application, withdrawal and other transaction requests may be invalid for various reasons (e.g. not signing the appropriate form or not including all required information on the form). In such cases where an invalid request is received, we will not process the transaction until we receive valid documentation and it will be processed using the unit price applying on the business day we receive the correct documentation. The usual rules about cut-off times outlined in this PDS apply. In cases where documentation is invalid, we will aim to contact you, generally within seven business days.

Unit prices

How we calculate unit prices

Generally, unit prices are calculated on each business day for the preceding business day in accordance with the relevant constitution, by dividing the net value of an Investment Option by the total number of units on issue in the Investment Option.

The overall effect for all Investment Options, other than the BT Cash Management Trust, is that:

- prices are based on the net value of the Investment Option's assets, generally as next calculated by us after each cut-off time
- asset values will usually be based on closing prices or, where appropriate, other price quotes, most recently available to us at the time we make the calculation
- entry prices are usually higher than exit prices.

The difference is called a 'buy-sell spread'. Please refer to the 'Fees and other costs' section in this PDS for further information.

When you make an investment in the Investment Option, we will allocate units to you based on the entry price for the business day on which we receive your application and we will keep a record of the number of units you have bought. When you withdraw from the Investment Option, we will redeem your units based on the exit price for the business day on which we receive your withdrawal request.

Entry and exit prices for each business day will usually be posted on BT Online and bt.com.au by the end of the next business day.

The value of units in the BT Cash Management Trust is not expected to vary from \$1.00. However, the value of units is not guaranteed and may vary. For example, provision for losses arising from any defaults on securities may cause the unit price to fall below \$1.00 (although the risk of capital loss is low).

The distribution reinvestment price for the BT Cash Management Trust is not expected to vary from its unit price.

For all other Investment Options, distributions will be reinvested using the entry price for the last business day of the relevant distribution period, adjusted to exclude the income to be distributed for the period and any buy-sell spread that would otherwise be included in the entry price.

Unit pricing discretion

Under the Constitution of each fund, we (or our nominee) have certain discretions in calculating unit prices. Our Unit Pricing Discretions Policy includes details relating to the exercise of these discretions. A copy of our Unit Pricing Discretions Policy can be requested from us free of charge by contacting us (see the 'Contact us' section on the front cover of this PDS for our contact details).

Keeping you informed

Reporting

To keep you up-to-date about your investment, we will provide you with:

- confirmation of all applications and withdrawals
- an annual investment statement providing your account balance, transaction summary and net earnings (generally sent by the end of August)
- an annual tax statement if any of your Investment Options have paid a distribution during the financial year.
- an Annual Report for the Investment Options (generally available on bt.com.au by the end of September).

You can request a paper copy of any particular confirmation by contacting us (see the 'Contact us' section on the front cover of this PDS for our contact details).

Additional disclosure information

As 'disclosing entities' under the Corporations Act 2001, the Investment Options are subject to regular reporting and continuous disclosure obligations. Continuous disclosure notices regarding the Fund are available at bt.com.au/pdsupdates. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. You can also call us to obtain copies of the following documents, free of charge:

- An Investment Option's current annual financial report lodged with ASIC
- Any half year financial reports for the Fund lodged with ASIC after the lodgement of the above annual financial report and before the date of the PDS (if applicable)
- Any continuous disclosure notices we place online at bt.com.au/pdsupdates or have lodged with ASIC.

BT Online

Staying informed is one of the most important parts of managing your investment. The best way to keep track of your investment is online through BT Online. You can find out about your account balance and your transaction history.

To use BT Online, simply log on via bt.com.au and enter your Investor Number and your Password. You will be issued a PIN and/or Password when you make your initial investment.

Information that may change

Where changes to information occur that do not adversely affect you, you may be informed in the next regular communication for your investment and via our website at bt.com.au/pdsupdates. Such information includes, but is not limited to, changes in:

- an investment manager
- Investment Options or
- fees.

Where required by law, written notification will be provided giving 30 days' notice of the changes.

I. Update to '9. Taxation'

On page 51, in order to update the section relating to non-resident investors, the fourth paragraph commencing with the words "When withdrawing or switching from..." under the heading 'Non-resident investors' is deleted.

On page 52, the section under the heading 'Payment of an advice fee' is deleted.

J. Update to '10. Other important information'

On page 53, in order to update contact details, the fourth paragraph of the 'What are the constitutions of the Investment Options' section shall be deleted in its entirety and replaced with the following:

"You can request a copy of the relevant constitution at no additional charge by contacting us (see the 'Contact us' section on the front cover of this PDS for our contact details)."

On page 54, in order to update the contact details, the first paragraph of the 'Privacy Statement and marketing consent' section shall be deleted in its entirety and replaced with the following:

"Our Privacy Statement explains how we collect, use and disclose your personal information and credit-related information. Our Privacy Statement also provides information about how you can access and correct your personal information, and make a complaint and is available at bt.com.au/privacy/privacy-statement, or by calling us (see the 'Contact us' section on the front cover of this PDS for our contact details)."

On page 57, in order to update the contact details, the second paragraph of 'Related party transactions and conflicts of interests' shall be deleted in its entirety and replaced with the following:

"Details of holdings of related funds and related party dealings in the Investment Options are set out in the annual reports, which are available by contacting us (see the 'Contact us' section on the front cover of this PDS for our contact details). Subject to the constitutions of the Investment Options, we may appoint any of our related bodies corporate (including Westpac Banking Corporation) to provide services (including banking services) or perform functions in relation to the Investment Options, including acting as our delegate. We may also enter into financial or other transactions with related bodies corporate in relation to the assets of the Investment Options, and may sell assets of the Investment Options to, or purchase for the Investment Options assets from, a related body corporate. A related body corporate is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction and to retain them for its own account. Such arrangements will be based on arm's length commercial terms."

On page 58, in order to update the contact details, the second paragraph of the 'Foreign Tax Residents' section shall be deleted in its entirety and replaced with the following:

"Unless you tell us otherwise, by completing any application, you certify that any shareholder, named beneficiary, settlor or controlling person is not a foreign tax resident. You must tell us if you, or any shareholder, named beneficiary, settlor or controlling person is, or becomes, a foreign tax resident (unless an exemption applies, such as for shareholders of listed companies). Where there are no named beneficiaries (e.g. for beneficiaries identified only as a class) you must tell us if a beneficiary is a foreign tax resident immediately when any decision is made to identify and make a distribution to them. You may contact us in writing to provide foreign tax residence information (see the 'Contact us' section on the front cover of this PDS for our contact details)."

On page 60, in order to update the contact details, under the 'Deregistration' sub-heading, the sixth paragraph shall be deleted in its entirety and replaced with the following:

"If the account is held by the company as trustee for a trust and a replacement trustee has been appointed, please contact us (see the 'Contact us' section on the front cover of this PDS for our contact details), to discuss what is required to update our records."

On page 61, in order to remove the 'Facsimile facility' feature, the entire Facsimile facility section shall be deleted.

On page 61, in order to update the Direct Debit Request Service Agreement' the first bullet point under 'Regular Investment Plan arrangements' shall be deleted in its entirety and replaced with the following:

- "For investments made under a Regular Investment Plan, we will debit your account on or around the 15th of each month."

On page 62, in relation to the 'Direct Debit Request Service Agreement', the first bullet point under 'Your rights' shall be deleted in its entirety and replaced with the following:

- "You may cancel, alter, defer or suspend your Direct Debit Request, or stop or suspend an individual debit from taking place without incurring a penalty, by contacting us (see the 'Contact us' section on the front cover of this PDS for our contact details). In some cases we will require your written confirmation."

On page 62, in relation to the 'Direct Debit Request Service Agreement', the third bullet point under 'Your rights' shall be deleted in its entirety and replaced with the following:

- "If you have any questions or concerns about your Direct Debit Request, such as where you consider that a drawing has been initiated incorrectly, you should take the matter up directly with us by calling us, or alternatively, contacting us in another way. Please see the 'Contact us' section on the front cover of this PDS for our contact details."

On page 62, in relation to the 'Direct Debit Request Service Agreement', the fifth bullet point under 'Our commitment to you' shall be deleted in its entirety and replaced with the following:

- "We will keep all your records and information pertaining to your nominated account at the financial institution private and confidential, except to the extent required by law or where you have made a claim relating to a debit you believe has been made incorrectly, or wrongfully, including circumstances where our sponsor in the Bulk Electronic Clearing System may require us to provide this information to them in connection with your claim to the extent necessary to resolve your claim."

On page 64, in order to update the contact details, the 'More information?' section shall be deleted in its entirety and replaced with the following:

- "Please see the 'Contact us' section on the front cover of this PDS for our contact details."

K. Update to contact details on the back cover

In order to update the contact details, the back cover of the PDS shall be deleted in its entirety and replaced with the following:

"For more information
bt.com.au

For all telephone enquiries 8.30am to 5.30pm (Sydney time), Monday to Friday:

- Australian investors 02 8456 0230
- Within New Zealand 0800 894 131
- Overseas investors +61 2 8456 0230

BT Funds, GPO Box 804, Melbourne VIC 3001, Australia,

For email correspondence:

- General enquiries – btfunds@unitregistry.com.au
- Transaction requests – btfunds_transactions@unitregistry.com.au"

For more information – Australia

Prior to the Effective Date:

bt.com.au | 132 135 | customer.relations@btfinancialgroup.com | BT GPO Box 2675, Sydney NSW 2001

From the Effective Date:

bt.com.au | 02 8456 0230 | btfunds@unitregistry.com.au | BT Funds GPO Box 804 Melbourne VIC 3001

For more information – New Zealand

Prior to the Effective Date:

btonline.co.nz | 0800 800 661 | nzclientservices@btnz.co.nz |

BT New Zealand Client Services PO Box 6088, Victoria Street West Auckland 1142

From the Effective Date:

bt.com.au | 0800 894 131 | btfunds@unitregistry.com.au | BT Funds GPO Box 804 Melbourne VIC 3001



This document has been prepared by BT Funds Management No. 2 Limited ABN 22 000 727 659 AFSL 233720 (BTFM2) and Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (WFSL) as the responsible entities of the BT Investment Funds. The Responsible Entity of each managed investment scheme offered under the PDS (in this SPDS referred to as an Investment Option or a Fund) is the issuer of units in that Investment Option.

The information provided is factual only and does not constitute financial product advice. Before acting on it, you should seek independent financial and tax advice about its appropriateness to your objectives, financial situation and needs, take into account your personal objectives, financial situation or needs and so you should consider its appropriateness, having regard to these factors before acting on it.

Both WFSL and BTFM2 are subsidiaries of Westpac Banking Corporation ABN 33 007 457 141 AFSL and Australian credit licence 233714 (Westpac). Unless otherwise disclosed in the relevant Disclosure Document(s), an investment in any of the Investment Options offered under the BT Investment Funds PDS and is not an investment in, deposit with, or any other liability of, Westpac, any Division of Westpac or any other company in the Westpac Group. It is subject to investment risk, including possible delays in repayment of withdrawal proceeds and loss of income and principal invested. Westpac and its related entities do not stand behind or otherwise guarantee the capital value or investment performance of the Investment Options.

BT Investment Funds

Product Disclosure Statement (PDS)

Issued 3 July 2024

About this PDS

This PDS provides a summary of the key information relating to the BT Investment Funds being offered under this PDS, which are the Investment Options set out in Section 10 Other important information – ‘The Investment Options included in this PDS’. BT Funds Management No. 2 Limited ABN 22 000 727 659 AFSL 233720 and Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716 (we, our or us) have jointly prepared this PDS and each Responsible Entity takes full responsibility for the whole PDS. The Responsible Entity of each managed investment scheme offered under this PDS (in this PDS referred to as an Investment Option or a Fund) is the issuer of units in that Investment Option.

The Responsible Entity of each Investment Option is set out in the back section of this PDS.

General advice warning

The information in this PDS is general information only and does not take into account your personal financial situation or needs. You may wish to consult a licensed financial adviser to obtain financial advice that is tailored to suit your personal circumstances. All amounts referred to in this PDS are Australian dollars unless otherwise stated. The returns quoted in the PDS do not therefore take into account the effect of currency fluctuations between AUD and NZD over the specified time period and you should be aware that such future fluctuations will have an effect on the NZD value of returns for New Zealand investors.

Contact us

For all telephone enquiries:

- Australian investors can contact us on 132 135, 8.30 am to 5.30 pm (Sydney time), Monday to Friday.
- New Zealand investors can contact us on 0800 800 661, 8.30 am to 5.00 pm (Auckland time), Monday to Friday.

For all written correspondence:

- Australian investors can write to:
BT
GPO Box 2675
Sydney NSW 2001
or email customer.relations@btfinancialgroup.com.
- New Zealand investors can write to:
BT New Zealand Client Services
PO Box 6088
Victoria Street West Auckland 1142
or email: nzclientservices@btnz.co.nz.

You can also view information at bt.com.au.

Eligibility

The offer made in this PDS is available only to persons receiving this PDS (electronically or otherwise) within Australia and to persons receiving the relevant offer document in New Zealand. Persons in both Australia and New Zealand should read this PDS and any other document accompanying the PDS. If you have received this PDS electronically we will provide a free paper copy on request. Other than as permitted by law, interests in the Funds will only be issued on receipt of an Application Form issued with this PDS. Applications from outside Australia and New Zealand will not be accepted. You must be 18 years of age or older to invest in BT Investment Funds.

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BT Investment Funds

The Responsible Entities are:

BT Funds Management No.2 Limited
ABN 22 000 727 659
Australian Financial Services Licence No. 233720

Westpac Financial Services Ltd
ABN 20 000 241 127
Australian Financial Services Licence No. 233716

We recommend that you read this Product Disclosure Statement (PDS) in full before making an investment decision. If you have not received the entire document, please call us on 132 135 (for Australian investors) or 0800 800 661 (for New Zealand investors).

Updated Information

Information in this PDS is subject to change from time to time. Any changes to information in the PDS that are not materially adverse may be updated on bt.com.au/pdsupdates. If the change to the information in the PDS is materially adverse, we will update the PDS and provide notice as required by law. The PDS is available on bt.com.au. You may also be able to obtain a paper

copy or an electronic copy of the PDS or any updated information, free of charge, on request, in several ways:

- Call our Customer Relations team on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors).
- Email us at customer.relations@btfinancialgroup.com.
- Contact your master trust or wrap account operator (for indirect investors).
- Contact your financial adviser.

Investment in the BT Investment Funds

BT Funds Management No. 2 Limited and Westpac Financial Services Limited are members of the Westpac Group. An investment in the Funds is not a deposit with, or any other liability of, Westpac Banking Corporation ABN 33 007 457 141 AFSL 233714 (the Bank) or any other company in the Westpac Group. It is subject to investment risk, including possible delays in repayment of withdrawal proceeds and loss of income and principal invested. Neither the Bank nor any other company in the Westpac Group has issued, stands behind or otherwise guarantees the capital value or investment performance of the Investment Options offered in this PDS.

New Zealand warning statement

- 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*.
- 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.
- 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.
- 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.
- 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 (www.fma.govt.nz). The Australian and New Zealand regulators will work together to settle your complaint.
- The taxation treatment of Australian financial products is not the same as for New Zealand financial products.
- If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.
- 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.
- The dispute resolution process described in this PDS is available only in Australia and is not available in New Zealand.

Terms used in this PDS

Defined terms in this PDS have the meaning given to them in 'Terms used in this PDS' in the 'Other important information' section of this PDS.

How to apply

To invest you must complete the Application Form attached to or accompanying the PDS, a copy of which can be obtained from BT Online or by calling BT Customer Relations.

Target market determination

We have issued a Target Market Determination (TMD) for each Investment Option offered under this PDS, which includes a description of who the Investment Option is appropriate for. The TMD can be accessed via bt.com.au/tmd, or by contacting us on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors).

1. Why invest in the BT Investment Funds?

Why invest in managed funds?

Managed funds offer a number of benefits.

- Diversification – managed funds allow you to pool your money with many other investors to invest in a range of assets. Diversifying across different assets helps reduce the risk of investing. You can spread your investment across different asset classes such as shares, property, fixed interest securities and cash. Plus you can diversify your investment within each of these types of assets.
- Simplicity – managed funds make it easier to spread your investments across a range of assets, as well as making it easier to keep track of them. Investment professionals monitor your investments and provide you with regular information – including information to help you lodge a tax return.
- Investment expertise – managed funds use the expertise of a team of professionals to analyse investment opportunities on an ongoing basis and then assemble those opportunities in a diversified portfolio. These professionals have the experience, time and resources to study individual assets and investment markets to a much greater depth than a typical individual investor.
- Access to all major asset classes – managed funds are a convenient way to invest in the major asset classes (shares, property, fixed interest securities and cash). This may include those difficult to access investments such as commercial property like shopping centres and office towers, as well as international shares and foreign government bonds.

The BT Investment Funds advantage

Investment choice

You can select from a number of different investment managers across different asset classes.

Flexibility

Your investment strategy and needs may also change from time to time, so it's important that your investment offers flexibility too. BT Investment Funds gives you the ability to quickly change your investment strategy by switching between different Investment Options as needed.

Services to make investing easier

- You can check your balance and find out more about investing through our website (BT Online).
- Features such as distribution reinvestment, our Flexi Payment Plan and our Regular Investment Plan make it easier for you to manage your money in a way that suits your financial situation, goals and needs.
- Email or phone our BT Customer Relations team to get the answers to your questions.

About BT

BT is the wealth management arm of the Group.

In both Australia and New Zealand, BT provides a diverse range of investment choices, including funds managed by BT's own team and through alliances with global investment managers.

Financial advice

We recommend you obtain professional financial advice before making any investment decision.

A financial adviser can help you decide on an investment strategy that is best suited to you. They can make a detailed assessment of your financial situation, help you define your investment goals, and select products that suit your needs and your risk and return preferences.

2. At a glance

An overview of the main features of the BT Investment Funds.

Feature	Summary of benefits	See section
Investment choices	Choose from 12 Investment Options	Investment Option profiles
Investing and transacting minimums	<p>Initial investment</p> <ul style="list-style-type: none"> – The minimum initial investment amount is \$5,000 or – \$2,000 with a Regular Investment Plan. <p>Additional investment</p> <p>There is no minimum amount for additional investments including those made by a Regular Investment Plan.</p> <p>Switches</p> <p>There is no minimum switch amount.</p> <p>Withdrawals</p> <p>There is no minimum withdrawal amount.</p>	Managing your investment
Fees and other costs	<p>Contribution fees</p> <p>Nil</p> <p>Withdrawal fees</p> <p>Nil</p> <p>Other fees and costs</p> <p>Refer to the 'Fees and other costs' section of this PDS.</p>	Fees and other costs
Distributions	<p>Payment options</p> <p>You can elect to reinvest your distributions, have them paid to your existing investment in the BT Cash Management Trust or to your nominated bank account.</p> <p>Frequency</p> <p>Refer to 'Investment Option profiles' for the distribution frequency of each Investment Option.</p>	Managing your investment Investment Option profiles
Keeping you informed	<p>To keep you up to date we provide:</p> <ul style="list-style-type: none"> – transaction confirmations – taxation statements – annual reports – access to information <ul style="list-style-type: none"> – BT Online (bt.com.au) – BT Customer Relations. 	Managing your investment
Other important features	<p>Regular Investment Plan</p> <p>Make automatic monthly investments by direct debit or payroll deduction.</p> <p>Flexi Payment Plan</p> <p>Choose the payment amount you wish to receive each distribution period.</p>	Managing your investment

Important note: we may vary the investing and transacting minimums. If minimums are varied, we will inform investors in their next regular communication and online at bt.com.au/pdsupdates. For information on how we may vary fees and costs, refer to the 'Fees and other costs' section of this PDS.

3. About choosing your Investment Option

There are a range of factors to consider before choosing the Investment Option(s) that best suit your objectives, financial situation and needs.

This section covers:

- different ways to invest
- understanding the risks
- about the Investment Options
- labour standards, environmental, social and ethical considerations.

Your attitude to risk will guide you in your asset allocation decisions. For instance, if you are prepared to risk losing money in the hope of making higher returns and you have a long-term investment horizon, you may choose to invest in a higher proportion of growth assets such as shares and property. On the other hand, you may be only a few years away from retirement and would like to reduce the risk of losing part of your nest egg. In this case, you may choose to invest in a higher proportion of conservative assets such as fixed interest securities and cash.

Things to consider before investing

Before investing, it is wise to spend some time developing a personal plan that suits your objectives, financial situation and needs. A licensed financial adviser can help you work out your attitude to risk and develop an investment strategy, tailor made for you.

Different ways to invest

Asset classes explained

The four major asset classes are shares, property, fixed interest securities and cash. Alternative investments are an additional asset class.

Asset class	Benefits and risks
Shares (also known as equities) represent a part ownership in a company and are also known as equity. Investors are entitled to share in the future of that company, which may include the receipt of income (dividends), as well as the potential for capital gains if the share price rises.	Shares have historically delivered the best return of the major asset classes, over the longer term. However, they are the most volatile as their value can be impacted by the expectation of their earnings and profits, industry trends and general market sentiment.
Property includes residential, commercial and industrial property. Investments in property may be made directly or indirectly via property trusts or by buying shares in property companies which may be listed on a stock exchange. Property trusts and companies can invest into shopping centres, office towers, hotels and factories or into unlisted property investment vehicles such as private equity vehicles, mortgage securities and mortgage trusts. Property can produce a return in the form of capital growth (from the rising value of the investment) and income (typically from rent).	Property related investments are historically less volatile than shares but provide the potential for higher returns than fixed interest securities and cash. However, they are also subject to market sentiment and are influenced by general economic conditions and events that affect the overall sharemarket.
Fixed interest securities represent loans to borrowers such as governments, banks or companies who may be financing investment projects. They include bonds and structured finance products. The borrower generally pays a pre-determined rate of interest for an agreed term. When the term has expired the fixed interest security may be redeemed for cash.	Fixed interest securities are generally less volatile than shares or property but historically they have also earned less over the long term. They are also subject to movements in interest rates. Generally, as market interest rates rise, the value of the fixed interest security will fall.
Cash generally refers to investments in the short-term money market including short-term bonds issued by high quality companies or governments. 'Short term' typically refers to investments that mature in less than 12 months.	Cash is the least risky of the four major asset classes. Historically it has generated the lowest returns of the four major asset classes over the longer term and may be eroded by inflation.

Asset class	Benefits and risks
<p>Alternative investments refer to a growing range of investments that do not fall within the four main asset classes.</p> <p>Alternative investments can be based on publicly traded securities like shares, bonds and derivatives, which include hedge funds, absolute return funds and commodity investments. Some alternative investments are based on private securities; these include venture capital and private equity.</p> <p>Investment strategies that may be found in some alternative investments include the use of gearing, short selling (selling something you do not own with a view to buying it back later at a lower price) and more extensive use of derivatives.</p>	<p>Alternative investments have a very wide range of return, risk and correlation characteristics. Some have high return expectations and can be risky. Some have lower return expectations and can be less risky. Some have low correlation to the traditional asset classes although this is not always the case.</p> <p>When added to a portfolio of traditional assets they have the potential to improve the return of that portfolio, reduce the risk of that portfolio or a combination of both.</p>

Other investment techniques and securities

Investment managers may use various investment techniques and securities to protect and enhance returns.

Currency management

Investing in assets that are denominated in foreign currencies means you are exposed to movements in those currencies. Currency markets can be extremely volatile and affected by a host of factors.

Currency hedging is an investment strategy that aims to reduce currency risk, thereby protecting or potentially improving returns. However, it may also reduce the potential gain from investments. Derivatives such as forward foreign exchange contracts are used to reduce the impact of currency fluctuations.

An Investment Option with exposure to international assets can have the currency exposure unhedged, partially or fully hedged and/or actively managed.

Unhedged Investment Options are fully exposed to the impact of currency movements in the Australian dollar relative to foreign currencies for all international assets.

Passive currency management through hedging attempts to smooth out the effects of currency fluctuation. This involves either fully or partially hedging portfolios with assets denominated in foreign currencies.

Some investment managers employ active currency management. This investment approach seeks to use currency trading on foreign exchange markets as an independent source of fund returns. Active currency management has the potential to add further value but can also expose an investment fund to greater risk.

Derivatives

These are investments whose value is derived from other assets, such as shares, and may be used as part of the portfolio management process. Futures contracts and options are examples of derivatives.

Derivatives may be used to reduce risk and can act as a hedge against adverse movements in a particular market and/or in the underlying asset. Derivatives can also be used to gain exposure to assets and markets.

While derivatives offer the opportunity for significantly higher gains from a smaller investment (because of the effective exposure obtained) they can also produce significantly higher losses, sometimes in excess of the amount invested.

The investment managers are required to have strict policies and procedures on the use of derivatives. Unless specifically disclosed in this PDS, derivatives are not permitted to be used to gear the Investment Options (including within the alternative investment exposure in the diversified Investment Options).

BT External International Shares 3 invests in an underlying fund whose investment manager is permitted to use derivatives to gear the underlying fund's portfolio. Please see the Investment Strategy of BT External International Shares 3 and the BT External International Shares 3 enhanced disclosure for hedge funds for further information.

Hybrid securities

These are securities that combine both debt and equity characteristics, and are used by companies to raise money. They include convertible preference shares and notes, preferred units and stapled preference shares and notes. These securities usually provide a fixed rate of return that may be tax effective.

Understanding the risks

The relationship between risk and return

The variability of returns is known as investment risk. Generally, the higher the level of risk you are prepared to accept, the higher the potential returns, or losses.

Minimising risk through diversification

Diversification is the spreading of an investment over a range of asset classes, industry sectors and regions with the aim of reducing risk.

You can select Investment Options that:

- spread your investment across a number of asset classes such as shares, property, fixed interest securities and cash
- invest in a particular asset class
- diversify across a range of investment managers.

The seven categories of risks

The table below allows you to compare the risk of investing in each of the Investment Options. This is not a complete assessment of all forms of investment risk and you should still ensure you are comfortable with the risks and potential losses associated with the relevant Investment Option.

Risk category	Minimum suggested investment timeframe	Description	Estimated number of negative returns over any 20-year period
Very Low	Up to 2 years	Very low risk of short-term loss	Less than 0.5
Low	2 years	Low risk of short-term loss	Between 0.5 and 1
Low to Medium	3 years	Low to medium risk of short-term loss	Between 1 and 2
Medium	4 years	Medium risk of short-term loss	Between 2 and 3
Medium to High	5 years	Medium to high risk of short-term loss	Between 3 and 4
High	6 years	High risk of short-term loss	Between 4 and 6
Very High	7 years	Very high risk of short-term loss	6 or more

Investment risks

All investments carry risk. Investment risk can be managed and even minimised but it cannot be completely eliminated. It is important to understand that not all risks are foreseeable. The likely investment return and the risk of losing money is different for each managed investment scheme as different strategies carry different levels of risk depending on the underlying mix of assets that make up each Investment Option. 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.

Some common types of investment risks are outlined below.

Market risk

The risk that the market price of an asset will fluctuate as a result of factors including economic conditions, government regulations, market sentiment, local and international political events, and environmental and technological issues. Market risk may have different impacts on each type of asset, investment style and investor.

Security specific risk

The risk associated with an individual asset. The value of fixed interest securities can be affected by specific events such as changes in the perceived or actual creditworthiness of a particular issuer.

International investments risk

The risk that investing internationally in one of the major asset classes will give exposure to different or potentially greater risks that are not associated with investing in Australia. International investments may be more affected by political and economic uncertainties, lower regulatory supervision, movements in foreign currency and interest rates, and more volatile, less liquid markets.

Currency risk

The risk that for investments in international assets, a rise in the Australian dollar relative to other currencies, may negatively impact investment values and returns.

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.

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

Interest rate risk

The risk that the investment value or future returns of an asset may be adversely impacted by changes in interest rates. Interest rates may directly or indirectly affect a company's cost of borrowings as well as the value of fixed interest securities.

Credit risk

The risk of loss arising from the failure of a borrower to repay its debt or meet its obligations. It arises primarily from investments in fixed interest securities, mortgage securities and from certain derivatives.

Illiquidity risk

This is the risk that an investment may not be easily converted into cash with little or no loss of capital and minimum delay, because of either inadequate market depth or disruptions in the market place. Securities of small companies in particular may become less liquid from time to time, and especially in falling markets. Unlisted property investments may also have limited or no liquidity.

This means that it may not be possible to sell these investments or to do so in sufficient time to pay withdrawals. If this occurs, withdrawals may be suspended for the protection of all investors, even if other assets can be readily sold. For ways in which we may seek to manage liquidity, please refer to 'Managing liquidity for Investment Options with exposure to unlisted property investments – additional restrictions on withdrawals and early termination of Investment Options' in the 'Other important information' section of this PDS.

Alternative investment risk

Alternative investments may have exposure to any of the risks outlined in this section although these investments have a different risk/return profile to traditional investments. Alternative investments may have less liquidity, they may use gearing that magnifies both gains and losses and the variability of returns, and they may use short selling. Short selling involves obligations to purchase shares at some later date. Theoretically as there is no limit to how high a share price may rise, there is also no limit on the losses that can be incurred from short selling, so this increases market and operational risk.

Alternative investments are subject to certain risks that may include periods of large market falls, high volatility or reduced liquidity (i.e. the ability to sell investments immediately). In addition, losses may arise due to other factors, including poor judgement, misconduct or fraud. Use of gearing in alternative investments may magnify both gains and losses and the variability of returns. Other risks associated with alternative investment strategies may include a heavy reliance on key individuals and being based in a country or countries where the level of regulatory supervision is lower than in Australia.

Derivative risk

The value of derivatives is linked to the value of the underlying assets and can be highly volatile.

Potential gains and losses from derivative transactions can be substantial.

Gearing and leveraging risk

Gearing is the use of borrowing to invest. It increases and magnifies the volatility of investment returns and losses. Where investments are leveraged, losses can exceed the original investment.

Other risks

Product risk

To maintain the quality and diversity of our product range, we may make changes to the Investment Options at any time, including:

- adding, closing or terminating an Investment Option
- changing an Investment Option's objective, investment strategy, asset allocation neutral position and ranges or currency strategy (if any)
- changing the rules that govern an Investment Option (e.g. changing fees, notice periods or withdrawing features)
- removing or adding an investment manager or investment consultant.

In some cases we can do these things without prior notice to investors. We will advise you of any changes where we are required by law to do so.

You should be aware of these risks when investing and should be aware that not all risks can be foreseen. No matter how skilled the investment managers, or however strong the Investment Option's performance has been in the past, there is always a chance you could receive back less than you invested. Investment returns are volatile and can go up and down. The future performance of an Investment Option is not guaranteed and past performance is not a guide to future performance. You may lose money no matter which Investment Option you invest in.

Counterparty risk

The risk of loss resulting from a counterparty not meeting their obligations due to a dispute over terms, the insolvency, financial distress or bankruptcy of a counterparty used by the investment managers.

About the Investment Options

An Investment Option may invest directly or indirectly in a range of investments in order to implement its investment strategy, including by investing in underlying funds.

Currently, each Investment Option either:

- has an appointed investment manager to manage the Investment Option's assets; or
- invests into an underlying fund managed by an investment manager.

Pendal Institutional Limited ABN 17 126 390 627, AFSL 316455 (Pendal) has been appointed as investment manager of the following Investment Options:

- BT American Share Fund
- BT Asian Share Fund
- BT Australian Share Fund
- BT European Share Fund
- BT Future Goals Fund
- BT International Fund
- BT Smaller Companies Fund.

The following Investment Options invest into underlying funds managed by Pendal:

- BT Cash Management Trust invests into the Pendal Managed Cash Fund ARSN 088 832 491, APIR WFS0245AU
- BT Imputation Fund invests into the Pendal Imputation Trust ARSN 094 645 468 APIR RFA0058AU
- BT Property Securities Fund invests into the Pendal Property Trust ARSN 089 935 339, APIR RFA0816AU
- BT Technology Fund invests into the Pendal Technology Trust ARSN 091 736 677, APIR PDL7822AU.

Each underlying fund is a registered managed investment scheme under the Corporations Act. The responsible entity of the underlying funds is Pendal Fund Services Limited ABN 13 161 249 332, AFSL 431426.

BT External International Shares 3 invests into Platinum International Fund ARSN 089 528 307, APIR PLA0002AU, a registered managed investment scheme under the Corporations Act. The responsible entity and investment manager of Platinum International Fund is Platinum Investment Management Limited ABN 25 063 565 006, AFSL 221935.

Where an investment manager has been appointed to manage the Investment Option's assets, the investment manager may invest the assets into managed funds that it operates or it may manage the Investment Option's assets directly.

We regularly monitor and review the compliance of the investment managers and the performance of all Investment Options.

Investing in the Investment Options

An investment in the Investment Options is not a direct investment in the underlying fund(s) operated by or investment in by the external investment manager(s). Consequently, the following may differ from that of the underlying fund(s).

- Asset allocations – we may retain cash to ensure more timely processing of withdrawals, so the asset allocation neutral position of our Investment Option will differ from that of the underlying fund(s).
- Performance – due to factors such as valuation timing differences, differences in fees and charges, distributions (as we may retain cash for liquidity purposes) and higher cash holdings, the performance of our Investment Option may not track that of the underlying fund(s).

An important note about references to assets and asset classes

A reference in this PDS to an Investment Option investing in a specific asset or asset class includes all types of investments which give exposure to that asset or the related asset class, directly or indirectly, including through derivatives and investment in other funds (including other BT funds), and through any type of investment which would ordinarily be understood in financial markets to be included in that class. For example, investment in 'Australian shares' includes investment in Australian share futures, derivatives based on an index of Australian shares, or funds which invest primarily in Australian shares. 'Australian shares' also includes any shares, units or other securities listed on an Australian exchange or issued or guaranteed by an Australian entity. A statement that an Investment Option invests in a particular class of asset does not preclude investment in other types of assets where the investment manager considers it appropriate to do so in the interests of investors.

Changes to investment managers and Investment Options

BT reviews investment managers and Investment Options to ensure we continue to offer a quality range of Investment Options. As part of this review process, we may remove or add an investment manager. An investment manager may change which assets it manages internally or externally. We may change an investment manager and change the name of the corresponding Investment Option.

We can change the Investment Option objective and strategy (including the benchmark), asset allocation neutral position and ranges, and currency strategy (if any), without prior notice. We provide no assurance that any Investment Options currently available in the PDS will continue to be available in the future.

We may do these things at any time and in some cases, without notice. Where we do not give notice we will notify investors of any material changes relating to investment managers or the Investment Options in the next regular communication following the change, or as otherwise required by relevant law.

Changes to investment managers together with information about current investment managers for particular Investment Options will generally be posted on our website at bt.com.au/pdsupdates.

Additional information relating to hedge funds

Where required under applicable legislative or regulatory requirements, additional information in relation to Investment Options which are 'hedge funds' will be made available online at bt.com.au/pdsupdates.

Labour standards, environmental, social and ethical considerations

We don't take labour standards or environmental, social or ethical considerations into account when making investment decisions (including investment into an underlying fund, where applicable) or appointing investment managers.

The investment managers may have their own policies to determine if these factors are taken into account when making investment decisions, however we don't require them to do so.

4. Understanding Investment Option profiles

Key to understanding the Investment Option profiles

Risk category	<p>Investing involves risk. Before making an investment choice you should consider the length of time your money will be invested, the amount of money you are investing, your attitude to risk, the level of risk you are comfortable with, the level of earning you are expecting from your investments and other investments you may already have.</p> <p>For a description of each category (including the minimum suggested investment timeframe), please refer to 'The seven categories of risks' in the section 'Understanding the risks' in this document.</p>
Investment objective	<p>Details the return the Investment Option aims to provide. Where an Investment Option aims to provide an 'overall return' against a benchmark, this return is before the deduction of fees and other costs. The aim for each Investment Option represents the current target which may change over time. These aims may not be achieved and we do not forecast or guarantee the performance of any Investment Option.</p>
Investment strategy	<p>The strategy describes the process used by the investment manager when investing in the relevant asset classes to achieve the investment objective.</p>
Investment manager	<p>The investment manager appointed to manage an Investment Option or the underlying fund that an Investment Option invests in. The investment manager is responsible for day-to-day investment decisions such as buying, holding or selling assets within the Investment Option or underlying fund (as applicable).</p>
Benchmark	<p>The term 'benchmark' here refers to an index or measurement that is used by an investment manager to assess the relative risk and the performance of an Investment Option. For the diversified Investment Options, the benchmark is a weighted average of various indices used by each investment manager, according to the asset allocation neutral position and ranges shown in the profiles. Details of any changes can be found on our website at bt.com.au/pdsupdates.</p>
Asset allocation neutral positions (NP) and ranges	<p>Details the ranges for the asset classes in which each Investment Option invests and, where applicable, asset allocation neutral positions (NP). The asset allocation neutral position is the starting point for all asset allocation decisions. The investment manager may adjust the exposure within the specified minimum and maximum ranges based on investment views. Details of any change in neutral positions and ranges can be found on our website at bt.com.au/pdsupdates.</p>
Investment manager's currency strategy	<p>Outlines the strategy that the investment manager adopts to manage the currency exposure of any international assets that an Investment Option holds.</p>
Distribution frequency	<p>The frequency that the Investment Option may make distribution payments.</p>

More information

Performance information

The latest information about the performance of the Investment Options is available from our website at bt.com.au/personal/prices-and-performance, BT Customer Relations or your financial adviser.

How we calculate performance

Performance figures (post-fee) are calculated in accordance with the Financial Services Council (FSC) standards.

Total returns for the BT Cash Management Trust are calculated:

- to the first day of each month using average daily distribution yields
- taking into account management costs of the Investment Option.

Total returns for other Investment Options are calculated:

- to the last day of each month using exit prices
- taking into account management costs of the relevant Investment Option
- assuming reinvestment of distributions (which may include net realised capital gains from the sale of assets of the relevant Investment Option).

No reduction is made to the unit price (or performance) to allow for tax you may pay as an investor, other than withholding tax on foreign income (if any). Certain other fees such as contribution fees or withdrawal fees (if any) are not taken into account.

The most recent past performance information is available on our website at bt.com.au/personal/prices-and-performance, or by calling 132 135 (Australian investors) or 0800 800 661 (New Zealand investors). Performance figures (pre-fee) are calculated by adding back management costs to the post-fee performance.

Investments can go up and down, and past performance is not necessarily indicative of future performance. Where an Investment Option has a minimum suggested investment timeframe, it may not be appropriate to compare performance to the benchmark (if any) over shorter periods.

Changes to Investment Option details

We have the right to change the Investment Option objective and investment strategy (including the benchmark), asset allocation neutral position and range, and currency strategy (if any), without prior notice in some cases. We will inform investors of any material change to the Investment Option details in their next regular communication or as otherwise required by relevant law. For details about how to obtain up to date Investment Option information, please refer to 'Updated information' in the front section of this PDS.

BT External International Shares 3 enhanced disclosure for hedge funds

The Australian Securities and Investments Commission (ASIC) has issued a set of benchmarks and disclosure principles, contained in ASIC Regulatory Guide 240: Hedge Funds: Improving disclosure (RG 240), which is aimed at helping investors understand and assess hedge funds.

The disclosure benchmarks and principles set out in RG 240 only apply to the BT Investment Funds Investment Option referred to as Platinum International (the Fund), being BT External International Shares 3 (ARSN 105 250 726).

The Responsible Entity of the Fund is Westpac Financial Services Limited (WFSL) ABN 20 000 241 127, AFSL 233 716.

The Fund will fall within the definition of a 'fund of hedge funds' because it invests in another fund, Platinum International Fund ARSN 089 528 307 (the Platinum Underlying Fund), which has been identified as a hedge fund for the purposes of RG 240.

What additional information should I expect?

ASIC requires a responsible entity of a fund of hedge funds to enhance existing disclosure by providing specific information regarding how the fund's assets are valued, the periodic reporting it will provide and the relevant details set out in the disclosure principles outlined under RG 240.

Enhanced disclosure for the Fund

The table in Section 1 below summarises the benchmarks and principles relevant to the Fund, for which Westpac Financial Services Limited (WFSL) is the Responsible Entity. The information relevant to the Platinum Underlying Fund is set out separately in Section 2: Platinum Underlying Fund Information.

Section 1 – BT External International Shares 3

Disclosure benchmarks

Benchmark	Description
1. Valuation of assets	<p>The Fund's underlying non-exchange traded assets are not valued by an independent administrator or independent valuation service provider considering the Fund invests wholly into the Platinum Underlying Fund.</p> <p>Refer to 'Unit prices' in the 'Managing your investment' section for further information.</p> <p>Refer to page 15 for further information on the valuation of assets for the Platinum Underlying Fund.</p>
2. Periodic reporting	<p>Refer to 'Additional disclosure information' in the 'Managing your investments' section for further information.</p> <p>Refer to page 15 for further information on the periodic reporting for the Underlying Fund.</p>

Disclosure principles

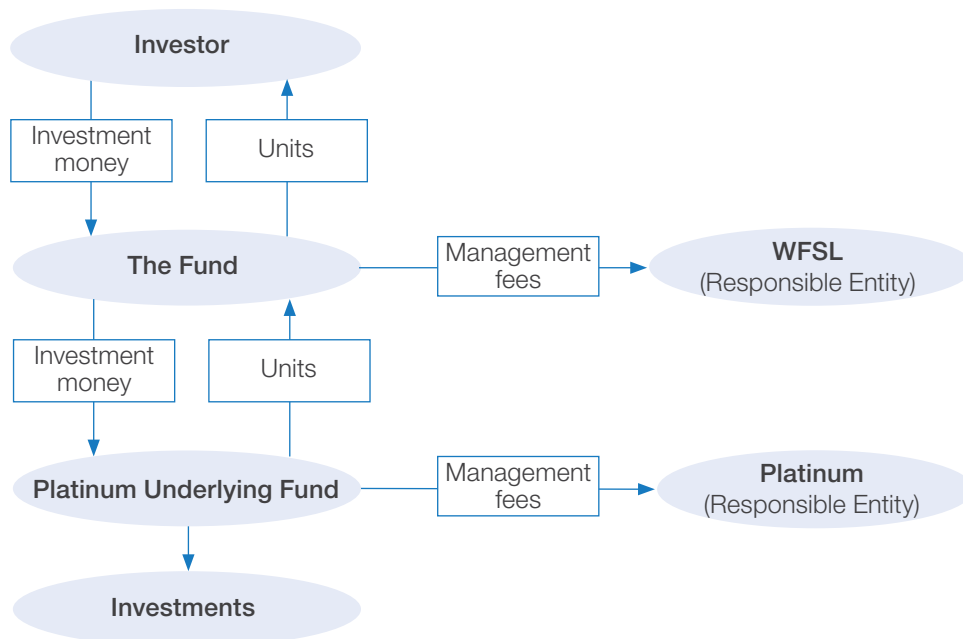
1. Investment strategy	<p>The Fund invests wholly into the Platinum Underlying Fund and therefore has the same investment strategy as the Platinum Underlying Fund.</p> <p>WFSL focuses on a range of factors including skills of key staff, organisational strength and stability, investment process and philosophy, business management, service capabilities and technology when selecting an underlying fund in which to invest. WFSL is responsible for selecting, monitoring and, where appropriate, replacing these underlying investment managers. WFSL may also use the services of specialist investment consultants to assist where we consider it appropriate.</p> <p>Refer to the 'changes to investment managers and Investment Options' in the 'About choosing your Investment Option' section, and 'Changes to Investment Option details' in the 'Investment Option profiles' section for further information.</p> <p>Refer to Section 2 – Underlying Fund Information for further information on the investment strategy for the Platinum Underlying Fund.</p>
2. Investment manager	<p>WFSL is the Responsible Entity for the Fund. The Fund invests wholly into the Platinum Underlying Fund. The investment manager and responsible entity for the Platinum Underlying Fund is Platinum Investment Management Limited ABN 25 063 565 006 AFSL 221935 (Platinum). Refer to page 19 of this document for further information on the investment manager and responsible entity for the Platinum Underlying Fund.</p> <p>WFSL may remove or replace the investment manager by making a full redemption of units in the Platinum Underlying Fund, where the Platinum Underlying Fund is open to redemptions. Refer to the 'changes to investment managers and Investment Options' in the 'About choosing your Investment Option' section for further information.</p>

Benchmark	Description
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Disclosure principles

3. Fund structure

The Fund invests wholly into the Platinum Underlying Fund. Please refer to the below diagram for the investment structure.



Key service providers:

Key service providers	Scope of service	Jurisdiction
Platinum Investment Management Limited (trading as Platinum Asset Management)	Investment manager and responsible entity of the Platinum Underlying Fund	Australia
JPMorgan Chase Bank, N.A. (Sydney Branch) (JPM)	Custodian of the Fund	Australia
PricewaterhouseCoopers (PwC)	Auditor of the Fund	Australia

WFSL has entered into, or enters into from time to time, a separate agreement with each key service provider which sets out the terms and conditions of the engagement, as well as any consequences of any breaches to the terms of the engagement.

WFSL has in place procedures to periodically monitor key service providers with the aim of ensuring services rendered are in accordance with the service agreements and service level standards (where applicable), or otherwise in accordance with applicable law or industry standards.

Related party arrangements

There are no related party arrangements for the Fund.

Material arrangements

There are no material arrangements in connection with the Fund that are not on arm's length terms.

Risks

The Fund invests wholly in the Platinum Underlying Fund. This means that it shares the same risks as the Platinum Underlying Fund.

Refer to Section 2 – Platinum Underlying Fund Information for further information on the fund structure for the Platinum Underlying Fund.

Benchmark	Description
4. Valuation, location and custody of assets	<p>The Fund invests wholly in the Platinum Underlying Fund. Unit prices for the Platinum Underlying Fund are received from the responsible entity of the Platinum Underlying Fund and used to value the assets of the Fund.</p> <p>WFSL has appointed JPM as the custodian of the Fund to hold the assets of the Fund (the units in the Platinum Underlying Fund) on the terms set out in the custody agreement between the parties. Refer to 'Unit prices' in the 'Managing your investment' section for further information.</p> <p>Refer to Section 2 – Platinum Underlying Fund Information for further information on the valuation, location and custody of assets for the Platinum Underlying Fund.</p>
5. Liquidity	<p>During normal market conditions, WFSL expects to be able to realise at least 80% of the Fund's assets at the value ascribed to those assets in calculating the Fund's net asset value, within 10 days.</p> <p>During periods of abnormal market conditions or extreme volatility, normally liquid assets may become illiquid meaning that it may not be possible to realise these investments in sufficient time to pay Fund withdrawal proceeds. If this occurs, we may suspend withdrawals from the Fund for the protection of investors of the Fund.</p> <p>Refer to 'Illiquidity risk' in the 'About choosing your Investment Option' section, and 'Restrictions' in the 'Other important information' section for further information.</p> <p>Refer to Section 2 – Platinum Underlying Fund Information for further information on the liquidity disclosure for the Platinum Underlying Fund.</p>
6. Leverage	<p>The Fund does not use leverage. However, it may be used by the Platinum Underlying Fund. Refer to Section 2 – Platinum Underlying Fund Information for further information on the use of leverage by the Platinum Underlying Fund.</p>
7. Derivatives	<p>The Fund does not use derivatives. However, it may be used by the Platinum Underlying Fund. Refer to Section 2 – Platinum Underlying Fund Information for further information on the use of derivatives by the Platinum Underlying Fund.</p>
8. Short selling	<p>The Fund does not use short selling. However, it may be used by the Platinum Underlying Fund. Refer to Section 2 – Platinum Underlying Fund Information for further information on the use of short selling by the Platinum Underlying Fund.</p>
9. Withdrawals	<p>During normal market conditions, there are no significant risk factors or limitations that may affect the ability for investors to withdraw.</p> <p>During periods of abnormal market conditions or extreme volatility, normally liquid assets may become illiquid meaning that it may not be possible to realise these investments in sufficient time to pay Fund withdrawal proceeds. If this occurs, we may suspend withdrawals from the Fund for the protection of investors of the Fund.</p> <p>Investors can exercise their right to withdraw by providing withdrawal instructions to us.</p> <p>Refer to 'Processing times for applications and withdrawals' and 'Restrictions' in the 'Managing your investment' section for further information.</p>

Section 2 – Platinum Underlying Fund Information

Information from the responsible entity of the Platinum Underlying Fund

The table below summarises the benchmarks and principles relevant to the Platinum Underlying Fund. We have relied on information provided by the responsible entity of the Platinum Underlying Fund, being Platinum, to prepare this table. The responsible entity of the Platinum Underlying Fund has consented to the relevant statements relating to the responsible entity and the Platinum Underlying Fund in the table below and has not withdrawn its consent before the date of this disclosure notice.

Page references made throughout the tables below refer to relevant page number of the Platinum Trust Product Disclosure Statement (Platinum PDS), available here: www.platinum.com.au/PlatinumSite/media/Default/pt_pds.pdf or upon request at no charge, by contacting us.

Disclosure benchmarks

Benchmark	Description
1. Valuation of non-exchange traded assets	Generally, the Platinum Underlying Fund assets are valued using a price provided by State Street Australia Limited (SSAL). In certain rare circumstances, independent valuations may not be available, for example for certain private equity investments. In these instances, prices are determined in accordance with a valuation methodology that has been approved by Platinum's board of directors having regard to certain inputs provided by independent third parties. Platinum may also make adjustments to the value of a non-exchange traded asset as provided by SSAL where in Platinum's reasonable opinion the value is not a fair reflection of the value that would reasonably be obtained if the asset were to be sold in the market. Platinum's Securities Valuation Committee has established procedures and controls for reviewing, approving and documenting any changes to values provided by SSAL.
2. Periodic reporting of key information	Platinum has policies in place to make available on their website the following information for the Platinum Underlying Fund as soon as practical after the relevant period: <ul style="list-style-type: none">– daily unit prices– monthly<ul style="list-style-type: none">– month-end invested positions/asset allocation– month-end net performance after fees, costs and fund taxes– changes to key service providers (if any)– material changes to the risk profile (if any)– material changes to the strategy (if any)– changes in the individuals playing a key role in investment decisions (if any)– annually<ul style="list-style-type: none">– liquidity profile of the Platinum Underlying Fund– maturity profile of financial liabilities relative to the liquidity profile of the portfolio assets– leverage ratio of the portfolio– derivative counterparties engaged

1. Investment strategy **Investment strategy and typical assets**

Platinum seeks investments in companies whose businesses and growth prospects are being inappropriately valued by the market. For more information on Platinum's 'Investment Strategy' – refer to page 4 of the Platinum PDS.

The Platinum Underlying Fund's Constitution permits a wide range of investments. However, Platinum typically invests in listed equity securities of companies, cash and cash equivalents, derivatives (including OTC derivatives) and foreign exchange transactions. Please refer to page 34 of the Platinum PDS for more information.

The Platinum Underlying Fund will not invest in unlisted equity securities, except in the case of initial public offers of securities, or where an unlisted securities holding arises inadvertently, for example due to a corporate event. Any investments in such unlisted securities will be kept to a minimal amount at all times.

The use of leverage, derivatives and short selling by the Platinum Underlying Fund is outlined in more detail on pages 12 to 14 of the Platinum PDS.

Investment returns

In Platinum's opinion, investing in a broad range of companies whose businesses and growth prospects are being inappropriately valued by the market provides a foundation for long-term investment returns. For more information on Platinum's 'Investment Strategy' – refer to page 4 of the Platinum PDS.

Investment return assumptions

Investing in the shares of a company is a claim on the underlying profits of a company's business. In simple terms, investment returns are determined by amongst other things: initial valuation, subsequent performance of the business, and valuation of the company at the end of the period. The assessment of a company's future prospects is a very significant and challenging part of the day-to-day process of investing. Not only do general economic conditions play a part, but issues such as the behaviour of competitors, technological change, government regulation and management decisions all have a bearing on the future outcomes for a company. Also understanding the future valuation that a company will attract is no simple task as often this can change quite dramatically with changes in growth rates of earnings.

Diversification guidelines and limits

The Platinum Underlying Fund will typically have a net equity exposure of between 50-100% of its portfolio value. In general, the Platinum Underlying Fund will seldom invest more than 5% of the Platinum Underlying Fund's NAV in the securities of a single issuer.

Risks of strategy

You could lose money by investing in the Platinum Underlying Fund and the Platinum Underlying Fund could underperform other investments. Performance may differ significantly from industry benchmarks such as indices issued by MSCI Limited. You should expect the Platinum Underlying Fund's unit price and total return to fluctuate within a wide range. The Platinum Underlying Fund's performance could be affected by:

Manager risk: The Platinum Underlying Fund's performance depends on the expertise and investment decisions of Platinum. Platinum's opinion about the intrinsic worth of a company or security may be incorrect, the Platinum Underlying Fund's investment objective may not be achieved and the market may continue to undervalue the securities held by the Platinum Underlying Fund.

Market risk: Security prices may decline over short or extended periods due to general market conditions, including but not limited to, inflation, foreign currency fluctuations and interest rates.

Disclosure principles**Description****1. Investment strategy
(continued)**

Portfolio asset risk: Investments in equity and equity related securities generally have greater price volatility risk than debt securities. The value of securities held in the Platinum Underlying Fund may decline because of the quality of a company's management, financial condition, operations and the general health of the sector in which the company operates. Share markets can experience exceptionally high levels of volatility affecting the value of the securities traded in those markets.

Derivative risk: Investments in derivatives may cause losses associated with changes in market conditions, such as fluctuation in interest rates, equity prices or exchange rates and, changes in the value of a derivatives may not correlate perfectly with the underlying asset. Derivative transactions may be highly volatile and can create investment leverage, which could cause the Platinum Underlying Fund to lose more than the amount of assets initially contributed to the transaction. As Over-the-Counter (OTC) derivatives are customised instruments, the Platinum Underlying Fund may be unable to liquidate the derivatives contract at a fair market price within a reasonable timeframe. The OTC counterparty may be unable or unwilling to make the required delivery of the security or make the required payments.

Short selling risk: Short selling can be seen as a form of leverage and may magnify the gains and losses achieved in the Portfolio. While short selling may be used to manage certain risks exposure in the Portfolio, it may also have a significantly increased adverse impact on the return. Losses resulting from a short position may exceed the amount initially invested.

Currency risk: Investing in assets denominated in a currency other than the Platinum Underlying Fund's base or reporting currency may cause losses resulting from exchange rate fluctuations. Platinum may choose to not hedge or any hedging strategies employed may not be successful.

Foreign issuer risk: Investments in foreign companies may decline in value because of sovereign, political, economic or market instability; the absence of accurate information about the companies; risks of unfavourable government actions such as expropriation and nationalisation. Such securities may be less liquid, more volatile, and harder to value. In times of market disruptions (including but not limited to market closures), security prices may be delayed or unavailable. Some countries may have different legal systems, taxation regimes, auditing and accounting standards with less governmental regulation and transparency. These risks may be higher when investing in emerging markets.

Liquidity risk: The Platinum Underlying Fund may not be able to purchase or sell a security in a timely manner or at a desired price or achieve its desired weighting in a security.

Counterparty risk: The risk of loss resulting from a counterparty not meeting its obligations due to a dispute over terms, the insolvency, financial distress or bankruptcy of a counterparty used by Platinum.

Global pandemic risk: Health pandemics could significantly affect the industries that the Platinum Underlying Fund invests in, as well as the normal operations of financial markets and the operation of Platinum, its service providers and counterparties.

Operational risks: The following risks may adversely affect the Platinum Underlying Fund and its performance: the Platinum Underlying Fund could terminate, its features could change, Platinum may not be able to continue to act as a Responsible Entity of the Platinum Underlying Fund; third party service providers engaged by Platinum for the Underlying may not properly perform their obligations and duties to Platinum; or circumstances beyond the reasonable control of Platinum may occur, such as failure of technology or infrastructure, or natural disasters.

General regulatory and tax risk: This is the risk that a government or regulator may introduce regulatory and/or tax changes, or a court makes a decision regarding the interpretation of the law, which affects the value of the Platinum Underlying Fund's assets or the tax treatment of the Platinum Underlying Fund and its investors. These changes are monitored by Platinum and action is taken, where appropriate, to facilitate the achievement of the investment objectives of the Platinum Underlying Fund. However, Platinum may not always be in a position to take such action.

Disclosure principles	Description
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1. Investment strategy (continued)

Performance fee risk: Where performance fees are charged, Platinum may have an incentive to take higher investment risks in the Platinum Underlying Fund. Platinum has a duty to act in the best interest of the investors of the Platinum Underlying Fund. Platinum's investment strategy is applied with the aim of deriving prospects for investment – this includes peer review of investment choices to investigate the merits of the case and the achievements that are expected from a company. Portfolio managers and associated investment staff are required to comply with Platinum's conflict management policies and to operate within Platinum's compliance and risk management frameworks.

Please consult with a licensed financial adviser to determine your own risk/reward profile.

Risk management strategy

Risk management is an integral part of good management and corporate governance practice. However, in relation to any investment strategy, an element of risk is inevitable. Platinum views risk primarily as the prospect of losing investors' capital. The greatest risk factor is the Platinum Underlying Fund's security exposure and Platinum monitors and controls risk through the following channels:

- Risk management is core to Platinum's stock selection process. As a result of Platinum's investment approach, the key risks in the Platinum Underlying Fund are the specific risks associated with each individual stock position. Platinum view specific stock risk as a function of their knowledge base on the company and seek to manage and reduce risk via a process of thorough and in-depth research, detailed scrutiny by the relevant analysts and their peer group as well as ongoing monitoring. Within the Platinum Underlying Fund, care will be taken to avoid excessive exposure to areas that have a high co-variance.
- Platinum's index-agnostic approach also contributes to the control of the absolute risk of the Platinum Underlying Fund.
- From time to time, Platinum may utilise derivatives to manage risk, such as:
 - selling index futures or buying index put options to reduce market risk in the Platinum Underlying Fund; and
 - where Platinum has identified stocks that Platinum believes to be overvalued, buying put options over that stock or taking short positions in the stock (see 'Disclosure Principle 7: Derivatives' on page 13 of the Platinum PDS for more details).

Platinum manages risk associated with currency exposure through the use of derivatives contracts (e.g. foreign exchange forwards, swaps, non-deliverable forwards and currency options) and spot foreign exchange trades.

Platinum also has a documented Risk Management Policy and have implemented a risk management framework which is based on the standard AS/NZS ISO 31000:2009 Risk Management Principles and Guidelines.

Investment strategy changes

Investors of the Platinum Underlying Fund will be notified of any such changes in accordance with Platinum's obligations under the Corporations Act.

Disclosure principles **Description**

2. Investment manager **Regulatory findings**

There have been no significant adverse findings against Platinum.

Portfolio Managers

Portfolio Manager	Fund	Qualifications	Investment management experience	Years with Platinum
Andrew Clifford (Chief Executive Officer and Co-Chief Investment Officer)	Platinum International Fund	BCom (Hons), Dip. SIA	35 years	35 years
Clay Smolinski (Co-Chief Investment Officer)	Platinum International Fund	BCom	18 years	18 years

Platinum's Portfolio Managers are investment analysts with stock research responsibilities and retain ultimate responsibility for the Platinum Underlying Fund's portfolio construction. The Platinum Underlying Fund' investment personnel spend as much time as required to accomplish the investment objectives of the Platinum Underlying Fund.

There have been no regulatory findings against any of Platinum's Portfolio Managers.

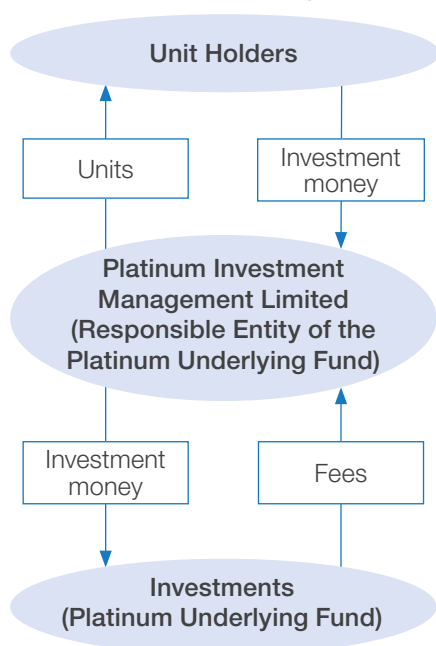
3. Fund structure

Investment Structure

The Platinum Underlying Fund is a managed investment scheme registered with the Australian Securities and Investments Commission (ASIC).

Platinum is ultimately owned by Platinum Asset Management Limited (ABN 13 050 064 287), a company listed on the ASX (ASX ticker: PTM).

Flow of investment money



Service Providers



Disclosure principles	Description
3. Fund structure (continued)	<p>Key service providers</p> <p>Custodian – Platinum has appointed State Street Australia Limited (SSAL) to act as global custodian for the Platinum Underlying Fund.</p> <p>Auditor – PricewaterhouseCoopers (PwC) is the registered company auditor for the Platinum Underlying Fund. The auditor’s role is to audit the Platinum Underlying Fund’s compliance plan and annual financial report (which includes the financial statements), perform a half-yearly review (if required), and to provide an opinion on the financial statements.</p> <p>Valuation of fund assets – Platinum has appointed SSAL to value the assets of the Platinum Underlying Fund and calculate the daily unit price.</p> <p>Monitoring service providers</p> <p>Platinum has in place procedures to periodically monitor key service providers to provide reasonable assurance that:</p> <ol style="list-style-type: none"> 1. services rendered are in accordance with written agreements and service level standards; and 2. there is integrity in the data and information provided by service providers to Platinum. <p>Related party</p> <p>Platinum may, in its personal capacity, invest in the Platinum Underlying Fund it manages. Directors of Platinum may invest in the Platinum Underlying Fund managed by Platinum.</p> <p>Material arrangement</p> <p>There are no material arrangements in connection with the Platinum Underlying Fund that are not on arm’s length terms.</p> <p>Jurisdictions of entities in the Platinum Underlying Fund’s structure</p> <p>All entities involved in the Platinum Underlying Fund’s structure are based in Australia. Platinum and SSAL are subject to the jurisdiction of ASIC and the Australian Transaction Reports and Analysis Centre (AUSTRAC).</p> <p>Risks of holding assets overseas</p> <p>Generally, the Platinum Underlying Fund’s securities are held in custody by SSAL and sub-custodians engaged by SSAL and/or State Street Bank and Trust Corporation (“SSBT”), located globally. Certain securities are held in omnibus accounts consistent with local market practice and in accordance with ASIC Regulatory Guide 133. In respect of these omnibus accounts, Platinum Underlying Fund investments are always separately identified in the books and records of SSAL.</p>

Disclosure principles**Description****4. Valuation, location and custody of assets****Valuation policy**

Platinum has appointed SSAL to value the assets of the Platinum Underlying Fund. The NAV of the Platinum Underlying Fund is calculated in accordance with the Platinum Underlying Fund's Constitution. The assets of the Platinum Underlying Fund are normally valued on each Business Day. Generally, SSAL values the Platinum Underlying Fund's assets using market prices that are electronically sourced from third party data vendors. SSAL may also source prices from brokers in certain circumstances.

If, in Platinum's reasonable opinion, the value of an asset as provided by SSAL is not a fair reflection of the value of the asset that would reasonably be obtained if the asset were to be sold in the market, Platinum's Securities Pricing Committee has established procedures and controls for reviewing, approving and documenting changes to SSAL's valuation.

Unlisted assets, such as private equity investments, are valued using a price determined by Platinum in accordance with a valuation methodology that has been approved by Platinum's board of directors having regard to certain inputs as provided by independent third parties.

Asset types and allocation ranges

The principal investments in the Platinum Underlying Fund are international equities.

Types of asset	Allocation range (%)
International equities	0 – 100
Cash and cash equivalents	0 – 100

Cash and cash equivalents typically represents less than 40% of the Platinum Underlying Fund's NAV. The Platinum Underlying Fund may invest in bullion and other physical commodities, but the total value of such investments at the time of acquisition will not exceed 20% of the NAV of the Platinum Underlying Fund.

Geographic location of assets

The Platinum Underlying Fund primarily invest in equity and equity related securities of international companies including those in emerging or frontier markets. For the geographic location of invested positions in the Platinum Underlying Fund, please refer to the 'Invested position' information for the Platinum Underlying Fund on page 18 of the Platinum PDS.

Geographic location of any material asset

A material asset is a significant holding or exposure relative to the Platinum Underlying Fund's total assets. In general, the Platinum Underlying Fund will seldom invest more than 5% of the Platinum Underlying Fund's NAV in the securities of a single issuer (at the time of investment). For the geographic location of invested positions in the Platinum Underlying Fund, please refer to the 'Invested position' information for the Platinum Underlying Fund on page 18 of the Platinum PDS.

Custodial arrangements

Platinum has appointed SSAL to act as global custodian for the Platinum Underlying Fund. Platinum Underlying Fund assets are generally held by SSAL and sub-custodians engaged by SSAL or State Street Bank and Trust Corporation ("SSBT"). The securities of the Platinum Underlying Fund are clearly identified from the assets of Platinum, SSAL, SSBT, third party sub-custodians and SSAL's other clients. SSAL custody staff are independent of Platinum and SSAL plays no investment management role. Generally, cash is deposited with SSBT or otherwise with the relevant local sub-custodian, in each case as banker. The custody agreement between Platinum and SSAL sets out the required standard of care and conduct required of SSAL and its sub-custodians in accordance with ASIC Regulatory Guide 133 and complies with the content requirements for custody agreements under ASIC Class Order [CO 13/1409]. SSAL and SSBT monitor their sub-custodians and require them to exercise reasonable care in carrying out the terms specified in their sub-custodial agreements. For assets custodied at SSAL, Platinum performs a daily reconciliation to SSAL records.

Platinum may also self-custody certain unlisted securities and rights in respect of OTC derivatives contracts, and may open deposit accounts on behalf of the Funds with Australian banks. Platinum holds these assets on trust for the Platinum Underlying Fund and ensures that such assets are identified as belonging to the Platinum Underlying Fund and are not the assets of Platinum.

Disclosure principles	Description
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5. Liquidity The Platinum Underlying Fund primarily invests in listed international equities traded on regulated exchanges.

Platinum generally maintains adequate cash levels in the Platinum Underlying Fund for the settlement of trades and to meet withdrawals made during the normal course of business.

6. Leverage **Use of leverage and restrictions on the use of leverage**

Leverage can be defined as the use of financial products (such as derivatives) or borrowing (such as a margin facility) to amplify the exposure of capital to an investment.

The Platinum Underlying Fund may gain leveraged market exposure through the use of derivatives.

Investment restrictions in relation to the use of derivatives are detailed below under Disclosure Principle 7: Derivatives.

Whilst there is no restriction on borrowing in the Platinum Underlying Fund's Constitution, it is Platinum's policy not to borrow on behalf of the Platinum Underlying Fund except to the extent short-term overdrafts arise from trade settlement delays. If Platinum amends this policy, Platinum will notify investors of the Platinum Underlying Fund by placing a notice on their website.

Source of leverage including type

The Platinum Underlying Fund may use derivatives including futures, options, swaps, credit default swaps and related instruments, to leverage the Platinum Underlying Fund.

Collateral usage

Derivative positions are collateralised with cash. No security holding of the Platinum Underlying Fund is used as collateral. The Platinum Underlying Fund is exposed to counterparty risk as described in 'Disclosure Principle 1: Investment strategy' on page 7 of the Platinum PDS.

Maximum anticipated and allowed level of leverage

The maximum allowable leverage in the Platinum Underlying Fund is 150% of the NAV of the Platinum Underlying Fund, that is, for every \$1 invested, the gross invested position of the Platinum Underlying Fund taking into account all securities and derivatives held (excluding currency derivatives), is limited to \$1.50. For the purposes of this calculation, the notional value of the derivatives is used. Further, this limitation includes all positions and does not allow for netting of any offsetting positions.

Although the maximum allowable leverage in the Platinum Underlying Fund is 150% of the NAV of the Platinum Underlying Fund, the Platinum Underlying Fund's positions in long securities and derivatives would not typically be greater than 100% of the Fund's NAV. Derivatives can be used to establish short positions in securities and thus reduce the Platinum Underlying Fund's net exposure to markets. The notional value of derivatives (excluding currency derivatives) may not exceed 100% of the NAV of the Platinum Underlying Fund.

The table below outlines the history of the use of leverage in the Platinum Underlying Fund.

Restrictions on Leverage and the Platinum Underlying Fund's Experience Over 5 Years to 30 June 2023

Figures are as a percentage of the Platinum Underlying Fund's NAV.

	Allowable		Average	Last 5 years*	
	Maximum	Minimum	Highest	Lowest	
Gross (Long +Short)	150%	50% ¹	101%	118%	92%
Long positions	150%	50% ¹	86%	95%	76%
Short positions	50% ¹	0%	15%	28%	4%
Net (Long – Short)	150% ²	50% ¹	72%	88%	54%

¹ This restriction is implied only by the Fund's requirement to be "typically at least 50% net invested".

² Though maximum is 150%, typically the actual position will be 100%.

* Based on month-end positions.

Disclosure principles	Description
6. Leverage (continued)	<p>Impact of leverage on investment returns and losses</p> <p>The maximum allowable leverage with greatest impact on the Platinum Underlying Fund returns would likely be where the Platinum Underlying Fund was 150% long. In such a case, if the value of the Platinum Underlying Fund's securities (or the underlying securities of derivatives) increased in value by 10%, the increase in the Platinum Underlying Fund's value would be 15%.</p> <p>Conversely, a fall of 10% in the value of the Platinum Underlying Fund's securities (or the underlying securities of derivatives) would result in a fall of the Platinum Underlying Fund's value of 15%.</p> <p>It should be noted that as per the table above the Platinum Underlying Fund has not historically held positions of this magnitude.</p>
7. Derivatives	<p>Purpose and rationale for the use of derivatives</p> <p>Platinum may use derivatives:</p> <ul style="list-style-type: none"> – for risk management purposes; – to take opportunities to increase returns; – to create a short position in a securities or indices; – to manage currency exposures; – to establish positions in securities that may otherwise not be readily available (e.g. to gain access to particular stock markets where foreign investors face restrictions); and – to aid in the management of Platinum Underlying Fund cash flows (e.g. some stock markets require pre-funding of stock purchases that may be avoided through the use of derivatives). <p>Platinum has set the following investment restrictions in respect of the Platinum Underlying Fund:</p> <ul style="list-style-type: none"> – the underlying value[#] of derivatives (excluding currency derivatives) may not exceed 100% of the NAV of the Platinum Underlying Fund; and – the value[#] of long stock positions and the notional value of derivatives positions will not exceed 150% of the NAV of the Platinum Underlying Fund. <p><small># Where options are employed, the underlying value will be the Delta adjusted exposure. 'Delta' is the theoretical measure of the sensitivity of the option price to a change in the price of the underlying asset (usually expressed as a percentage).</small></p> <p>Types of derivatives used</p> <p>Platinum currently uses the following derivatives: futures, options, swaps (currency and equity), credit default swaps, foreign exchange forwards and related instruments.</p> <p>Criteria for engaging derivative counterparties</p> <p>OTC derivative transactions may only be entered into with approved counterparties.</p> <p>Consideration is given to the financial position and credit rating of the counterparty. Counterparties are engaged through standard market contracts such as International Swaps and Derivative Association Master Agreements.</p> <p>The aggregate exposure of the Platinum Underlying Fund to all OTC derivatives counterparties will typically be no more than 5% of the NAV of the Platinum Underlying Fund, and in any event will not exceed 10% of the NAV of the Platinum Underlying Fund.</p>

Disclosure principles**Description****7. Derivatives
(continued)****Key risks associated with collateral requirements**

Trading in OTC derivatives generally requires the lodgement of collateral (also known as 'credit support', such as a margin or guarantee) with the counterparty. This gives rise to counterparty risk. Financial transactions that are conducted via the OTC market and which are not subject to clearing obligations, generally carry greater counterparty risk than securities traded on a recognised exchange (where the other party to the transaction is the exchange's clearing house).

Trading mechanism for derivatives utilised

Platinum uses both OTC and exchange traded derivatives (i.e. those traded on a recognised derivatives exchange).

8. Short selling**Rationale**

The rationale behind short selling is to profit from a fall in the price of a particular security (e.g. share, index, exchange traded fund). From time to time, Platinum applies an active short selling strategy for the Platinum Underlying Fund. Platinum may use short selling to reduce the Platinum Underlying Fund's net invested position and thus reduce the Platinum Underlying Fund's level of market risk, and to take opportunities to increase returns.

Platinum generally utilises equity swaps to short sell. A swap is a derivative contract, in which two parties (counterparties) agree to exchange payments of value (or cash flows) for another. Normally they are cash settled non-deliverable contracts (i.e. settled for profit or loss).

Risks

In taking a short position, Platinum expects the asset to depreciate although there is a risk that the asset could appreciate. Unlike a long security, losses can exceed the amount initially invested.

Risk management

The risks associated with short selling are managed in the same way as the risks associated with holding a long security, that is, thorough research, daily reporting and ongoing monitoring of positions held.

Short selling example (loss)

Platinum short sells (via a swap agreement) 10,000 shares of ABC @ \$100 and closes the position when the share price rises to \$120 by entering into an equal and opposite trade.

Trade	No. of shares	Share price (\$)	Total income/ cost (\$)
Opening sell	10,000	100	1,000,000
Borrowing cost and commission			(200)
Interest receivable			250
Closing buy	10,000	120	(1,200,000)
Loss			(199,950)

There will be additional costs and revenues from borrowing costs, commissions and the return of dividends.

Disclosure principles**Description****8. Short selling
(continued)****Short selling example (profit)**

Platinum short sells (via a swap agreement) 10,000 shares of ABC @ \$100 and closes the position when the share price falls to \$80.

Trade	No. of shares	Share price (\$)	Total income/ cost (\$)
Opening sell	10,000	100	1,000,000
Borrowing cost and commission			(200)
Interest receivable			250
Closing buy	10,000	80	(800,000)
Profit			200,050

There will be additional costs and revenues from borrowing costs, commissions and the return of dividends.

9. Withdrawals**Significant risk factors/limitations**

In certain situations that impact on the effective and efficient operation of a market for an asset or assets of the Platinum Underlying Fund, Platinum may choose to suspend the processing of all applications and withdrawals for the Platinum Underlying Fund. If this occurs, in determining the value of an asset, Platinum will use the asset values determined after the suspension is lifted.

Examples of such situations include but are not limited to: global health pandemics, the threat of terrorist attacks, war or other circumstances that affect the normal operation of financial markets or the operation of custodians and Platinum's counterparties.

Platinum will generally honour all withdrawal requests from investors, subject to the Platinum Underlying Fund being liquid. If the Platinum Underlying Fund is not liquid, investors of the Platinum Underlying Fund may withdraw in accordance with any withdrawal offer made by Platinum. Please refer to 'Withdrawals' on page 51 of Platinum's PDS.

5. Investment Option profiles

Investment Options at a glance

Asset class	Risk category	Investment Option name	Minimum suggested investment timeframe	Inception date	Available to New Zealand investors
Diversified	High	BT Future Goals Fund	6 years	Mar-1991	Available
International shares	Very high	BT International Fund	7 years	Dec-1986	Available
	Very high	BT American Share Fund	7 years	Jul-1986	Available
	Very high	BT Asian Share Fund	7 years	Jul-1986	Available
	Very high	BT European Share Fund	7 years	Jul-1986	Available
	Very high	BT Technology Fund	7 years	Mar-2000	Available
	Very high	Platinum International	7 years	Jul-2003	Available
Australian shares	High	BT Australian Share Fund	6 years	Jul-1986	Available
	High	BT Imputation Fund	6 years	Nov-1998	Available
	Very high	BT Smaller Companies Fund	7 years	Aug-1987	Available
Property	Very high	BT Property Securities Fund	7 years	Feb-1995	Available
Cash	Very low	BT Cash Management Trust	Up to 2 years	Nov-1982	Available

Diversified			
BT Future Goals Fund			
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark over the minimum suggested investment timeframe.		
Investment strategy	The Investment Option is an actively managed diversified portfolio that invests in Australian and international shares, Australian and international property securities, Australian and international fixed interest, cash and alternative investments. The Investment Option may also use derivatives. The Investment Option has a significant weighting towards growth assets.		
Investment manager	Pendal ¹		
Benchmark	A range of published indices ²		
Asset allocation neutral position (NP) and ranges (%)³	Asset type	NP (%)	Range (%)
	Australian shares	32.5	25-45
	International shares	38	25-45
	Australian property	2	0-10
	International property	2	0-10
	Australian fixed interest	4.5	0-20
	International fixed interest	5	0-20
	Alternative investments	12	0-20
	Cash	4	0-20
	Total	100	
Investment manager's currency strategy for non-Australian investment options	The international fixed interest and international property securities are fully hedged to the \$A to the extent considered reasonably practicable. Generally, the Investment Option's international share and alternative investment exposures are partially hedged, though the extent of this may vary over time.		
Distribution frequency	Quarterly		

1 The investment manager may appoint third parties to manage all or a portion of the assets of the Investment Option or underlying fund (as applicable).

2 For information refer to 'Benchmark' section in this document.

3 For the most current neutral positions and ranges, please refer to bt.com.au/pdsupdates.

International shares		
	BT International Fund	BT American Share Fund
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.
Investment strategy	<p>The Investment Option is actively managed and seeks what the manager perceives to be the best investment opportunities within a broad range of international investments.</p> <p>Whilst the Investment Option can invest in any international sharemarket that offers attractive opportunities, most investments will be located in the United States, Europe and Japan. The Investment Option may also hold cash and derivatives.</p>	<p>The Investment Option invests primarily in United States and Canadian shares. The Investment Option may also hold cash and derivatives.</p>
Investment manager	Pendal ¹	Pendal ¹
Benchmark	MSCI World ex-Australia (Standard) Index (Net Dividends) in AUD	S&P 500 Total Return Index (Net Dividends) in AUD
Asset allocation neutral position (NP) and ranges²	Asset type	Range (%)
	International shares	80-100
	Cash ³	0-20
Asset allocation neutral position (NP) and ranges²	Asset type	Range (%)
	International shares	80-100
	Cash ³	0-20
Investment manager's currency strategy for non-Australian investment options	The Investment Option's foreign currency exposures will generally not be hedged to the AUD.	The Investment Option's foreign currency exposure will generally not be hedged to the AUD but the investment manager may do so from time to time. The investment manager does not intend to use currency trading as an additional source of Investment Option returns.
Distribution frequency	Quarterly	Quarterly

1 The investment manager may appoint third parties to manage all or a portion of the assets of the Investment Option or underlying fund (as applicable).

2 For the most current neutral positions and ranges, please refer to bt.com.au/pdsupdates.

3 Generally the cash exposure of the Investment Option is less than 10% but it could be up to 20%.

International shares				
	BT Asian Share Fund	BT European Share Fund		
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.		
Investment strategy	The Investment Option can invest in any sharemarket in the Asian region (excluding Japan and Australia) that offers attractive opportunities including Korea, Hong Kong, Taiwan, Singapore, China, Malaysia, Thailand, Indonesia, the Philippines, India and Vietnam. The Investment Option may also hold cash and may use derivatives.	The Investment Option invests in companies listed in countries within the MSCI Europe Index and opportunistically in companies domiciled outside Europe, from time to time. The Investment Option may also hold cash and may use derivatives.		
Investment manager	Pendal ¹	Pendal ¹		
Benchmark	MSCI AC Asia ex-Japan (Standard) Index (Net Dividends) in AUD	MSCI Europe (Standard) Index (Net Dividends) in AUD.		
Asset allocation neutral position (NP) and ranges (%)²	Asset type	Range (%)	Asset type	Range (%)
	International shares	80-100	International shares	80-100
	Cash ³	0-20	Cash ³	0-20
Investment manager's currency strategy for non-Australian investment options	The Investment Option's foreign currency exposure will generally not be hedged to the AUD but the investment manager may do so from time to time. The investment manager does not intend to use currency trading as an additional source of Investment Option returns.	The Investment Option's foreign currency exposure will generally not be hedged to the AUD but the investment manager may do so from time to time. The investment manager does not intend to use currency trading as an additional source of Investment Option returns.		
Distribution frequency	Quarterly	Quarterly		

1 The investment manager may appoint third parties to manage all or a portion of the assets of the Investment Option or underlying fund (as applicable).

2 For the most current neutral positions and ranges, please refer to bt.com.au/pdsupdates.

3 Generally the cash exposure of the Investment Option is less than 10% but it could be up to 20%.

International shares				
	BT Technology Fund	Platinum International ¹		
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.	To provide capital growth over the long-term by investing in undervalued companies from around the world.		
Investment strategy	The Investment Option invests primarily in shares in the technology sector. The Investment Option may also hold cash and may use derivatives.	The Investment Option primarily invests in listed securities. The Investment Option will ideally consist of 40 to 80 securities that Platinum believes to be undervalued by the market. Cash may be held when undervalued securities cannot be found. The investment manager may short sell securities that it considers overvalued and may also use derivatives. Refer further to 'Disclosure Principle 8: Short selling' on page 14 and 'Disclosure Principle 7: Derivatives' on page 13 of Platinum's PDS. The Investment Option will typically have 50% or more net equity exposure. The value of Derivatives may not exceed 100% of the Net Asset Value (NAV) of the Investment Option. The value of long stock positions and the notional value of Derivatives positions together will not exceed 150% of the NAV of the Investment Option.		
Investment manager	Pendal ²	Platinum Investment Management Limited		
Benchmark	S&P North American Technology Sector Index in AUD	MSCI All Country World Net Index in AUD (for comparison purposes only)		
Asset allocation neutral position (NP) and ranges³	Asset type	Range (%)	Asset type	Range (%)
	International shares	80-100	International equities	0-100
	Cash ⁴	0-20	Cash and cash equivalents ⁴	0-100
Investment manager's currency strategy for non-Australian investment options	The Investment Option's foreign currency exposure will generally not be hedged to the AUD but the investment manager may do so from time to time. The investment manager does not intend to use currency trading as an additional source of Investment Option returns.	The principal investments in this Investment Option are international equities. Cash and cash equivalents typically represents less than 40% of the Investment Option's NAV. The Investment Option may invest in bullion and other physical commodities, but the total value of such investments at the time of acquisition will not exceed 20% of the NAV of the Investment Option.		
Distribution frequency	Quarterly	Annually (June)		

1 BT External International Shares 3 is known as Platinum International. As it is a 'fund of hedge funds', we are required to provide additional information. Please refer to the 'BT External International Shares 3 enhanced disclosure for hedge funds' section of this document.

2 The investment manager may appoint third parties to manage all or a portion of the assets of the Investment Option or underlying fund (as applicable).

3 For the most current neutral positions and ranges, please refer to bt.com.au/pdsupdates.

4 Generally the cash exposure of the Investment Option is less than 10% but it could be up to 20%.

Australian Shares				
	BT Australian Share Fund	BT Imputation Fund		
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.	To provide a return (before fees and taxes) that exceeds the return from its benchmark, when measured over the minimum suggested investment timeframe.		
Investment strategy	The Investment Option invests in Australian shares.	The Investment Option invests primarily in Australian shares, including Australian listed property securities and convertible preference shares that offer above average income returns.		
Investment manager	Pendal ¹	Pendal ¹		
Benchmark	S&P/ASX 300 (TR) Index	S&P/ASX 300 (TR) Index		
Asset allocation neutral position (NP) and ranges (%)²	Asset type	Range (%)	Asset type	Range (%)
	Australian shares	80-100	Australian shares	60-100
	Cash ³	0-20	Australian property	0-15
			Convertible preference shares	0-15
		Cash	0-15	
Investment manager's currency strategy for non-Australian investment options	Not applicable	Not applicable		
Distribution frequency	Quarterly	Quarterly		

BT Smaller Companies Fund		
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.	
Investment strategy	The Investment Option invests primarily in companies outside the top 100 listed on the Australian Securities Exchange. The Investment Option may also invest in equivalent companies listed on the New Zealand Stock Exchange.	
Investment manager	Pendal ¹	
Benchmark	S&P/ASX Small Ordinaries (TR) Index	
Asset allocation neutral position (NP) and ranges (%)²	Asset type	Range (%)
	Australian shares	80-100
	New Zealand shares	0-10
	Cash	0-20
Investment manager's currency strategy for non-Australian investment options	The Investment Option's foreign currency exposure may be hedged from time to time, in whole or part.	
Distribution frequency	Half-yearly (June and December)	

1 The investment manager may appoint third parties to manage all or a portion of the assets of the Investment Option or underlying fund (as applicable).

2 For the most current neutral positions and ranges, please refer to bt.com.au/pdsupdates.

3 Generally the cash exposure of the Investment Option is less than 10% but it could be up to 20%.

Property		
BT Property Securities Fund		
Investment objective	To provide a return (before fees and taxes) that exceeds the return from its benchmark when measured over the minimum suggested investment timeframe.	
Investment strategy	The Investment Option invests in property securities including listed property trusts, developers and infrastructure investments. The Investment Option invests primarily in Australia but at times it may have some overseas exposure. Up to 15% of the Investment Option can be invested in international listed property-related investments. Up to 5% of the Investment Option may also be invested in unlisted property investments.	
Investment manager	Pendal ¹	
Benchmark	S&P/ASX 300 A-REIT (Sector) (TR) Index	
Asset allocation neutral position (NP) and ranges (%) ²	Asset type	Range (%)
	Property securities	80-100
	Cash ³	0-20
Investment manager's currency strategy for non-Australian investment options	The Investment Option's foreign currency exposure will generally be fully hedged back to the AUD to the extent considered reasonably practicable.	
Distribution frequency	Quarterly	

Cash		
BT Cash Management Trust		
Investment objective	To provide an overall return (before fees and taxes) that exceeds the return from the benchmark, when measured over the minimum suggested investment timeframe and to provide a full service cash account.	
Investment strategy	The Fund predominantly invests in short term securities issued by Prime Banks ⁵ or short term securities that we consider to have similar credit characteristics. The Fund also invests in a combination of bank-backed, corporate and government short term money market and floating rate securities and annuities.	
Investment manager	Pendal ¹	
Benchmark	Bloomberg AusBond Bank Bill Index ⁴	
Asset allocation neutral position (NP) and ranges ²	Asset type	Range (%)
	Cash and short-term fixed securities	100
Investment manager's currency strategy for non-Australian investment options	Not applicable	
Distribution frequency	Quarterly	

1 The investment manager may appoint third parties to manage all or a portion of the assets of the Investment Option or underlying fund (as applicable).

2 For the most current neutral positions and ranges, please refer to bt.com.au/pdsupdates.

3 Generally the cash exposure of the Investment Option is less than 10% but it could be up to 20%.

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5 Administrator (ASX Benchmarks Pty Ltd) following consultation with the BBSW Advisory Committee and Market Participants. The ASX recognises securities issued by Prime Banks to be of the highest quality in regards to liquidity, credit and consistency of relative yield. Source: ASX Prime Bank Conventions, September 2023.

Benchmarks

The benchmarks referred to in the previous tables for the investment options below are created from a blend of the indices based on their exposure to different asset classes. This is calculated by using the weighted average of the asset allocation neutral position and the index returns for each asset class.

BT Future Goals Fund

Asset Class	Indices
Australian shares	S&P/ASX 300 (TR) Index
International shares	80% MSCI All Countries World ex Australia (Standard) Index (Net Dividends) in AUD 20% MSCI All Countries World ex Australia (Standard) Index (Net Dividends) hedged to AUD
Australian property securities	S&P/ASX 300 A-REIT (TR) Index
International property securities ¹	FTSE EPRA/NAREIT Developed ex Australia hedged in AUD Net TRI
Australian fixed interest	Bloomberg AusBond Composite 0+ Yr Index ¹
International fixed interest	Bloomberg Global Aggregate Index AUD hedged ¹
Alternative investments	25% MSCI All Countries World ex Australia (Standard) Index (Net Dividends) in AUD 25% MSCI All Countries World ex Australia (Standard) Index (Net Dividends) hedged to AUD 50% Bloomberg Global Aggregate Index AUD hedged ¹
Cash	Bloomberg Ausbond Bank Bill Index ¹

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6. Investment managers

Pendal

PENDAL

Pendal Institutional Limited (Pendal) is an investment management firm focused on delivering superior investment returns for its clients through active management. Pendal offers investors a range of Australian and international investment choices including shares, property securities, fixed income and cash strategies, as well as multi-asset and responsible investments. To complement its in-house expertise, Pendal also partners with other leading investment managers.

Pendal operates a multi-boutique style business through a meritocratic investment-led culture. Its experienced, long-tenured fund managers have the autonomy to offer a broad range of investment strategies with high conviction based on an investment philosophy that fosters success from a diversity of insights and investment approaches. Pendal's investment teams are also supported by a strong operational platform across risk and compliance, sales, and marketing and operations, allowing fund managers to focus on generating returns for Pendal's clients.

Platinum Investment Management Limited trading as Platinum Asset Management



- Established 1994.
- Funds under management and administration A\$14 billion (as at 31 May 2024).
- Platinum Investment Management Limited, trading as Platinum Asset Management (Platinum), is an Australian-based investment manager specialising in international equities.
- Platinum's investment methodology is applied with the aim of achieving strong long-term absolute returns for Investors.
- Platinum is a fully owned subsidiary of Platinum Asset Management Limited ABN 13 050 064 287, a company listed on the Australian Securities Exchange.

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

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund 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 investment fee calculator to help you check out different fee options.

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the relevant Investment Option as a whole. Taxes are set out in the 'Taxation' section of this document.

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

Fees and costs for particular Investment Options are set out in the Fees and costs table in the 'Additional explanation of fees and costs' section of this document.

Fees and Costs Summary

BT Investment Funds

Type of fee or cost ^{1,2,3}	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investment	Depending on the Investment Option, this varies between 0.11% – 2.15% pa of the value of your assets. This is comprised of: <ul style="list-style-type: none"> – management fees of 0.11% – 2.02% pa – indirect costs of 0% – 0.13% 	Management fees and costs include the management fee and indirect costs. The management fee accrues daily and is reflected in an Investment Option's unit price. It is generally paid monthly in arrears from the assets of the Investment Option. Indirect costs are reflected in the unit price of an Investment Option and are generally deducted from the assets of an Investment Option when they are incurred.
Performance fees Amounts deducted from your investment in relation to the performance of the product	0.00% pa of the value of your assets.	The performance fee is deducted from the Investment Option's assets prior to a unit price being determined. Paid at least annually, and reflected in the daily unit price.
Transaction costs The costs incurred by the scheme when buying or selling assets	Depending on the Investment Option, this varies between 0% – 0.14% pa of the value of your assets	Transaction costs (net of the buy-sell spread) are paid from the assets of the Investment Option as and when they are incurred. They are reflected in the Investment Option's unit price.
Member activity related fees and costs (fee for services or when your money moves in or out of the product)		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the scheme	Depending on the Investment Option, the Buy spread varies between 0.00% – 0.50% pa of the amount of the deposit into the Investment Option and the Sell spread varies between 0.00% – 0.25% of the amount of the withdrawal from the Investment Option.	Buy-Sell spreads are costs incurred when you transact. A Buy spread increases the unit price (application price) when you buy units, and a Sell spread reduces the unit price when you sell units (redemption price). Buy-Sell spreads are reflected in the Investment Option's unit price.
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee The fee to close your investment	Nil	Not applicable
Switching fee The fee for changing investment options	Nil	Not applicable

1 Unless otherwise stated, all fees quoted in this PDS are quoted on a GST inclusive basis and net of any applicable Reduced Input Tax Credits (RITCs).

2 Fees in this PDS can be individually negotiated if you're a wholesale client as defined in the *Corporations Act*. For more information, refer to 'Ability to negotiate fees – wholesale clients' section of this PDS.

3 Please refer to the 'Additional explanation of fees and costs' section below for more information about the ongoing annual fees and costs.

Example of annual fees and costs for the BT Australian Share Fund

This table gives an example of how the ongoing annual fees and costs in the BT Australian Share Fund for this product can affect your investment over a 1-year period. You should use this table to compare this managed investment scheme with other managed investment schemes.

Example – BT Australian Share Fund		Balance of \$50,000 ¹ with a contribution of \$5,000 ¹ during the year
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0
PLUS Management fees and costs	1.04%	And , for every \$50,000 you have in the BT Australian Share Fund you will be charged or have deducted from your investment \$520 each year
PLUS Performance fees	0.00%	And , you will be charged or have deducted from your investment \$0 in performance fees
PLUS Transaction costs	0.02%	And , you will be charged or have deducted from your investment \$10 in transaction costs
EQUALS Cost of BT Australian Share Fund		<p>If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged estimated fees and costs of:</p> <p style="text-align: right;">\$530</p> <p style="text-align: center;">What it costs you will depend on the Investment Option you choose and the fees you negotiate.</p>

¹ This amount is prescribed by legislation. The example above assumes that the \$50,000 is invested for the entire year, the value of the investment is constant over the year and that the additional \$5,000 is invested at the end of the year. Therefore management costs are calculated using the \$50,000 balance only.

Cost of product for 1 year

The cost of product gives a summary calculation about how ongoing annual fees and costs can affect your investment over a 1-year period for all Investment Options. It is calculated in the manner shown in the Example of annual fees and costs.

The cost of product assumes a balance of \$50,000 at the beginning of the year with a contribution of \$5,000 during the year.

You should use this figure to help compare the managed investment schemes offered through this product, with other managed investment schemes offered through other products.

	Cost of product
BT American Share Fund	\$540.00
BT Asian Share Fund	\$600.00
BT Australian Share Fund	\$530.00
BT Cash Management Trust	\$55.00
BT European Share Fund	\$585.00
BT Future Goals Fund	\$730.00
BT Imputation Fund	\$555.00
BT International Fund	\$550.00
BT Property Securities Fund	\$540.00
BT Smaller Companies Fund	\$670.00
BT Technology Fund	\$535.00
Platinum International	\$1,115.00

Additional explanation of fees and costs

Management fees and costs

Management fees and costs include the fees and costs for managing your investment. A summary of these fees and costs is set out below.

Management fee

This is charged as a percentage of the net asset value of the relevant Investment Option you're invested in. It's accrued daily and is generally paid from the assets of the relevant Investment Option monthly in arrears. The constitutions for the Investment Options limit the management fee.

Indirect Costs

Indirect costs are an estimate of the costs incurred in managing the Investment Option's assets which directly or indirectly reduce the return on the Investment Option. These costs, apart from Expense recoveries, are not directly charged or retained by us. These costs are deducted from the income or assets of the Investment Option directly or may be deducted through an underlying fund (where applicable) through which the Investment Option's assets are held and managed.

The amount included in the table of fees and costs constitutes an estimate of the indirect costs incurred in connection with managing the underlying assets of the Investment Option and are based on figures as at 30 June 2023, and may vary from year to year. These indirect costs are reflected in the unit price of your investment in the Investment Option.

They include:

— Expense Recoveries

The Responsible Entities of the Investment Options are entitled to be reimbursed from the Investment Options for authorised expenses incurred in their proper management and administration. Fund expenses include registry costs, printing costs of PDSs, annual reports and statements and certain direct expenses such as custodian, accounting, audit and legal expenses (excluding transaction costs). These expenses, when paid out of the Investment Option or reimbursed to the Responsible Entities will be reflected in the unit price.

The constitutions for some of the Investment Options restrict the Responsible Entities' ability to be reimbursed for expenses by limiting the amount that can be recovered for certain types of expenses. Transaction costs are not included in this measure (see 'Transaction costs' section).

In some Investment Options, the Responsible Entities pay expenses out of their management fee at no additional cost to you. Where this occurs, the figure of 0.00 is shown in the Management fees and costs table below. Investors in the relevant Investment Option will be given 30 days' written notice of any change in practice which amounts to an increase in costs (or otherwise as required by law).

An estimate of expense recoveries for each Investment Option based on the latest available figures as at 30 June 2023 is shown in the Management fees and costs table below. The actual expenses recovered may increase or decrease over time.

– Regulatory Change Expense Recovery

Recent regulatory reforms have required us to undertake a significant program of work to implement the reforms. To help cover the significant cost of implementing these reforms, a Regulatory Change Expense Recovery of up to 0.02% pa may be recovered from the relevant Investment Option. As at the date of the PDS, the amount recovered is shown in the Fees and costs table.

– Other indirect costs

The amount included in the table of fees and costs constitutes an estimate of the other indirect costs incurred in connection with managing the underlying assets of each Investment Option (including through an underlying fund) for the 12 month period ending 30 June 2023, or in the case of a new or varied Investment Option, as if the Investment Option had been in place for the 12 month period ending 30 June 2023, and may vary from year to year. These other indirect costs are reflected in the unit price of the Investment Option and are an additional cost to you. We have relied on the information provided by the underlying funds where applicable and have made reasonable enquiries where necessary to determine the appropriateness of the other indirect costs provided. Where information provided is insufficient, we have made an estimate of the relevant indirect/ other indirect costs.

Performance fees

Where an investment manager is appointed to manage a part of the Investment Option's assets directly or indirectly (for example through an underlying fund), and charges a performance fee, this is called a performance fee.

Generally, a performance fee will only be charged in respect of a fund when the investment return outperforms either the relevant benchmark or a specific performance hurdle return. The performance fee rate for an underlying investment or investment manager may be up to 25% of outperformance over the benchmark or its performance hurdle. Usually, any prior underperformance must be made good before an investment manager qualifies for a performance fee. There is no certainty that a performance fee will be paid, and the actual fees paid are likely to vary.

Performance fees for an investment manager of the Investment Option are generally paid at least annually (performance period). Performance fees affect the Investment Option's return and therefore the value of your investment in the Investment Option.

Performance fees may still be payable where a Investment Option's overall performance has declined over the performance period. This is because one or more investment managers within the Investment Option may have outperformed the benchmark or their performance hurdle over that period.

Where an investment manager's cumulative performance for a period is less than the relevant benchmark or performance hurdle, this underperformance may be carried forward to the following period and no further performance fees will be either reflected in the unit price or paid in respect of the investment manager until the underperformance is recouped.

The estimated performance fees have been calculated by using the performance fees paid, or using performance fees information provided to us by an investment manager of an underlying fund and are estimated as an average of the previous 5 years up to 30 June 2023, or in the case of a new or varied Investment Option, as if the Investment Option had been in place for the 12 month period ending 30 June 2023. The more exposure an Investment Option has to an underlying investment that charges performance fees, the greater the potential impact that this will have on your investment in that Investment Option.

Example: If an underlying investment manager managing 10% of the assets of an Investment Option outperforms their investment performance target by 3% for the year and has an agreed performance fee rate of 20%, the performance fee applicable to the Investment Option is 0.06% ($3\% \times 20\% \times 10\%$). If you have \$50,000 invested in the Investment Option you would effectively pay a performance fee of \$30 ($\$50,000 \times 0.06\%$) for that year.

Note: this example is provided by way of illustration only and is not an estimate or guarantee of investment returns or the performance fees that may apply.

Total fees and costs table

The total management fees and costs, performance fees, and transaction costs applying to each Investment Option are set out below:

Fund/Investment Option	Management Fees and Costs ¹ (% pa)	Performance Fees ² (% pa)	Transaction Costs ³ (% pa)
BT American Share Fund	1.08	0.00	0.00
BT Asian Share Fund	1.10	0.00	0.10
BT Australian Share Fund	1.04	0.00	0.02
BT Cash Management Trust	0.11	0.00	0.00
BT European Share Fund	1.11	0.00	0.06
BT Future Goals Fund	1.33	0.00	0.13
BT Imputation Fund	1.08	0.00	0.03
BT International Fund	1.07	0.00	0.03
BT Property Securities Fund	1.01	0.00	0.07
BT Smaller Companies Fund	1.20	0.00	0.14
BT Technology Fund	1.06	0.00	0.01
Platinum International	2.15	0.00	0.08

1 Management Fees and Costs include Management Fees as well as any Indirect Costs for the relevant Investment Option. Indirect Costs are an estimate for the financial year ending 30 June 2023 and may include reasonable estimates where we were unable to determine the exact amount.

2 Performance fees are calculated as an estimate based on the average amounts of annual performance fees accrued by the Investment Option or underlying fund (as relevant) over the previous five financial years (subject to certain exceptions, for example, where the performance fee was not charged, or the Investment Option or underlying fund was not offered, for the previous five financial years).

3 Transaction costs (net of buy-sell spreads) are net transaction costs and are an estimate for the financial year ending 30 June 2023. In certain circumstances when the net transaction cost may be negative, the value will be rounded to zero.

Management fees and costs table

The management fees and costs shown in the above 'Total fees and costs' table applying to each Fund are broken down and set out below:

Fund/Investment Option	Estimated Indirect Costs ¹				Total Management Fees and Costs (% pa)
	Management Fee (% pa)	Estimated Other Indirect Costs (% pa)	Estimated Expense Recoveries (% pa)	Estimated Regulatory Change Expense Recovery Levy (% pa)	
BT American Share Fund	1.08	0.00	0.00	0.00	1.08
BT Asian Share Fund	1.10	0.00	0.00	0.00	1.10
BT Australian Share Fund	1.04	0.00	0.00	0.00	1.04
BT Cash Management Trust	0.11	0.00	0.00	0.00	0.11
BT European Share Fund	1.11	0.00	0.00	0.00	1.11
BT Future Goals Fund	1.33	0.00	0.00	0.00	1.33
BT Imputation Fund	1.08	0.00	0.00	0.00	1.08
BT International Fund	1.07	0.00	0.00	0.00	1.07
BT Property Securities Fund	1.01	0.00	0.00	0.00	1.01
BT Smaller Companies Fund	1.20	0.00	0.00	0.00	1.20
BT Technology Fund	1.06	0.00	0.00	0.00	1.06
Platinum International	2.02	0.13	0.00	0.00	2.15

1 The estimated indirect costs information in this table is information reasonably available as at the date of the PDS. Our website bt.com.au/personal/help/product-updates should be referred to by investors for updated information. Please also refer to the section 'Indirect costs' in the 'Additional explanation of fees and costs' section of this document.

Transaction costs

Transaction costs are incurred when assets are bought and sold. These costs include brokerage, clearing and settlement costs, applicable stamp duty and the difference between the price paid for acquiring or disposing of an asset and its actual value at that time. Part of these costs are recouped through the buy-sell spread (see below).

Where transaction costs arise from trading activity to execute an Investment Option's investment strategy, and are not the result of applications into and redemptions from the Investment Option, these costs are not recouped by the buy-sell spread. They are an additional cost to you at the time of the Investment Option directly or indirectly undertaking the trading activity, and are included in the Investment Options' unit price.

Buy-sell spread

An allowance for transaction costs arising from applications and redemptions made by investors into and out of an Investment Option is charged in the form of a buy-sell spread. These spreads are added to the daily unit price for applications (i.e. the application price) and deducted from the daily unit price for redemptions (i.e. the redemption price). The buy-sell spreads are an additional cost to you when you make a new or an additional investment, withdraw from or switch Investment Options to ensure that other investors are not disadvantaged by the trading activity arising from applications or redemptions. The buy-sell spread is retained in the Investment Option and not paid to us.

The buy-sell spread estimates at the date of this PDS are detailed below.

Fund / Investment Option	Buy Spread (%)	Sell Spread (%)
BT American Share Fund	0.10	0.10
BT Asian Share Fund	0.25	0.25
BT Australian Share Fund	0.25	0.25
BT Cash Management Trust	0.00	0.00
BT European Share Fund	0.15	0.15
BT Future Goals Fund	0.31	0.00
BT Imputation Fund	0.50	0.00
BT International Fund	0.05	0.05
BT Property Securities Fund	0.25	0.25
BT Smaller Companies Fund	0.25	0.25
BT Technology Fund	0.20	0.00
Platinum International	0.15	0.15

The buy-sell spread for the Investment Option is available at bt.com.au/personal/prices-and-performance/buy-sellspreads. We may vary the buy-sell spread from time-to-time and we won't ordinarily provide prior notice.

Worked examples of how the buy spread is applied to an investment in a fund and how the sell spread is applied to a withdrawal from a fund are set out in the tables below. You should consider these costs when making any investment or withdrawal decisions, such as changing Investment Options.

Fund/ Investment Option	Estimated Buy spread (%)	Buy spread example
BT Australian Share Fund	0.25	For example, if you invest \$10,000 in an Investment Option at the maximum buy spread of 0.25%, you'll generally incur this cost, being \$25, at the time you invest.

Fund/ Investment Option	Estimated sell spread (%)	Sell spread example
BT Australian Share Fund	0.25	For example, if you withdraw \$10,000 from an Investment Option at the maximum sell-sell spread of 0.25%, you'll generally incur this cost, being \$25, at the time you withdraw.

Net transaction costs (as set out in the table below), after any costs recouped through the buy-sell spread on applications into and redemptions from the Investment Option, are a cost to all investors in an Investment Option.

Our estimate of the transaction costs for the year ending 30 June 2023 are set out in the table below.

Transaction costs

Fund	(A) Gross Transaction Costs (% pa)	(B) Costs recouped from the buy-sell spread (% pa)	(C) = (A) – (B) Net Transaction Costs (% pa)
BT American Share Fund	0.01	0.01	0.00
BT Asian Share Fund	0.15	0.05	0.10
BT Australian Share Fund	0.06	0.04	0.02
BT Cash Management Trust	0.00	0.00	0.00
BT European Share Fund	0.07	0.01	0.06
BT Future Goals Fund	0.17	0.04	0.13
BT Imputation Fund	0.05	0.02	0.03
BT International Fund	0.04	0.01	0.03
BT Property Securities Fund	0.13	0.06	0.07
BT Smaller Companies Fund	0.17	0.03	0.14
BT Technology Fund	0.02	0.01	0.01
Platinum International	0.12	0.04	0.08

Indirect investors – additional master trust or wrap account fees

For indirect investors accessing the Investment Options through a master trust or wrap account, additional fees and costs may apply. These fees and costs are stated in the offer document provided by your master trust or wrap account operator.

Adviser remuneration

Please be aware: if you are using the services of a financial adviser, your adviser may charge you a fee for implementing your BT Investment Funds account and for providing ongoing advice services to you. Details of your adviser's fees will be set out in the Financial Services Guide (FSG) and Statement of Advice which your financial adviser is required to provide to you.

Advice fee

If you have an adviser who is registered with BT, you can agree to pay them an advice fee for personal financial advice relating to your BT Investments. An advice fee is an optional one-off fee payment (payable across all your Funds) to your financial adviser for personal financial advice relating to your BT investments.

An advice fee only applies if you and your financial adviser have agreed to this fee and have sent a completed BT Advice Fee form to us to commence an advice fee arrangement.

Details of any fees you agree to pay your adviser should be set out in the Statement of Advice and, if applicable, your annual Fee Disclosure Statements provided by your adviser.

The total maximum advice fee that can be charged in any 12-month period is \$5,000 or 2.5% of your account balance when an advice fee payment is deducted from your account, whichever is lower. The 12 month period is based on the 12 months up to and including the month for which the advice fee payment is to be deducted.

Example – one-off advice fee

For a \$50,000 balance and an agreed one-off advice fee of \$500, you would pay \$500 as a one-off advice fee to your financial adviser.

Note: The above example is provided for illustration purposes only.

Alternative forms of remuneration

We may provide remuneration to financial advisers indirectly by paying them additional amounts (such as marketing support payments) and/or non-monetary benefits (such as business and technical support, professional development, conferences, etc.). If these amounts or benefits are provided, they are payable out of the fees and costs we are entitled to receive and are not an additional cost to you.

Register of alternative forms of remuneration

We maintain a register that outlines the material alternative forms of remuneration that we pay to financial advisers and some distributors of our products, or receive from providers of some of the products available through us. The register is publicly available and you can obtain a copy by calling 132 135.

Ability to negotiate fees – wholesale clients

If you are classed as a wholesale client (such as a professional investor) under the Corporations Act 2001, in accordance with Australian Securities and Investments Commission (ASIC) policy, all fees described in this PDS may be individually negotiated. There is no set manner or method of negotiating fees. Please contact 132 135 for further information.

When we can introduce new fees not currently charged

The constitutions of the Investment Options may provide that we can charge the following fees as set out in the following table. The fees that are permissible and the maximums allowable differ for each Investment Option. Please visit our website bt.com.au/personal/prices-and-performance/fees-and-costs, or call us on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors) for details of which fees may apply to a particular Investment Option. At the date of this PDS we do not charge these fees but if we introduce them for any of the Investment Options, we will provide investors in the relevant Investment Option with written notice at least 30 days prior to the change becoming effective (or otherwise as required by law).

Fee	Description	Maximum allowable
Withdrawal fee	The fee on each amount you take out of your investment in the Investment Option.	Up to 6% of your withdrawal amount.
Performance fee	Fee charged based on the performance of the Investment Option.	The fee is based on the Investment Option's return before distributions, fees or expenses, over the previous two-month period ('absolute performance'). If, at the first business day of a month, absolute performance of the Investment Option is 20% per year or greater, we are entitled to a fee (for that month) of 20% of the absolute performance multiplied by the net asset value of the Investment Option.
Administration fee	Fee retained by us out of the assets of the Investment Option as additional remuneration for our services in administering the Fund.	Generally 0.5% per year calculated using the net asset value of each unit on issue at the end of each distribution period ¹ .
User pays fee and Special request fee	Fee charged for any costs we incur as a result of something you do, or fail to do (user pays fee), or something we do, or don't do, at your request (special request fee).	No maximum, but only applies to costs that we consider should ultimately be borne by investors such as for example, fees for reprinting statements (including tax statements and transaction advices) and for additional copies of correspondence from us.
Dishonour fee	Fee charged if your application cheque or direct debit is dishonoured.	\$20

¹ For some investment options, the administration fee may be calculated at other periods, such as quarterly.

Rebates/Waivers for interfunding arrangements

The Investment Options (the investing fund) may invest from time to time in other funds that we, or a related entity, manage (the related fund). Our current policy is:

- no contribution fee is payable to the related fund
- issuer fees are either not collected by the related fund, or if they are, they are rebated in full to the investing fund
- certain expense recoveries (if any) are fully rebated to the investing fund, but the related fund may incur those expenses up to its own limit (if any) as set out in the constitution.

8. Managing your investment

Transacting made easy

More information on transacting can be found in this section.

	Minimums	Online: bt.com.au	Phone: BT Customer Relations 132 135 (Australian investors) or 0800 800 661 (New Zealand investors)	Mail: BT GPO Box 2675, Sydney NSW 2001 (Austalian investors) or BT New Zealand Client Services PO Box 6088, Victoria Street West Auckland 1142 (New Zealand investors)
Using BT Online	You are automatically set up with access after your initial investment.	Password required	Not applicable	Not applicable
Apply and make an initial investment	\$5,000 or \$2,000 if you set up a Regular Investment Plan.	Not available	Not available	Complete an Application Form and send it with a cheque (made payable to BT – BIF – <investor name>) or direct debit (by completing the 'Direct Debit Authority' section of the Application Form).
Additional investment¹	There is no minimum amount for additional investments.	Direct Debit – you must have a direct debit authority in place. BPAY® – from your own bank using BPAY.	Direct Debit – you must have a direct debit authority in place. BPAY® – from your own bank using BPAY.	Include your investor number, name, Investment Option, amount and signed by the appropriate signatories ¹ . Cheque made payable to BT – BIF – <investor name>.
Regular investment plan	There is no minimum amount for additional investments made under the Regular Investment Plan.	Yes, if you have a direct debit authority in place.	Yes, if you have a direct debit authority in place.	Complete the relevant sections of the Application Form (or Additional and Regular Investments Request form available at bt.com.au) and refer to the Direct Debit Request Service Agreement. To use the payroll deduction facility, complete the relevant sections of the Application Form.
Switch	There is no minimum switch amount.	No	Yes	Include your investor number, name, which Investment Option it is coming from and going to, the amount, the distribution option and signed by the appropriate signatories ¹ .
Withdraw	There is no minimum withdrawal amount.	Yes, if we have received full details of your bank account including the BSB in writing (not faxed).	Yes, if we have received full details of your bank account including the BSB in writing (not faxed).	Include your investor number, name, Investment Option, amount and signed by the appropriate signatories ¹ . Paid directly to your bank account (include account details).

¹ Signatories for a company transaction must state their capacity to sign on behalf of the company.
 ® Registered trademark of BPAY® Pty Limited ABN 69 079 137 518.

	Minimums	Online: bt.com.au	Phone: BT Customer Relations 132 135 (Australian investors) or 0800 800 661 (New Zealand investors)	Mail: BT GPO Box 2675, Sydney NSW 2001 (Austalian investors) or BT New Zealand Client Services PO Box 6088, Victoria Street West Auckland 1142 (New Zealand investors)
Additional features				
Setting up or amending a Flexi Payment Plan	There is no minimum amount.	Not available	Amendments only	Complete the relevant sections of the Application Form (or the Flexi Payment Plan form available on our website) signed by the appropriate signatories ¹ .
Change account details	Change details such as your name, address and bank account.	Yes. Details such as your address can be changed online.	Yes. Details such as your address can be changed over the phone.	Details such as your name and bank account can only be changed in writing (not faxed). For name changes, we will need a specimen of your old and new signatures.
SMS notification service	We can SMS your Australian mobile phone to confirm your transaction has been processed, when you make a one-off contribution or withdrawal, or update your address. This service is free of charge – visit bt.com.au to sign up and read the Terms and Conditions of this service. You can also register by calling us on 132 135, or completing the relevant section of the Application Form or Transaction Request Form.			

¹ Signatories for a company transaction must state their capacity to sign on behalf of the company.
[®] Registered trademark of BPAY® Pty Limited ABN 69 079 137 518.

Getting started

If you are a direct investor you can get started by investing \$5,000, or \$2,000 with a Regular Investment Plan.

How to apply

1. Read this PDS.
2. Complete the Application Form and the relevant Customer Identification Form available:

	Australian Investors	New Zealand Investors
Online	bt.com.au	btonline.co.nz
BT phone	132 135	0800 800 661

Payment details and methods are available on the Application Form.

3. Submit your completed Application Form:

Australian Investors	New Zealand Investors
BT GPO Box 2675 Sydney NSW 2001	BT New Zealand Client Services PO Box 6088 Victoria Street West Auckland 1142

Please note: we may decline to accept any application in whole or in part without giving any reason.

Investing through master trusts or wrap accounts

We authorise the use of this PDS as disclosure to persons who wish to access the Investment Options indirectly through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service (collectively referred to as master trusts or wrap accounts).

An investment in an Investment Option offered under this PDS through a master trust or wrap account does not entitle you to a direct interest in the Investment Option. This means that the rights that apply to a person who invests directly in the Investment Option are not available to you but rather to the operator or custodian of the master trust or wrap account.

The operator or custodian of the master trust or wrap account will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

If you invest through a master trust or wrap account, you may be subject to different conditions from those referred to in this PDS, particularly in regard to:

- how to transact on your investment (e.g. initial and additional investments and withdrawals)
- minimum balances
- cooling-off period and rights (no cooling-off rights apply to any investments in the Investment Options acquired through a master trust or wrap account operator)
- distribution, processing and withdrawal timing
- cut-off times for transacting (e.g. applications and withdrawals)

- fund reporting and other documentation (Investment Option reports and investor notices are sent to the master trust or wrap account operator who then provide information to indirect investors)
- fees and other costs (additional fees and expenses may be charged by the operator or custodian of the master trust or wrap account)
- investors in the master trust or wrap account should contact their financial adviser or master trust or wrap account operator for any investor queries.

Cooling-off period

If you are a retail investor (as defined in the *Corporations Act 2001*) investing directly in the Investment Option, you have a 14-day cooling-off period to check that the investment meets your needs. This applies to investments:

- that are new and additional investments into an Investment Option but not reinvestments of distributions, switches or deposits made under the Regular Investment Plan, and
- where you have not exercised any rights conferred by the investment during the cooling-off period.

The 14-day cooling-off period commences on the earlier of:

- the date you receive confirmation of your application
- the end of the fifth day after we issue the units to you.

If you exercise your cooling-off rights, we will return your money to you. However, we may be obliged to deduct any tax or duty incurred by us and reasonable administrative and transaction costs. As a result, the amount returned to you may be less than the amount you initially invested. The amount you receive will reflect any movement (either up or down) in the unit price of the Investment Option(s) which means there may be tax implications for you. You may receive an annual tax statement if you withdraw units during the year.

Australian investors may exercise their cooling-off rights by sending a letter to us or by emailing customer.relations@btfinancialgroup.com.au. New Zealand investors may exercise their cooling-off rights by sending a letter to BT New Zealand Client Services at PO Box 6088, Victoria Street West, Auckland 1142 or by emailing nzclientservices@btnz.co.nz. Your request should include your personal details, your investor number and the date of your initial application. Your request should include your personal details, your investor number and the date of your initial application.

Cooling-off rights do not apply to:

- any investments in the Investment Options acquired through a master trust or a wrap account operator,
- ‘wholesale’ clients (as defined in the *Corporations Act 2001*), or
- where an Investment Option is illiquid. Please refer to ‘Restrictions’ in the ‘Other important information’ section of this PDS for details of what is an illiquid Investment Option.

Transacting

Additional investments

You can add to your investment at any time, in one of the following ways.

- Direct debit using bt.com.au. Please refer to ‘Our electronic facilities’ in the ‘Other important information’ section of this PDS for the terms and conditions.
- A Regular Investment Plan.
- Sending a cheque with a completed Application Form.
- Using your financial institution’s BPAY facility. Each Investment Option’s Biller Code and Reference Number are listed on BT Online. The BPAY facility is not currently available in New Zealand.
- Using a deposit book at a Westpac Branch in Australia – for the BT Cash Management Trust only (to order a deposit book, cross the relevant box in the Application Form).
- Having money credited to your BT Cash Management Trust (e.g. your salary, rent receipts, dividends, interest or distributions). This facility is not currently available for New Zealand investors.

Regular Investment Plan

The Regular Investment Plan allows you to start your investment with as little as \$2,000 and allows you to make regular monthly investments via direct debit or payroll deduction.

To make regular investments by direct debit please complete the relevant sections of the Application Form and refer to ‘Our electronic facilities’ in the ‘Other important information’ section of this PDS for the terms and conditions of the Direct Debit Request Service Agreement. You can elect to have your payments deducted from your nominated Bank Account on or around the 19th of each month.

You can change, cancel or suspend your Regular Investment Plan at any time without penalty. To ensure any changes are effective by the next scheduled debit, we need your instructions seven business days before the payment date. Any request received after this may result in the change being effective for the following month.

To use the payroll deduction facility, complete the relevant sections of the Application Form. When we receive your application we will send you a letter to give to your employer (ie your human resources manager or payroll officer), with the details required by them to begin making regular contributions from your salary. The payroll deduction facility for the Regular Investment Plan is not available to New Zealand investors.

For regular investments made by direct debit, if you withdraw from an Investment Option in full, your Regular Investment Plan will stop automatically. For regular investments made by payroll deduction, you must contact your employer to stop investments.

For New Zealand investors, the Regular Investment Plan allows you to make regular monthly investments directly from your New Zealand bank account. We will deduct a NZD equivalent to your AUD regular investment each month. Movements in the NZD/AUD foreign exchange rate will lead to the NZD amount deducted from your New Zealand bank account changing from month to month.

Switching

Switching means withdrawing from one Investment Option to invest in another. Please note that this may have Capital Gains Tax (CGT) implications.

If you have a Regular Investment Plan and make a full switch, we will transfer the plan to the Investment Option you switch to.

If you currently have holdings in the Investment Option you are switching to, your distribution instructions will remain as previously nominated for that Investment Option.

If you are switching to a new Investment Option, please let us know how you would like your distributions paid for the new Investment Option. Otherwise, your distributions will automatically be reinvested.

In some cases, fees may apply (see 'Fees and other costs' section).

Switching to or from Investment Options in the BT Classic Investment Funds range

If you are an investor in certain Investment Options in the BT Classic Investment Funds range you may be able to switch to or from an Investment Option offered in this PDS. If you switch out of an Investment Option in the BT Classic Investment Funds and it results in a zero balance, you will be unable to invest in that Investment Option in the future. Please refer to the BT Classic Investment Funds PDS for further information.

Important note on making additional investments and switching

The PDS for these Investment Options may be updated or replaced from time to time. You can request a copy of the most recent PDS, which will be provided free of charge.

Withdrawing

There is no minimum withdrawal amount. However, if you request a withdrawal which would result in your balance in the Investment Option falling below \$1,000, we may arrange for your investment to be withdrawn in full and paid to you. You can withdraw from your investment by:

- calling Customer Relations on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors)
- using BT Online (bt.com.au) if you have provided bank account details in the relevant section of the application form
- providing your completed withdrawal form from any Westpac branch (Australian customers)
- scanning your completed withdrawal form and emailing to retailprocessing@btfinancialgroup.com (Australian customers) or nzclientservices@btnz.co.nz (New Zealand investors)

- using the direct debit facility to arrange for regular bill payments (e.g. car repayments and mortgages).

For the BT Cash Management Trust, you can also withdraw from your investment by using the direct debit facility to arrange for regular bill payments (e.g. car repayments and mortgages).

Distributions

The Investment Options generally pay distributions either quarterly, half-yearly or annually, and under special circumstances may pay special distributions. Refer to Section 5 – Investment Option profiles for details on the relevant distribution frequency for each Investment Option.

Cash distributions are generally determined by the Responsible Entity at the end of the distribution period in accordance with the relevant policy/policies and the constitution, and divided by the number of units on issue.

Distributions will generally be calculated using estimated income as opposed to net income.

Distributions are generally assessable income and can be made up of both income and realised capital gains, will vary depending on the factors that influence the performance of the Investment Option (such as interest rates and market conditions), and may not be paid at all. Please refer to the 'Taxation' section of this PDS for further information.

You can choose to have your distributions:

- automatically reinvested into additional units in the same Investment Option
- paid into the BT Cash Management Trust (if you are already in this Investment Option)
- paid directly into your nominated bank account.

For all Investment Options other than the BT Cash Management Trust, distributions are calculated on a cents per unit basis in accordance with the relevant Investment Option's constitution. Income and net realised capital gains (if any) accrue in the unit price during the distribution period. This means that if an investment is made just before the end of a distribution period, you may receive some of the investment back immediately as income. Immediately following a distribution, an Investment Option's unit price will usually fall because the income accumulated during the distribution period has been distributed.

Income in the BT Cash Management Trust accrues daily and is paid quarterly, based on the declared daily rate and the number of units held at the end of each day.

Distribution payments are generally made within 10 business days of the end of the distribution period. Where the timing of payments is expected to exceed 10 business days, information on the proposed date will generally be available at bt.com.au/pdsupdates. When investing through a master trust or wrap account, you should check with your operator to see when they will pass distributions on to you.

For New Zealand investors, you can elect to reinvest your distributions, have them credited to your Australian bank account, or credited to your New Zealand bank account. For distributions paid to a New Zealand bank account, we will arrange conversion of the AUD amount to NZD using a conversion rate, usually within 10 business days of the distribution being paid. You can change your distribution payment options by calling 0800 800 661.

Reinvestment of distributions

You can choose to have your distributions automatically reinvested into additional units in the Investment Option or paid directly to your nominated account.

Reinvestment of distributions will normally be effective the first day following the end of the distribution period.

For New Zealand investors, you can elect to reinvest your distributions, have them credited to your Australian bank account, or credited to your New Zealand bank account. For distributions paid to a New Zealand bank account, we will arrange conversion of the AUD amount to NZD using a conversion rate, usually within 10 business days of the distribution being paid. You can change your distribution payment options by calling 0800 800 661.

Reinvesting distributions compounds your returns. Distributions are automatically reinvested unless you instruct us otherwise in the Application Form or when you switch into a new Investment Option. If you do not nominate a bank account or your BT Cash Management Trust for payment of distributions, we will treat this as a request to reinvest your distributions. You can change your distribution payment options by contacting BT Customer Relations on 132 135 – 8.30am to 5.30pm (Sydney time) Monday to Friday or using BT Online by logging on to bt.com.au.

If we attempt to pay a distribution by your nominated method and the payment fails (e.g. we are unable to credit your nominated bank account), we will attempt to contact you to arrange payment. When you invest, you agree that if this happens and we have been unable to contact you after reasonable attempts have been made, we will take it that you have requested that we reinvest the distribution and all future distributions to which you are entitled (until we receive alternative instructions from you). Where we make this change, any amounts we have been holding will be reinvested at the price that applies on the day we reinvest them.

For details of the unit price used for reinvestments, please refer to 'How we calculate unit prices' in this section of the PDS.

Flexi Payment Plan

The Flexi Payment Plan allows you to nominate a fixed regular income to be paid from your investment directly into your nominated bank account at the end of the Investment Option's distribution period. To join the Flexi Payment Plan, simply nominate an amount and include your bank account details in the relevant sections of the Application Form.

If, for any distribution period:

- your distribution exceeds your nominated payment, then the surplus is reinvested
- your nominated payment exceeds your distribution, then the shortfall is withdrawn from your investment
- no distribution is made, your nominated payment will still be made by withdrawing the relevant amount from your investment.

Payments are generally made within 10 business days of the end of the distribution period. Transactions to reinvest any surplus or withdraw any shortfall are effective the first day after each distribution period, using prices for the last business day of the relevant distribution period, adjusted to exclude the income to be distributed for the period.

Any withdrawals made under the Flexi Payment Plan will decrease your capital and may have CGT implications.

You can change or cancel this facility by contacting us at least seven business days before the end of the Investment Option's distribution period in which you wish to make the change, otherwise the change may not be effective until the following distribution.

The Flexi Payment Plan is available on all Investment Options except the BT Cash Management Trust. Payments under the Flexi Payment Plan are currently available only to an Australian bank account.

Processing

Processing applications

Application money is paid into an interest bearing account upon receipt. Any interest earned on this account will be retained by us and may be paid into the relevant Investment Option.

If we are unable to process an application because it is invalid (e.g. the Application Form is not signed), the transaction will not be processed and the application money will remain in the account until the correct documentation is received. We will aim to contact you within seven business days of receiving an invalid request (for information on how we process invalid requests, refer to 'Invalid transaction requests' in this section of the PDS). If correct documentation is not received within one month, the application money will be returned to you by cheque – with no interest payable.

We have the right to reject any application or to accept only part of an application.

For applications made by direct debit and BPAY, we will not issue units until we receive the money from your nominated financial institution. This generally means there will be a delay between the day we receive your Application Form or you initiate a BPAY transaction and the day on which units are issued.

Transacting in New Zealand or Australian dollars

Applications can be made in New Zealand dollars (subject to meeting Australian dollar minimum investment equivalents). We will arrange conversion of New Zealand dollars (NZD) to Australian dollars (AUD) for any investment made in NZD.

Processing withdrawals

We will generally pay withdrawals to your nominated bank account within 10 business days. In certain circumstances, such as a freeze on withdrawals or where the Investment Option is illiquid (as defined in the *Corporations Act 2001*), you may have to wait a longer period of time before you can redeem your investment.

BT Cash Management Trust withdrawals specifically requested by calling 132 135 before 12.00pm Sydney time on any business day, can generally be paid to your Westpac Bank Account in Australia on the same day, and to other Australian bank accounts within two business days, and to New Zealand bank accounts within 10 business days.

Please note these times are a guide only and as specified in the relevant Investment Option's constitution, with the exception of the BT Cash Management Trust, we may take up to:

- 14 business days – for the BT Smaller Companies Fund and BT Imputation Fund
- 30 business days – for all other Investment Options (or longer in some circumstances).

There are certain circumstances where we can delay or restrict your withdrawal request. Please refer to 'Restrictions' in the 'Other important information' section of this PDS.

If you withdraw fully from the BT Cash Management Trust, the withdrawal amount will include any accrued income (less any bank charges if applicable).

Bank accounts must be in the name(s) of the account holder(s). Withdrawals are paid in Australian dollars and are subject to clearance of invested funds. This generally takes three business days but may take significantly longer where application monies have been paid by direct debits.

New Zealand investors can elect to have the proceeds of their withdrawals credited to their Australian bank account, or credited to their New Zealand bank account. For withdrawals paid to a New Zealand bank account, we will arrange conversion of the AUD withdrawal to NZD using a conversion rate usually within two business days of the withdrawal being processed.

You should be aware that gains and losses could potentially arise on currency conversions.

Processing times for applications and withdrawals

An application or withdrawal request will usually receive an entry price or exit price (as applicable) calculated for the business day on which we receive the request.

Entry and exit prices for each business day will usually be posted on bt.com.au by the end of the next business day.

Requests received on or after the cut-off time of 4.00pm (Sydney time) on a business day, or on a non-business day, will be treated as having been received before the cut-off time on the next business day. While the cut-off time is currently 4.00pm (Sydney time), we can change the cut-off time by giving you written notice.

The processing cut-off times for New Zealand investors' applications is currently 12.00 noon New Zealand time for NZD investments and 4.00pm New Zealand time for AUD investments. The processing cut-off time for New Zealand investors' withdrawals is currently 4.00pm New Zealand time. If we receive a valid request in writing at a BT Office in Australia, we will process in accordance with Australian cut-off times.

Invalid transaction requests

Application, withdrawal and other transaction requests may be invalid for various reasons (e.g. not signing the appropriate form or not including all required information on the form). In such cases where an invalid request is received, we will not process the transaction until we receive valid documentation and it will be processed using the unit price applying on the business day we receive the correct documentation. The usual rules about cut-off times outlined in this PDS apply. In cases where documentation is invalid, we will aim to contact you, generally within seven business days.

Additional information for New Zealand investors

New Zealand investors may credit only Australian sourced payments directly to their BT Cash Management Trust (e.g. Australian sourced salary, rent receipts, dividends, interest or distributions). Similarly, the direct debit facility to arrange for regular bill payments from the BT Cash Management Trust is only available to pay Australian sourced bills.

Unit prices

How we calculate unit prices

Generally, unit prices are calculated on each business day for the preceding business day in accordance with the relevant constitution, by dividing the net value of an Investment Option by the total number of units on issue in the Investment Option.

The overall effect for all Investment Options, other than the BT Cash Management Trust, is that:

- prices are based on the net value of the Investment Option's assets, generally as next calculated by us after each cut-off time
- asset values will usually be based on closing prices or, where appropriate, other price quotes, most recently available to us at the time we make the calculation
- entry prices are usually higher than exit prices. The difference is called a 'buy-sell spread'.

Please refer to the 'Fees and other costs' section in this PDS for further information.

When you make an investment in the Investment Option, we will allocate units to you based on the entry price for the business day on which we receive your application and we will keep a record of the number of units you have bought. When you withdraw from the Investment Option, we will redeem your units based on the exit price for the business day on which we receive your withdrawal request.

Entry and exit prices for each business day will usually be posted on BT Online and bt.com.au by the end of the next business day. In New Zealand, entry and exit prices for each business day will usually be posted on BT Online (NZ) by the morning after the next business day.

The value of units in the BT Cash Management Trust is not expected to vary from \$1.00. However, the value of units is not guaranteed and may vary. For example, provision for losses arising from any defaults on securities may cause the unit price to fall below \$1.00 (although the risk of capital loss is low).

The distribution reinvestment price for the BT Cash Management Trust is not expected to vary from its unit price.

For all other Investment Options, distributions will be reinvested using the entry price for the last business day of the relevant distribution period, adjusted to exclude the income to be distributed for the period and any buy-sell spread that would otherwise be included in the entry price.

Unit pricing discretion

Under the Constitution of each fund, we (or our nominee) have certain discretions in calculating unit prices. Our Unit Pricing Discretions Policy includes details relating to the exercise of these discretions. A copy of our Unit Pricing Discretions Policy can be requested from us free of charge by calling BT Customer Relations on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors).

Keeping you informed

Reporting

To keep you up to date about your investment, we will provide you with:

- confirmation of all applications, withdrawals and switches (excluding Regular Investment Plan contributions or Flexi Payment Plan payments)
- an annual investment statement providing your account balance, transaction summary and net earnings (generally sent by the end of August)
- an annual tax statement if any of your Investment Options have paid a distribution during the financial year. If you have withdrawn or switched units over the financial year, you may also receive a capital gains tax statement (these statements are generally sent by the end of August)
- an Annual Report for the Investment Options (generally available on bt.com.au by the end of September).

You can request a paper copy of any particular confirmation by contacting 132 135 (Australian investors) or 0800 800 661 (New Zealand investors).

Additional disclosure information

As 'disclosing entities' under the *Corporations Act 2001*, the Investment Options are subject to regular reporting and continuous disclosure obligations. Continuous disclosure notices regarding the Fund are available at bt.com.au/pdsupdates. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. You can also call us to obtain copies of the following documents, free of charge:

- An Investment Option's current annual financial report lodged with ASIC
- Any half year financial reports for the Fund lodged with ASIC after the lodgement of the above annual financial report and before the date of the PDS (if applicable)
- Any continuous disclosure notices we place online at bt.com.au/pdsupdates or have lodged with ASIC.

BT Online

Staying informed is one of the most important parts of managing your investment. The best way to keep track of your investment is online through BT Online. You can find out about your account balance and your transaction history.

To use BT Online, simply log on via bt.com.au and enter your Investor Number and your Password. You will be issued a PIN and Password when you make your initial investment.

New Zealand investors should primarily use the New Zealand website, btonline.co.nz (BT Online (NZ)). Currently there are differences in the information on, functionality of, and the services available through, BT Online (NZ). If the functionality or services of BT Online (NZ) change, we will advise New Zealand investors.

The online transacting facilities and the change of address facility BT Online bt.com.au are not currently available for use by New Zealand investors. New Zealand investors should, however, refer to the Australian website bt.com.au, where this PDS states that information will be provided or updated on the website (e.g. for information on the current issuer fee).

Information that may change

Where changes to information occur that do not adversely affect you, you may be informed in the next regular communication for your investment and via our website at bt.com.au/pdsupdates. Such information includes, but is not limited to, changes in:

- an investment manager
- Investment Options or
- fees.

Where required by law, written notification will be provided giving 30 days' notice of the changes.

9. Taxation

You should note that investing in the Fund is likely to have tax consequences. Investing in the Fund may also affect your entitlement to pension or other social security benefits. We strongly advise that you seek independent professional tax advice before investing in the Fund.

The following information is a general summary only and shouldn't be relied upon as a complete statement of all relevant laws. This information is provided as a general overview of the tax laws that apply to the Fund and its investors as at the date of this PDS. The application of these laws depends on your individual circumstances. This information applies to Australian resident investors unless otherwise specified.

Tax position of the Fund

The Fund attributes all of the taxable income, including realised net capital gains and tax credits (if any), to investors each year on a fair and reasonable basis, having regard to the members' rights under the constituent documents. As such, the Fund should not be subject to income tax.

If, for any reason, there is income within the Fund which has not been attributed to any investor, the Fund may be taxed at the highest marginal tax rate in respect of this income.

Taxation of distributions

Income attributed to you may form part of your assessable income. This is the case regardless of whether the income is distributed to you in cash.

The tax you pay will depend on the composition of the components. The components can be made up of:

- assessable income, such as dividends and interest
- net realised capital gains (including CGT concession amounts, if any)
- tax credits, such as franking credits attached to dividend income and foreign income tax offsets
- non-taxable distributions, such as a return of capital or tax-deferred amounts.

If franking credits or foreign income tax offsets are included in your components, you must determine your entitlement based on your individual circumstances. Income attributed to you that is not distributed to you in cash will generally increase the cost base of your units.

Capital Gains Tax (CGT)

Under the CGT provisions, you may realise capital gains or losses when you dispose of your investments. Individuals, trusts and complying superannuation entities may be entitled to the CGT discount when disposing of units that have been held longer than 12 months.

Any realised capital gains that you derive from the disposal of your investments and/or distributions from the Fund may be offset against realised capital losses to determine your net capital gain or loss for the year. Any 'discounted capital gains' must be grossed up prior to being offset against capital losses. To the extent there is a net capital loss for the year, this loss may be carried forward to future years and offset against any future capital gains.

Certain investors (e.g. share traders) may be liable to pay tax on any gains made on the disposal of units as ordinary income, in which case the CGT provisions may not apply.

Non-resident investors

If you're not an Australian resident for tax purposes, we may withhold tax on income attributed to you for the year, regardless of whether the income is distributed to you in cash.

The applicable rate of tax will vary depending on a number of factors, including the type of the component and your country of residence for tax purposes.

If you are a New Zealand investor, your investment may be subject to the New Zealand Foreign Investment Fund (FIF) regime. There are a number of investor exemptions from the FIF regime that may or may not apply to investors, so the application of the rules will depend on the underlying investor's circumstances. We recommend that you seek independent professional tax advice before investing.

When withdrawing or switching from an Investment Option, you have the option of either repurchase (where we buy the units from you) or redemption (where the units are redeemed directly by the Investment Option). Both options have different Australian and New Zealand tax consequences. If you do not specify a method, the default method will be repurchase.

Quoting your tax file number

In the application form, you will be asked to provide your tax file number (TFN). If you apply through a master trust or wrap account, the operator will also ask for your TFN.

It isn't an offence if you don't provide a TFN, however it's important to be aware that if you don't provide us with a TFN, an Australian Business Number (ABN), or an exemption reason, we may be required to withhold tax from the income attributed to you at the highest marginal tax rate, plus Medicare levy, to meet Australian tax requirements.

If you're exempt from providing a TFN you should write the reason for your exemption on the application form.

Australian companies and other entities that invest in the course or furtherance of their registered business can supply their ABN to us instead of their TFN.

Information in respect of the collection and use of TFNs is contained in the BT Privacy Statement which is available at bt.com.au/privacy/privacy-statement.

Responsible Entity's remuneration

The Responsible Entity will be remunerated out of the Investment Option's capital. This allows the Investment Option greater flexibility in managing its gearing strategy. This capital withdrawal from the Investment Option will reduce the unit price for all investors and so will reduce any accruing capital gain which may be assessable on the withdrawal of the units. The Investment Option will not be entitled to a deduction for those amounts. This will increase the level of taxable distributions.

Investors will need to consider the tax impact to them of receiving increased taxable distributions, together with franking credits received and reduced capital gains on the withdrawal of their units.

Payment of an Advice Fee

If you pay an Advice Fee to your adviser, we recommend you seek professional tax advice regarding your ability to claim a tax deduction for these expenses.

10. Other important information

The constitutions of the Investment Options

What are the constitutions of the Investment Options?

Each Investment Option is a managed investment scheme established under a document called a constitution. Under each constitution, the Responsible Entity of the Investment Option is responsible for operating the Investment Option and selecting investments in accordance with the constitution. The *Corporations Act 2001*, the constitution, and the general law set out the framework under which each Investment Option operates.

Asset values of the Investment Options for the purposes described in this PDS are determined in accordance with each Investment Option's constitution.

The constitutions (including any amendments) have been lodged with ASIC.

You can inspect a copy of the relevant constitution at our office during business hours, or request a free copy by calling 132 135 (Australian investors) or 0800 800 661 (New Zealand investors), or by emailing customer.relations@btfinancialgroup.com.

The main rights of investors under the constitutions

The rights and obligations of investors in each Investment Option are governed by the constitution for the Investment Option and this PDS, but are also affected by the *Corporations Act 2001*, relief and guidelines issued by ASIC, and the general law relating to trusts.

Some of the provisions of the constitutions are discussed elsewhere in this PDS. Others relating to your rights under a constitution include:

- the nature of the units and whether different classes of units are authorised. Every unit confers a beneficial interest in the Investment Option as a whole (but not a specific interest in any particular asset of the Investment Option)
- how we must calculate unit prices and the net value of each Investment Option
- what you are entitled to receive when you withdraw or an Investment Option is wound up
- your right to share in any income and how we calculate it.

Each constitution is designed to limit your liability to the amount, if any, which remains unpaid in relation to your units, any liability incurred by us for any tax or user pays fees as a result of your action or inaction, or as a result of an act or omission requested by you.

Your rights to requisition, attend and vote at meetings of unit holders are mainly contained in the *Corporations Act 2001*.

The main duties and rights under the constitutions

As Responsible Entity and we:

- have wide powers to invest, borrow and generally manage the Investment Options
- have discretion to refuse transfers and applications
- can change the constitutions, but we need approval at a meeting of unit holders if the change will adversely affect unit holders' rights
- can terminate an Investment Option at any time and will give you notice of any intention to do so. If we terminate an Investment Option, you share pro-rata in the net proceeds available from the sale of investments
- can retire, in which case a new Responsible Entity will be appointed
- can charge fees and recover expenses
- can transfer property of an Investment Option, units in another scheme or shares to you, rather than paying a withdrawal request (the assets transferred must be of equal value to the amount payable to you, but we can deduct an amount for costs involved in the transfer).

As Responsible Entity of each Investment Option we must comply with all obligations set out in each constitution. We are also subject to duties under the law including duties to act honestly, exercise care and diligence, and treat investors of the same class equally.

In addition to these provisions that apply to all Investment Options, the constitutions of specific Investment Options provide us with certain additional powers and rights. Some of these are set out in other parts of the PDS, but also include:

- for all Investment Options, our ability to redeem units at any time and our ability to alter classes of units by converting the whole class into another class or by reallocating any particular units to another class
- for all Investment Options except the BT Smaller Companies Fund and BT Imputation Fund, our ability to redeem some or all of your units to satisfy a dishonour fee owing to us. We will provide you with written notice if we exercise this right
- for the BT Cash Management Trust, our ability to reduce the exit price that you receive on a full or partial withdrawal in the event that the Investment Option incurs losses
- for all Investment Options we can transfer property of the Investment Option, units in another scheme or shares to you, rather than paying a distribution entitlement that is owing to you.

Liabilities and indemnities under the constitutions

The constitutions limit our liabilities in relation to each Investment Option. For example:

- we are not liable for acting in reliance in good faith on professional advice
- if we comply with our duties and act in accordance with the relevant laws and the constitution, we are not liable to you for any loss in connection with an Investment Option.

In addition, we are entitled to be indemnified out of the assets of an Investment Option for liabilities we incur in connection with the proper performance of our duties for an Investment Option.

Can the Investment Options borrow money?

For all Investment Options, each constitution permits us to borrow for the relevant Investment Option, with or without security and subject to any restrictions in the relevant constitution. However, it is not intended that the Investment Options will undertake long-term borrowings, although short-term borrowings may occur in our day-to-day management of the Investment Options.

Appointing an authorised representative

If you wish to appoint someone else to instruct on your investment on your behalf, the following conditions apply.

- Generally, your authorised representative can do everything you can do with your investment except appoint another authorised representative. If your authorised representative is your financial adviser, their authority is limited, and they cannot change any fees or alter payment/distribution bank account details.
- To cancel your authorised representative you must give us seven business days' written notice.
- You release and indemnify us and any other member of the Westpac Banking Group from and against all liability which may be suffered by you or by us or brought against us or any other member of the Westpac Banking Group in respect of any acts or omission of your authorised representative, whether authorised by you or not.

To appoint an authorised representative you must complete the relevant sections in the Application Form.

Privacy Statement and marketing consent

Our Privacy Statement explains how we collect, use and disclose your personal information and credit-related information. Our Privacy Statement also provides information about how you can access and correct your personal information, and make a complaint and is available at bt.com.au/privacy/privacy-statement, or by calling us on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors).

We will use your personal information to send you offers for products and services we believe may be of interest and value to you (including by email, SMS or other means) unless you have previously told us that you do not want to receive marketing offers from us. The products and services offered may be provided by us or one of our third-party partners. If you do not want to receive direct marketing offers from us, you can let us know using the contact details in our Privacy Statement bt.com.au/privacy/privacy-statement or follow the opt-out instructions in the message.

Restrictions

Restrictions applying to all Investment Options – when illiquid

We can suspend the withdrawal of your money in the unusual circumstance where an Investment Option is illiquid (that is, when the Investment Option's assets cannot be sold for their market value within the time periods specified under the constitution). While an Investment Option is illiquid, different withdrawal procedures will apply as specified under the *Corporations Act 2001*. We are not obliged to pay for withdrawals out of our money.

Managing liquidity for Investment Options with exposure to unlisted property investments – additional restrictions on withdrawals and early termination of Investment Options

Investment Options with exposure to unlisted property investments will endeavour to maintain sufficient liquid assets and limit their exposure to unlisted property investments to a level considered appropriate having regard to the interests of investors. There is a risk, however, that the Investment Options' illiquid assets may exceed this level due to circumstances outside the investment manager's control, such as unusually high withdrawals or market movements.

Where the investment manager is of the opinion that early withdrawal of units from the Investment Option would be prejudicial to the interests of investors as a whole, the processing and payment of withdrawals may be suspended.

Where there is a continuing risk that processing withdrawals will or may have the effect of disadvantaging investors, additional action may be taken to:

- apply the withdrawal procedures prescribed under the *Corporations Act 2001* for illiquid schemes (if the Investment Options are deemed illiquid – see 'Restrictions' in the 'Other important information' section of the PDS),
- with investors' consent, transfer the Investment Options' illiquid investments to investors in full or partial payment of their withdrawal requests, or
- determine whether it is in the best interests of all investors to terminate the Investment Options– if any of the Investment Options are terminated, the assets of those Investment Options will be realised as soon as practicable and the proceeds paid to investors as soon as they become available. In the case of illiquid assets, it may be a considerable period of time before the proceeds of realisation of those assets become available for distribution, and it may not be possible to realise them at their optimum value.

Because some of the assets of the Investment Options may be illiquid, you should carefully consider in consultation with your financial adviser, whether an investment in Investment Options with exposure to unlisted property investments will meet your financial needs and in particular, whether you may have a need now, or in the future, to be able to withdraw all of your investment within a short time frame.

Special application and withdrawal restrictions

The constitutions of a number of Investment Options also contain specific provisions that provide us with certain powers and rights in relation to application and withdrawal procedures.

Which Investment Options do these restrictions apply to?

		BT Technology Fund	BT Imputation Fund	BT Smaller Companies Fund	All other Investment Options
1.	Large withdrawals	✓			✓
2.	Delay in selling assets				✓
3.	Suspension of withdrawals – specified circumstances		✓	✓	
4.	Suspension of withdrawals – where considered appropriate				✓
5.	Circumstances where we can process applications and withdrawals differently	5(a)			✓
		5(b)			
		5(c)			✓

What are the restrictions?

Restriction	Details
1. Large withdrawals	<p>From an individual investor: If you make a large withdrawal (or a number of smaller withdrawals which together form a large withdrawal) in a single day, greater than the specified limit (currently 5% of the unit class' value – but we may change this), we can sell specific assets and pay you the proceeds (which may result in significant delays), or transfer assets to you.</p> <p>From all investors: If we receive a large amount of withdrawals for an Investment Option in a single day, greater than the specified limit (currently 10% of the unit class' value – but we may change this), withdrawal requests exceeding this amount will not receive the exit price for that day, and will be deemed to be received on the next business day. If the quantity of requests received the next day is greater than the specified level, the same procedure will continue to apply.</p>
2. Delay in selling assets	<p>If we are unable to sell sufficient assets to satisfy a withdrawal due to circumstances beyond our control (such as restricted or suspended trading in a market), or we do not consider it in the best interests of investors to sell the amount of assets necessary to meet a withdrawal, the period allowed to satisfy the withdrawal may be extended by the number of days during which the circumstances apply.</p>
3. Suspension of withdrawals – specified circumstances	<p>We can suspend withdrawals in the circumstances described in the relevant constitution (e.g. including where there is restricted trading on a stock exchange) for the specified time. This specified time is up to 30 days (for the BT Imputation Fund, BT Smaller Companies Fund). Withdrawals received during this period will receive the unit price applicable on the first business day after the suspension ends (for the BT Smaller Companies Fund), or the earlier of the first business day after the suspension ends or the business day immediately preceding the 30th day following receipt of the withdrawal request (for the BT Imputation Fund). For the BT Imputation Fund and BT Smaller Companies Fund we may also postpone the withdrawal date of the units to up to 30 days from the date of the withdrawal request rather than the 14 days which usually applies in respect of these Investment Options.</p>
4. Suspension of withdrawals – where considered appropriate	<p>We may suspend withdrawals if we consider it appropriate. Withdrawals received during this period will receive the unit price determined as at the next valuation time after the period of suspension ends.</p>
5. Circumstances where we can process applications and withdrawals differently	<p>For the Investment Options included in each category we can:</p> <ol style="list-style-type: none">delay price calculations and measure the net value of the assets at different timesreissue entry and exit prices that will apply for an application, switch or withdrawal, if for example we believe the original price released is no longer appropriate (this may occur in times of market volatility)calculate more than one entry or exit price for a business day (in which case the entry or exit price will vary depending on the time we receive the request). For these Investment Options, until a withdrawal request is satisfied, the exit price may be predetermined if we believe the net asset value of the Investment Option has fallen by 5% or more after the exit price was originally determined.

Anti-money laundering, counter-terrorism financing and sanctions obligations

We are bound by applicable laws about the prevention of money laundering and the financing of terrorism as well as sanctions obligations, including but not limited to the *Australian Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (AML/CTF laws).

By signing the application you agree that:

- we are required to carry out procedures that verify your identity before providing services to you, and from time to time thereafter
- you are not applying under an assumed name
- any money you invest is not derived from or related to any criminal activities
- any proceeds will not be used in relation to any criminal activities
- you will not initiate, engage in or effect a transaction that may be in breach of AML/CTF laws or sanctions (or the law or sanctions of any other country)
- if we ask, you will provide us with any additional information we may reasonably require for the purposes of AML/CTF laws or sanctions. This could include information about you, your estate, about anyone acting on your behalf, or a holder of a beneficial interest in the investment, or the source of funds used in connection with the investment
- we may obtain information about you, your estate, anyone acting on your behalf, a holder of a beneficial interest in the investment or the source of funds used in connection with the investment from third parties if we believe this is necessary to comply with AML/CTF and sanctions laws
- in order to comply with AML/CTF laws and sanctions, we may be required to take action, including delaying or refusing the processing of any application or any transaction related to your investment if we believe or suspect that the application or transaction may breach any obligation of, or cause us to commit or participate in an offence under any AML/CTF and sanctions laws. We will not incur any liability in doing so, and
- where legally obliged to do so, we may disclose the information gathered to regulatory and/or law enforcement agencies or other entities. We may share this information with other members of the Westpac Group.

If you are in default of your obligations under your investment with us, we can close your investment without notice if we have reasonable grounds to suspect that there is a breach of any of the conditions set out above, such as unsatisfactory conduct by you or if you fail to provide required information and documentation as requested within a stipulated time period, or if we have reasonable grounds to consider that we need to close your investment for any other reason in order to manage appropriately any risks to which we are exposed (including the risk of damage to our reputation).

Related party transactions and conflicts of interests

The Investment Options may invest from time to time in other funds of which we, or a related entity, are trustee, responsible entity or manager (related funds). There is no limit on the level of investment in related funds.

Details of holdings of related funds and related party dealings in the Investment Options are set out in the annual reports (available by calling 132 135 (Australian investors) or 0800 800 661 (New Zealand investors)). Subject to the constitutions of the Investment Options, we may appoint any of our related bodies corporate (including Westpac Banking Corporation) to provide services (including banking services) or perform functions in relation to the Investment Options, including acting as our delegate. We may also enter into financial or other transactions with related bodies corporate in relation to the assets of the Investment Options, and may sell assets of the Investment Options to, or purchase for the Investment Options assets from, a related body corporate. A related body corporate is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction and to retain them for its own account. Such arrangements will be based on arm's length commercial terms.

In the course of managing the Investment Options, we may face conflicts in respect of our duties owed to the Investment Options, related funds and our own interests. We have policies and procedures in place to ensure that we manage these conflicts of interests through either controlling, avoiding or disclosing the conflict. We will resolve such conflicts of interests fairly and reasonably and in accordance with the law, ASIC policy and our own policies.

Our reporting obligations

We are required to identify tax residents of a country(ies) other than Australia in order to meet account information reporting requirements under local and international laws.

If at any time after account opening, information in our possession suggests that you, the entity and/or any individual who holds ownership and/or control in the entity of 25% or more (Controlling Person) may be a tax resident of a country(ies) other than Australia, you may be contacted to provide further information on your foreign tax status and/or the foreign tax status of the entity and/or any Controlling Person. Failure to respond may lead to certain reporting requirements applying to the account.

By completing this application you certify that you and/or any Controlling Person are not a US citizen or US tax resident and that if at any time there is a change to the foreign tax status details for you, the entity and/or any controlling persons, you will inform BT. You also certify that if at any time there is a change of a controlling person/s in your entity, you will inform BT.

A controlling person refers to the individual(s) that directly or indirectly owns a legal interest in the entity of 25% or more and/or exercises actual effective control over the entity, whether from an economic or other perspective such as through voting rights. In addition, in the case of a trust, a controlling person includes the settlor(s), trustee(s), appointer(s), protector(s), beneficiary(ies) or classes of beneficiaries and in the case of an entity other than a trust, the term includes persons in equivalent or similar positions.

Foreign Tax Residents

We are required under domestic and international laws to collect and report financial and account information relating to individuals and organisations who are, or may be, foreign tax residents. We may ask you whether you or any shareholder, beneficiary, settlor or controlling person are a foreign tax resident from time to time, such as when you open an account with us, or if your circumstances change. If you do not provide this information to us we may be required to limit the services we provide to you.

Unless you tell us otherwise, by completing any application, you certify that any shareholder, named beneficiary, settlor or controlling person is not a foreign tax resident. You must tell us if you, or any shareholder, named beneficiary, settlor or controlling person is, or becomes, a foreign tax resident (unless an exemption applies, such as for shareholders of listed companies). Where there are no named beneficiaries (e.g. for beneficiaries identified only as a class) you must tell us if a beneficiary is a foreign tax resident immediately when any decision is made to identify and make a distribution to them. You may contact us to provide foreign tax residence information by calling 1300 725 863 or +61 2 9155 7580 if outside Australian (9am-5pm Monday to Friday AEST time).

We cannot give tax advice, so please contact your independent tax advisor if you need help finding out whether any person is a foreign tax resident.

How we resolve complaints

Delivering on our service promise

We're constantly striving to provide the best possible service, and we'll do our best to resolve any concern you have efficiently and fairly.

Our commitment to you

If you're ever unhappy about something we've done – or perhaps not done – please give us the opportunity to put things right.

Our aim is to resolve your complaint within 5 business days, however, where possible we will resolve your complaint on the spot. If we need some additional time to get back to you, we will let you know. Should we be unable to resolve your concern at your first point of contact, we will then refer the complaint to our Customer Managers.

Our Customer Managers are here to find a solution for you and will ensure that you're regularly updated about the progress we are making to resolve your complaint.

You can contact us:

Over the phone:

Please call us from anywhere in Australia on 132 135. If you are overseas, please call +612 9155 4070

By post:

BT
GPO Box 2675
Sydney NSW 2001

Online:

Using the secure feedback form at secure.bt.com.au/contact-us/contact-form.asp

For further information go to our website and search 'Feedback and Complaints'.

If you are still unhappy.

If you are not satisfied with our response or handling of your complaint, you can contact the external dispute resolution scheme, the Australian Financial Complaints Authority (AFCA).

Australian Financial Complaints Authority

The Australian Financial Complaints Authority (AFCA) provides a free and independent service to resolve complaints by consumers and small businesses about financial firms (e.g. banks), where that complaint falls within AFCA's terms of reference.

The contact details for AFCA are set out below.

Australian Financial Complaints Authority

Online: www.afca.org.au

Email: info@afca.org.au

Phone: 1800 931 678 (free call)

Post: Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001

Other alternatives

Other options may be available to you. You may wish to get legal advice from your community legal centre or Legal Aid. You can also contact ASIC, the regulator, for information on 1300 300 630 or through ASIC's website at www.asic.gov.au.

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

Consents

The following parties have consented to this PDS containing, and accept responsibility for the accuracy of, the statements about them, and the use of their logo, in the form and context in which they appear and have not withdrawn their consent before the date of this PDS.

- JPMorgan Chase Bank, N.A. (Sydney Branch)
- Pandal Fund Services Limited
- Pandal Institutional Limited
- Platinum Investment Management Limited.

The parties above have not caused the issue of this PDS and are not responsible for any statements which are not referable to them.

Terms and conditions

All investors

By completing the Application Form you agree to be bound by all the provisions in this PDS and the applicable constitutions (as amended from time to time) including the following.

- Confirm that you are 18 or over.
- Acknowledge that if a transaction request is invalid, it will not be processed until valid documentation is received.
- Acknowledge that you have read the section titled 'Privacy statement and marketing consent' in this section of the PDS and that we, our agents and related companies may exchange with each other information about you, and use that information for the purposes described in that section. If you only hold BT products through a financial adviser who is not part of the BT Financial Group, no information will be used by other Westpac Companies for marketing purposes.
- Acknowledge and agree that you must not initiate, engage in or effect a transaction that may be in breach of Australian law, or the law of any other country – please refer to 'Anti-money laundering, counter-terrorism financing and sanctions obligations' in this section of the PDS.
- Acknowledge that you have the legal power to enter into the investment.
- Agree that future transactions will be the terms of the then current PDS and the relevant constitution (each as amended from time to time).
- Direct us to deduct any government fee, duty, bank charge, dishonour fee or any other fees payable from time to time, from your withdrawal proceeds or any other amounts payable by us to you.
- Direct us to deduct from your investment any amount owed by you to us.
- Confirm that you have received and accepted this offer in Australia or New Zealand.
- Consent to telephone conversations being recorded and listened to for training purposes or to provide security for transactions.

- Agree that if we make an incorrect payment to you, we are entitled to deduct the amount incorrectly paid from any holding you may have with us or a related body corporate.
- Agree to be bound by the provisions of this PDS and any superseding supplementary or replacement PDS and the provisions of the relevant constitution (as amended from time to time).
- Consent to us passing information in relation to your investment to your financial adviser.
- Acknowledge that if we reasonably believe a signature on a document, such as a withdrawal request, to be genuine we are entitled to rely on that signature and will not be liable for any loss you may suffer if it is later found that the signature was fraudulent.
- Acknowledge that if we reasonably believe an email or facsimile communication (if applicable) we receive from you, your financial adviser or representative is genuine, we are entitled to rely on that email or facsimile communication and will not be liable for any loss you may suffer if it is later found the email or facsimile communication was fraudulent.
- Consent to us continuing to act as Responsible Entity notwithstanding a conflict of interest arising from circumstance referred to in 'Related party transactions and conflicts of interests' in this section of the PDS or any other circumstances.
- Acknowledge that information, reports and other communication to you may be delivered electronically by email or other electronic means.
- Agree that any email sent to customer.relations@btfinancialgroup.com, including the details required to withdraw your investment will be taken to be by you and, further, acknowledge that we may act on those instructions and will not be liable for any loss you may suffer if it is later found that the email was fraudulent.

In addition:

Joint investors

- Agree to hold the units as joint tenants.
- Acknowledge that, unless otherwise stated, all signatures are required on all transactions.

Companies (including companies acting as a trustee e.g. for a self-managed superannuation fund or trust)

- Agree to only remain invested in an Investment Option if the company is registered with ASIC.
- Agree to inform us if the company commences the process to become or becomes deregistered with ASIC.
- Agree not to give any instructions to us in relation to an Investment Option if the relevant company is in the process of or becomes deregistered with ASIC.

See 'Deregistration' below for more information.

Deregistration

Normally, once a company is deregistered, it ceases to exist as a legal entity and can no longer do anything in its own right.

If we become aware that a company has been deregistered yet remains invested in an Investment Option, we will place restrictions on the relevant account, preventing any further transactions in relation to the Investment Option.

We will:

- Notify those persons who were directors of the company (immediately before deregistration) that we have placed restrictions on the relevant account and that they are no longer authorised to operate the account, including giving instructions to make applications or withdrawals.
- Cease to allow any investments made under the Regular Investment Plan or the payment of distributions to a nominated bank account, as applicable.

If the company is not reinstated with ASIC, we will seek ASIC's instructions to close the relevant account, after which the account will be closed. This includes selling down the holdings in an Investment Option and transferring the balance to ASIC's unclaimed monies account.

If the company is reinstated with ASIC after deregistration has occurred, you will need to provide us with new identification documents.

If the account is held by the company as trustee for a trust and a replacement trustee has been appointed, please contact us on 132 135 (Australian investors) or 0800 800 661 (New Zealand investors), to discuss what is required to update our records.

Operators and custodians of master trusts or wrap accounts

- Undertake to us that you and each other operator or custodian of the master trust or wrap account will comply with any requirements of law or applicable ASIC policy in relation to the master trust or wrap account.
- Confirm that you are authorised by each operator or custodian of the master trust or wrap account to give this undertaking on their behalf.

Our electronic facilities

Electronic notifications and updated information you agree to receive all information, including without limitation any notification, disclosure documents or any other documents for underlying investment funds (Information), required or permitted to be given to you under *Superannuation Industry (Supervision) Act 1993* (SIS) and the *Corporations Act* or any other relevant law:

- Where it is or may become permissible under the SIS, the Corporations Act or relevant law, via your Financial Adviser in writing or notice by email or other electronic communication (including online), or
- Directly:
 - by email (including emails containing a hypertext link), or
 - by other electronic communication (including by accessing bt.com.au).
- If you're:
 - a new investor, by making an application to become an investor in BT Investment Funds or participating as an investor of BT Investment Funds or,
 - an existing investor, and you (or someone on your behalf) by making further investments, by giving an investment direction or switch request, using the Regular Investment Plan feature, on or after the date of this PDS, you agree that Information can be provided to you in any of these ways.

Important information about your investment in BT Investment Funds may be sent to the email address you nominate in your Application. It's important that you nominate a current and active email address and notify us immediately if the email address provided changes.

BT Online

By completing the Application Form you may use BT's electronic transaction facility, BT Online.

The following conditions apply in relation to these facilities.

- A confidential personal identification number (PIN) and/or password will allow you to transact and you remain responsible for their confidentiality.
- Your PIN and/or password may be issued to you electronically.
- Access will be given to any person who uses your PIN or password or complies with any other of our security procedures, which we may put in place from time to time. Any action by that person will be taken to be by you.
- Any action or request taken or given to the Responsible Entity cannot be countermanded.
- We may vary these conditions at any time after giving you notice in writing (or by email or other electronic communication for BT Online users).

- We may suspend access or cancel our ability to transact where we reasonably consider it to be necessary or desirable (and where applicable, for such period as we reasonably consider to be necessary or desirable):
 - (a) having regard to:
 - (i) the law, or
 - (ii) the quality, efficiency, integrity or security of our electronic facilities, or
 - (iii) any reputational impact on us, or
 - (b) otherwise on reasonable notice to you.

We must use best endeavours to ensure that any suspension for maintenance of our electronic facilities is carried out at times when in our reasonable opinion it would have least effect on you.

- You must tell us immediately if you lose your PIN or password or think an unauthorised person has knowledge of it.

Facsimile facility

By crossing the appropriate section in the Application Form, you agree to the following conditions when using a facsimile to respond to us.

- Any instructions sent by facsimile must be signed by all signatories to the investments, as previously notified to us via your Application Form.
- You agree that instructions provided by authorised signatories are provided, or are authorised, by you.
- We may refuse to carry out any instruction:
 - (a) that is unclear,
 - (b) where you do not have sufficient cleared funds with us to process the instruction,
 - (c) where we have not received all necessary documentation,
 - (d) when acting would be against the law,
 - (e) if you are in default under any contract with us or any member of the Westpac Group, or
 - (f) when it is reasonable for us to do so.

Indemnity

You release and indemnify us and any other member of the Westpac Banking Group from and against all liability which may be suffered by you or brought against us or any other member of the Westpac Banking Group in respect of:

- Any act or omission of your authorised representative, whether authorised by you or not.
- Your use, or purported use, of BT Online.
- Your use, or purported use, of a facsimile (if applicable).

Direct Debit Request Service Agreement

By completing the Direct Debit Request that forms part of the Application Form, you will be providing us with the ability to debit your nominated account and transfer the amount you request to your investment. This agreement sets out the terms on which you authorise us to deduct from your account with your financial institution any amounts that become payable to an investment with us.

Direct Debit arrangements

- For initial applications made by completing a Direct Debit Request, we will debit the amount(s) nominated from your account generally within two business days of receiving a valid application.
- For subsequent investments, when we receive a valid instruction either by phone, letter or over the internet, we will debit your account generally within two business days of receiving the instructions (provided we have previously received a valid Direct Debit Request).
- A valid instruction will be an instruction given by you or from a person nominated by you to provide such instructions.

Regular Investment Plan arrangements

- For investments made under a Regular Investment Plan, we will debit your account on or around the 19th of each month.
- Where the due date falls on a non-business day, we will draw the amount on the next business day. If you are uncertain about when the debit will be processed to your nominated account, you should enquire directly with your financial institution where the account is based.

Your responsibilities

It is your responsibility to:

- Ensure that your financial institution allows direct debits on your nominated account as direct debiting is not available on all accounts offered by financial institutions.
- Ensure that your nominated account details are correct, and if uncertain, to check with your financial institution before completing the Direct Debit Request.
- Ensure that sufficient cleared funds are available in your nominated account by the due date to permit payments under the Direct Debit Request.
- Ensure that the authorisation given to draw on your nominated account is identical to the account signing instruction held by your financial institution where the nominated account is based.
- Advise us if your nominated account is transferred or closed or your nominated account details change.
- Arrange with us a suitable alternate payment method if the drawing arrangements are cancelled either by you or your financial institution.

Your rights

- You may cancel, alter, defer or suspend your Direct Debit Request, or stop or suspend an individual debit from taking place without incurring a penalty, by calling BT Customer Relations on 132 135, from 8.30am to 5.30pm (Sydney time) (Australian investors) or 8.30 am to 5.00 pm (Auckland time) (New Zealand investors), Monday to Friday. In some cases we will require your written confirmation.
- You must notify us at least seven business days before the next scheduled debit to ensure changes are effective that month. Notification received after that time may result in your changes taking effect in the following month. You may also be able to stop an individual debit by contacting your own financial institution. You may be liable for financial institution charges if you do this; the financial institution should have information on these.
- If you have any questions or concerns about your Direct Debit Request, such as where you consider that a drawing has been initiated incorrectly, you should take the matter up directly with us by calling us on 132 135, from 8.30am to 5.30pm (Sydney time) (Australian investors) or 0800 800 661, from 8.30 am to 5.00 pm (Auckland time) (New Zealand investors), Monday to Friday. Alternatively, please see the last page of this PDS for other ways to contact us.
- If you lodge a complaint with us, we will let you know that we have received your complaint and a Customer Manager will try to resolve your complaint within 30 days. If you're still not satisfied with the response or have not received a response from the Customer Manager in 90 days, you can contact the Australian Financial Complaints Authority (AFCA) by calling 1800 931 678 or the Financial Markets Authority on 0800 434 566 (New Zealand investors only).

Our commitment to you

- We will only change the amount of the payment under the Direct Debit Request on receipt of a valid instruction.
- If we vary the terms of this agreement, we will give you notice as soon as reasonably possible (which may be before or after the change is made). If we believe the change is unfavourable to you, we will provide you with at least 30 days' notice.
- Should we receive a request from you to cancel or alter the Direct Debit Request, we will process your request promptly and without incurring a penalty.
- We reserve the right to cancel your drawing arrangements if two or more consecutive drawings are returned unpaid by your nominated financial institution. Standard government fees, duties and bank charges (including dishonour fees and conversion costs) may apply to investments. These are paid by the investor.
- We will keep all your records and information pertaining to your nominated account at the financial institution private and confidential, except where you have made a claim relating to a debit you believe has been made incorrectly, or wrongfully, in which case Westpac Banking Corporation ABN 33 007 457 141 (as our sponsor in the Bulk Electronic Clearing System) may require us to provide this information to them in connection with your claim to the extent necessary to resolve your claim.

The Investment Options included in this PDS

The following Investment Options are offered under this PDS, each being registered managed investment schemes that are separate financial products.

Registered Fund Name	ARSN	Investment Option	APIR code
Westpac Financial Services Limited is the Responsible Entity for the following Investment Options			
BT Future Goals Fund	087 593 128	BT Future Goals Fund	BTA0044AU
BT International Fund	087 594 625	BT International Fund	BTA0024AU
BT American Share Fund	087 587 906	BT American Share Fund	BTA0023AU
BT Asian Share Fund	087 595 131	BT Asian Share Fund	BTA0026AU
BT European Share Fund	087 596 227	BT European Share Fund	BTA0025AU
BT Technology Fund	091 512 426	BT Technology Fund	BTA0127AU
BT Property Securities Fund	087 588 627	BT Property Securities Fund	BTA0051AU
BT Cash Management Trust	087 531 539	BT Cash Management Trust	BTA0002AU
BT External International Shares 3	105 250 726	Platinum International	WFS0092AU
BT Funds Management No. 2 Limited is the Responsible Entity for the following Investment Options			
BT Australian Share Fund	087 595 739	BT Australian Share Fund	BTA0021AU
BT Smaller Companies Fund	089 133 666	BT Smaller Companies Fund	RFA0012AU
BT Imputation Fund	089 839 912	BT Imputation Fund	RFA0019AU

Terms used in this PDS

- ‘Bank account’ means, for Australian investors, an account with an Australian Authorised Deposit Taking Institution (which includes a building society and credit union).
- ‘BT Classic Investment Funds’ means the funds offered in the BT Classic Investment Funds PDS, issued by BT Funds Management No. 2 Limited and Westpac Financial Services Limited. These funds are open to additional investment only. A copy of the BT Classic Investment Funds PDS can be obtained from bt.com.au or by calling BT Customer Relations.
- ‘Business day’ means a day other than a Saturday or Sunday on which banks are open for general banking business in Sydney.
- ‘Financial adviser’ means a licensed financial adviser or other persons approved by us (e.g. dealer groups and operators of master trusts or wrap accounts).
- ‘Funds’ means all of the Investment Options offered in this PDS.
- ‘Investment Option’ means a Fund offered in this PDS. Details of each Investment Option are set out in the ‘Investment Option profiles’ section of this PDS.
- ‘Responsible Entities’ means BT Funds Management No. 2 Limited ABN 22 000 727 659, AFSL 233720 and Westpac Financial Services Limited ABN 20 000 241 127 AFSL 233716.
- ‘we’, ‘our’, ‘us’ means the Responsible Entities of the Funds.

Directory

Our registered address is:

Level 18, Westpac Place
275 Kent Street
Sydney NSW 2000

More information?

- Go to bt.com.au.
- Contact BT Customer Relations on 132 135 8.30am to 5.30pm (Sydney time) (Australian investors) or 0800 800 661 8.30am to 5.00pm (Auckland time), (New Zealand investors) Monday to Friday.

For more information – Australia

bt.com.au

132 135

GPO Box 2675, Sydney NSW 2001

customer.relations@btfinancialgroup.com

For more information – New Zealand

btonline.co.nz

0800 800 661

BT New Zealand Client Services

PO Box 6088

Victoria Street West Auckland 1142

nzclientservices@btnz.co.nz

