MACQUARIE FUNDS GROUP

MACQUARIE AUSTRALIAN SMALL COMPANIES FUND

PRODUCT DISCLOSURE STATEMENT

Dated 31 January 2009

Issuer: Macquarie Investment Management Limited
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Investments in the Macquarie Australian Small Companies Fund (the Fund) are not deposits with or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 or any member of the Macquarie Group and are subject to investment risk, including possible delays in repayment and loss of income and principal invested. Neither Macquarie Bank Limited nor any other member of the Macquarie Group guarantees the performance of the Fund or the repayment of capital from the Fund or any particular rate of return.

Macquarie Investment Management Limited (Macquarie, we, us, our), as the issuer of this Product Disclosure Statement (PDS), invites you to invest in the Fund. This offer is only open to persons receiving this PDS as a hard copy or electronically within Australia.

This PDS contains general advice only and has been prepared without taking into account any investor's objectives, financial situation or needs. Investors should read the PDS carefully and assess whether the information is appropriate for them in respect of their objectives, financial situation and needs. We encourage investors to talk to a financial adviser before making an investment decision.

In this PDS, an administration service or an investor directed portfolio service such as a master trust, wrap account or nominee service is referred to as an 'IDPS'. The trustee or operator of the IDPS is referred to as an 'IDPS operator'.

We consent to the use of this PDS by IDPS operators that include the Fund on their investment menus.

If you are printing an electronic copy of this PDS, you must print all pages including the application form. If you make this PDS available to another person, you must provide them with the entire electronic file or print out, including the application form. The information in this PDS may change from time to time. Where information that changes is not materially adverse to investors, we will update this information by publishing changes on our website at www.macquarie.com.au/updatedinformation. A paper copy of this PDS (and any supplementary documents or updated information) can also be obtained free of charge on request by calling 1800 814 523.

Contents

Fund features at a glance	02
About the Fund	04
About Macquarie	04
Investment strategy	04
What the Fund invests in	05
Fund performance	05
The benefits	06
The risks	06
Fees and other costs	08
Additional explanation of fees and costs	10
Tax	13
How to invest	14
Accessing your money	16
Distributions	17
Unit pricing	17
Keeping in touch with you	18
Our legal relationship with you	18
Enquiries and complaints	19
We respect your personal details	20
About this PDS	20
Application form	
Contact	

Fund features at a glance

The table below is a summary of the key features of the Macquarie Australian Small Companies Fund and a guide to where more detailed information can be found in this PDS.

About the Fund		Page
What type of investment is this?	A registered managed investment scheme.	04
Who is the responsible entity of the Fund?	Macquarie Investment Management Limited.	04
Who is the investment manager of the Fund?	Macquarie Investment Management Limited.	04
What is the Fund's objective?	The Fund seeks to outperform the S&P/ASX Small Ordinaries Accumulation Index (Index) over the medium to long term (before fees) and to provide capital growth and some income.	04
Commencement date of the Fund	7 June 2006.	
What is the suggested minimum investment timeframe?	Five years.	04
What does the Fund invest in?	The Fund invests directly, or indirectly via the Macquarie Small Companies Fund (Underlying Fund), into a diverse portfolio of smaller companies listed, or expected to be listed, on the Australian Securities Exchange, as well as equity issued by Australian entities.	05
Minimum transaction and balance requirements		
Direct investors		14
Minimum initial investment	$20,000	
Minimum additional investment	$10,000	
Minimum balance	$10,000	
Indirect investors	We suggest you contact your IDPS operator for minimum transaction and balance requirements.	
Fees		
Entry fee (referred to as a 'contribution fee')	No entry fee is payable.	08
Management fee	0.923% pa of net asset value (inclusive of the net impact of Goods and Services Tax (GST)). The fee is calculated on the net asset value of the Fund and is accrued daily and payable quarterly.	08
Performance fee	15% of the outperformance of the Fund (after the management fee and expenses) above the Index return, subject to a 'high watermark'. The fee is calculated on the net asset value of the Fund and is accrued daily and payable quarterly.	10
Exit fee (redemptions fee)	No exit fee is payable.	08
Switching fee	No switching fee is payable.	08
Buy/sell spread estimate	Our estimate in normal market conditions is +0.30% of unit price for applications and –0.30% of unit price for redemptions. However, in stressed and dislocated markets, the buy/sell spread may be significantly higher. From time to time, we may vary the buy/sell spread without notice to reflect changing market conditions. To obtain the current estimate of the buy/sell spreads, please visit www.macquarie.com.au/daily_spreads.	11

Risks		Page
There are a number of risks that may affect the value of your investment. At the date of this PDS, some of the key risks include, but are not limited to, the following:	**Volatility risk** is the potential for the price of the Fund's investments or the unit price of the Fund itself to vary, sometimes markedly and over a short period of time. Recently, equity markets have generally fallen and have become more volatile; indeed volatility in some markets is at very high levels. Investing in such highly volatile conditions implies a greater level of risk for investors than an investment in a more stable market. You should carefully consider this additional volatility risk before making any investment in the Fund. As an indicator of risk, the greater the volatility of returns the more likely it is that returns will differ from those expected over a given time period. Investments in equity securities are traditionally towards the higher end of the risk-return spectrum and an investment in the Fund should be considered a speculative investment. This may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption. **Market risk** broadly refers to the potential for changes in share prices to result in a loss in the value of your investment in the Fund. This Fund primarily invests in companies that are listed on a share market and as a result is exposed to movements in their share prices. Factors that drive changes in share prices may include changing profitability of companies and the sectors and markets in which they operate, economic cycles, volume of share issuance, investor demand levels, business confidence and government and central bank policies. **Manager risk** refers to the risk that the Macquarie, as manager of the Fund and funds which the Fund invests in, will not achieve its performance objectives or not produce returns that compare favorably against its peers. This may occur in situations where prevailing market conditions are not conducive to the manager's investment style, or where the manager's investment decisions do not provide the returns expected of such investments. For a full description of these and some other significant risks please see section entitled 'The risks' which begins on page 6. You should read the risks section in full and seek your own professional advice in relation to an investment in the Fund.	06
Distributions		
Frequency	Normally quarterly.	17
Unit pricing		
Frequency	Normally daily.	17
Cooling off period		
Direct Investors	If you are a Retail Client (as defined in the Corporations Act) and invest directly into the Fund but decide the Fund is not suitable, you may request a redemption of your units during the 14 day cooling off period. The cooling off period commences when you receive your transaction confirmation or five business days after your units are issued, whichever is earlier.	15
Indirect Investors	You should consult your IDPS operator about any cooling off rights you may have.	
Contact details		
Mail	PO Box R1723 Royal Exchange NSW 1225	
Telephone	Client Service 1800 814 523	
Fax	61 2 8232 4730	
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Website	www.macquarie.com.au/mfg	

About the Fund

The Macquarie Australian Small Companies Fund provides exposure to an actively managed and diverse portfolio of Australian shares with some of the fastest growing companies on the Australian share market. It does this by investing, directly or indirectly via the Macquarie Small Companies Fund (Underlying Fund), into a diverse portfolio of smaller companies listed, or expected to be listed, on the Australian Securities Exchange, as well as equity issued by Australian entities. The Fund is designed to provide capital growth and some income. It is not a suitable short term investment.

The Fund is managed by Macquarie Investment Management Limited (Macquarie, we, us, our), which is part of Macquarie Funds Group, a division of the Macquarie Group.

About Macquarie

We are a full service fund manager with over 25 years experience. We offer a diverse range of products including managed funds across a wide range of asset classes, funds-based structured products, hedge funds and funds of funds.

Investment strategy

The Underlying Fund is managed using a bottom-up approach to investing. Fundamental analysis of companies is undertaken by assessing earnings, valuations, business quality, management and risk.

Due to the different characteristics of stocks within the small companies universe, the universe is split into three distinct sectors: industrials, resources and listed property trusts. Stock selection decisions are taken by comparing the relative attractiveness of companies within each of these sectors. Our dedicated small companies team assesses industrial and resource stocks while listed property specialists within Macquarie Funds Group are utilised for this sector.

The three stages of the small companies investment process are:

1. Initial screens

The investable universe is reduced from around 1,800 to around 400 stocks by applying screens based on size of company's market capitalisation:

> predictability of earnings;

> level of financial risk as measured by interest cover.

In addition, listed managed equity funds are excluded from our universe and resource and listed property stock selection is through specialists.

2. Company analysis

Company research is then undertaken on the 400 screened stocks. The research is split into three areas:

> financial analysis;

> industry and company analysis;

> risk assessment.

Based on each stock's attractiveness under each of the above three factors, we rank the stocks and then carry out further detailed research on the top two quintiles, or around 140 stocks. The detailed research is focused on company visits and direct management contact. The above three factors are reassessed at a more in-depth level and on the basis of information uncovered through direct contact with management, competitors, suppliers and customers.

3. Portfolio construction

Stock rankings are derived from the company research conducted at stage two. The higher the ranking, the greater the weight in the portfolio. This ensures a clear and transparent relationship between the investment process and the final portfolio weightings. Stock and sector limits are imposed for risk control purposes.

A portion of the portfolio may be allocated to cash and SFE SPI 200 futures with the aim of providing a defensive exposure and ensuring appropriate levels of liquidity within the fund. This provides the portfolio managers with the ability to tactically allocate away from small caps whilst retaining the ability to provide general market exposure, and may be beneficial in certain market conditions, for instance during periods of heightened volatility and market illiquidity.

Macquarie also has a detailed execution and trading process, which includes a market impact model to measure the cost of liquidity risk for all stocks in the universe. Execution of trades are performed by our own dedicated, full-time dealers. The portfolio construction process is subject to peer review.

Use of derivatives

The Fund and the Underlying Fund may use derivative securities such as futures and options:

- as a hedge;
- as an alternative to buying and selling the physical security;
- to take advantage of opportunities for profit.

If we decide to use derivatives, we ensure that the Fund and the Underlying Fund can always meet its commitments without having to borrow.

Ethical investments

Our investment decisions are primarily based on economic factors and we do not specifically take into account labour standards or environmental, social or ethical considerations. However, these considerations may be taken into account if they have the potential to materially affect the value of the investment.

What the Fund invests in

The Fund invests directly, or indirectly via the Macquarie Small Companies Fund, into a diverse portfolio of smaller companies listed, or expected to be listed, on the Australian Securities Exchange, as well as equity issued by Australian entities.

Fund performance

Performance history and Fund size information can be obtained from:

- www.macquarie.com.au/au/corporations/managed_funds/performance.dyn;
- Client Service on 1800 814 523, 8.30am to 6.00pm Sydney time, Monday to Friday; or
- your IDPS operator and financial adviser.

To calculate the performance of the Fund, we comply with the standards set by the Investment and Financial Services Association (IFSA). Performance figures are calculated before tax and after deducting ongoing fees and expenses, using redemption prices, assuming that income is reinvested and that the investment is held for the full period. The performance figures are historical and past performance is not necessarily an indication of future performance. Returns can be volatile, reflecting rises and falls in the value of the underlying investments.

If you are investing through an IDPS, the net performance of your investment in the Fund may be different from the information we publish, due to cash flows specific to your portfolio and any fees charged by the IDPS operator.

The benefits

This Fund offers investors:

- **Return –** A potential return comprising both income and capital growth. The Fund aims to outperform the Index by using a rigorous research effort;
- **Bottom-up investment philosophy –** The investment strategy is characterised by a disciplined and transparent bottom-up research process. Fundamental analysis of companies is undertaken by assessing earnings, valuations, business quality, management and risk.

In general, managed funds (including this Fund) have certain advantages. They can:

- allow access to investment opportunities, the expertise of investment professionals, markets and diversity that may usually not be accessible to all investors;
- usually invest for less cost than an individual investing directly;
- have access to investment techniques that may not be available to all investors;
- potentially reduce investment risk through diversification of investments;
- provide greater opportunity for liquidity than direct Australian share investment.

The risks

Prospective investors should give careful consideration to the factors set out below in evaluating the merits and suitability of an investment in the Fund. The following does not purport to be a comprehensive summary of all of the risks associated with an investment in the Fund.

There are risks associated with any investment. Generally, the higher the expected return of an investment, the higher the risk and the greater the variability of returns and the risk of loss of capital. Macquarie's risk management objective is to deliver risk/return outcomes in line with our clients' expectations. However, we cannot provide assurances or guarantees on future profitability and Fund returns, distributions and return of capital.

As well as considering the below risks, you should also consider how an investment in this product fits in to your overall investment portfolio. By diversifying your investment portfolio, you may reduce your exposure to failure or underperformance of any one investment, manager or asset class. You should seek your own professional advice on the appropriateness of this investment to your circumstances.

Volatility risk is the potential for the price of the Fund's investments or the unit price of the Fund itself to vary, sometimes markedly and over a short period of time. Recently, equity markets have generally fallen and have become more volatile; indeed volatility in some markets is at very high levels. Investing in such highly volatile conditions implies a greater level of risk for investors than an investment in a more stable market. You should carefully consider this additional volatility risk before making any investment in the Fund. As an indicator of risk, the greater the volatility of returns the more likely it is that returns will differ from those expected over a given time period. Investments in equity securities are traditionally towards the higher end of the risk-return spectrum and an investment in the Fund should be considered a speculative investment. This may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption.

Market risk broadly refers to the potential for changes in share prices to result in a loss in the value of your investment in the Fund. This Fund primarily invests in companies that are listed on a share market and as a result is exposed to movements in their share prices. Factors that drive changes in share prices may include changing profitability of companies and the sectors and markets in which they operate, economic cycles, volume of share issuance, investor demand levels, business confidence and government and central bank policies.

Manager risk refers to the risk that the Macquarie, as manager of the Fund and funds which the Fund invests in, will not achieve its performance objectives or not produce returns that compare favorably against its peers. This may occur in situations where prevailing market conditions are not conducive to the manager's investment style, or where the manager's investment decisions do not provide the returns expected of such investments.

Small companies risk. The Fund will generally provide exposure to companies considered small in terms of market capitalisation. Shares in such companies may be less liquid and more volatile than those of larger companies. Companies within this sector of the market may include recently established entities with limited public information or entities engaged in new-to-market concepts which may be speculative in nature. For these reasons this sector may experience significant volatility and reduced liquidity which may result in the loss of investor capital.

Concentration risk is the risk that poor performance in a group of securities common to a particular section of the market will significantly affect the performance of the fund. This risk is relevant for the Fund as it will seek to focus investments in companies that are outside of the top fifty companies in Australia by market capitalisation, often referred to as the 'Small Cap' segment. Positions may be concentrated and may result in the returns of the Fund being highly dependent on the returns of few exposures.

Liquidity risk exists when particular investments are difficult to purchase or sell, preventing a fund from closing out its position or rebalancing within a timely period and at a fair price. While every effort is made for the Fund to be able to satisfy redemption requests, prevailing market conditions may result in the Fund not being able to meet all redemption requests when they are received.

Cash/SPI allocation risk refers to the Manager's ability to allocate a portion of the Fund to cash and SFE SPI 200 Futures. Allocating to these assets may produce returns which differ from the Fund's benchmark. Whilst the Manager will allocate to these assets on what it believes to be a defensive basis, there is a risk that the fund underperforms the benchmark as a result.

Company specific risk is inherent in a particular stock's performance due to factors that are pertinent to that company. These factors will cause a stock's return to differ from that of the market. Actively managed funds look to gain exposure to this risk in an attempt to outperform the market, however this exposure can also lead to underperformance.

Default risk is the risk of loss due to a counterparty not honouring a financial commitment. Counterparties to this Fund may include issuers of the securities which the Fund invests in, the Custodian which holds the assets of the Fund, equity brokers, derivative brokers, counterparties to stock lending transactions and counterparts to transactions involving instruments such as swaps and foreign exchange derivatives. Default risk is generally greater for counterparties or issuers with lower credit ratings.

Currency risk is the risk that fluctuations in exchange rates between the Australian dollar and foreign currencies may impact the value of a fund's investments. This risk exists for investments in securities which are listed on foreign stock exchanges, as well as investments in Australian securities which derive a portion of their income from outside of Australia.

Foreign investment risk exists for those securities which are listed on foreign stock exchanges, as well as investments in Australian securities which have international operations. This risk exposes the investments of the Fund to a range of macroeconomic factors which are unique to the country of investment/ operation, and may include factors such as political instability, differing tax or legal rulings and potentially rapid changes in asset prices (particularly for emerging economies).

Investment objective risk is the risk that an investor's objectives will not be met by their choice of investments. One measure of risk in an investment is the volatility of returns; the greater the volatility, the more likely that returns will differ from those expected over a given time period. Investments in equity securities are traditionally towards the higher end of the risk-return spectrum and resultantly may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption.

Derivative / leverage risk. Derivatives are leveraged instruments that are used to obtain or reduce market exposures. As the market value of derivatives is variable, gains or losses can be incurred and can be greater than unleveraged positions. The Fund may utilise derivatives in order to achieve its investment objectives. To reduce the risks of leverage, we ensure that short derivatives positions are backed by a matched amount of similar physical assets and long derivatives positions are backed by a matched amount of liquid assets such as cash equivalents.

Fees and other costs

The information in the tables below is required by law and is designed to help you better understand the fees and costs associated with the Fund.

Did you know?

Small differences in both investment performance and fees and costs can have 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 Macquarie 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.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

This table shows fees and other costs that you may be charged. These fees and costs may be deducted from the returns on your investment or from the Fund's assets as a whole. Taxes are set out in the Tax section of this PDS. You should read all of the information about fees and other costs, as it is important to understand their impact on your investment.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund You may also incur a buy/sell spread[1] when your money moves in or out of the Fund.		
Establishment fee The fee to open your investment.	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment.	Nil	Not applicable
Redemption fee The fee on each amount you take out of your investment.	Nil	Not applicable
Termination fee The fee to close your investment.	Nil	Not applicable
Management costs		
The fees and costs for managing your investment[2]	**Management fee** 0.923% pa[3] of net asset value (inclusive of the net impact of GST).[4] **Plus** **Performance fee** 15% of the outperformance over the Index, subject to a high watermark (see page 8 for details).	The management fee accrues daily and is payable quarterly in arrears. It is deducted from the Fund's assets and is reflected in the Fund's unit price. The performance fee accrues daily and is payable quarterly in arrears. It is deducted from the Fund's assets and reflected in the Fund's unit price.

[1] See 'Buy/sell spread' under section Additional explanation of fees and costs.
[2] Additional fees may apply, as well as the abnormal expense recovery – see section Additional explanation of fees and costs.
[3] This figure has been quoted to three decimal places.
[4] For sophisticated and professional investors, the amount of this fee can be negotiated. See Differential fees under section Additional explanation of fees and costs.

All fees in the above table are shown inclusive of GST, net of Reduced Input Tax Credits (RITCs).

Type of fee or cost	Amount	How and when paid
Service fees[1]		
Switching fee This is the fee for when you switch between investment options. You may also incur a buy/sell spread when switching between investment options.	Nil	Not applicable

[1] See 'Adviser service fee' under section Additional explanation of fees and costs.

Example of annual fees and costs of the Fund

This table provides an example of how the fees and costs in the Fund can affect your investment over a one year period. You should use this table to compare the Fund with other managed investment products. The example assumes an account balance of $50,000 invested in the Fund, assuming no variation in the value of your investment over this period. In practice:

- the actual fee we charge is based on the value of your investment;
- your investment balance and the value of the Fund will vary daily;
- the management fee is included in the Fund's return and is not an additional charge to you.

Example		**Balance of $50,000 with total contributions of $5,000[1] during year**
Contribution fees	Nil	For every additional $5,000 you put in, you will not be charged a contribution fee.
PLUS management costs (management fee but not including the performance fee)[2]	0.923% pa	**And,** for every $50,000 you have in the Fund, you will be charged $461.50 each year.
EQUALS cost of Fund		If you had an investment of $50,000 at the beginning of the year and you put in an additional $5,000 during that year, you will be charged fees of $461.50.[2] **What it costs you will depend on the fees you may be able to negotiate with us.**

[1] We are required to use examples based on an additional contribution of $5,000. However, please note that the minimal additional investment amount for the Fund is $10,000.

[2] Additional fees may apply, as well as the abnormal expense recovery.

Additional explanation of fees and costs

Performance fee

We also charge a fee based on the Fund's performance over the Index, subject to a high watermark.

In general terms:

1. Each day, the performance of the Fund since the inception date is compared with the performance of the Index since the inception date of the Fund. The Fund's performance is calculated after the deduction of the management costs (paid or accrued) but before the deduction of performance fees and disregards any applications in and redemptions out of the Fund. The positive difference is referred to as 'outperformance'.
2. A 'high watermark' is then set each time the level of outperformance exceeds the previous highest level of outperformance since inception of the Fund.
3. The amount by which the Fund outperformance exceeds the previous high watermark (if any) ("Difference") is then calculated.
4. If the previous high watermark is exceeded on a day, a performance fee of 15% of the Difference, multiplied by the Fund's net asset value, is then accrued. The performance fee is calculated daily and payable quarterly.
5. However, if the previous high watermark is not exceeded, no performance fee is deducted at all, even if the Fund performance has exceeded the Index performance on that day.

Example	Balance of $50,000
On a day, the Fund performance since inception is compared with the Index performance since inception and there is no 'outperformance'.	No performance fee is payable.
On a day, the Fund performance since inception, when compared with the Index performance since inception, has outperformed the Index. However, the Fund outperformance since inception is less than the previous highest level of outperformance since inception of the Fund (the 'high watermark').	No performance fee is payable.
On a day, the Fund performance since inception, when compared with the Index performance since inception, has outperformed the Index. The Fund's outperformance since inception is 2% higher than the previous highest level of outperformance since inception of the Fund (the 'high watermark').	15% x 2% x $50,000= $150.00

The examples above are provided for illustrative purposes only and do not represent any actual or prospective performance of the Fund. We do not provide any assurance that the Fund will achieve the performance used in the example and you should not rely on this in determining whether to invest in the Fund.

It is not possible to estimate the actual performance fee payable in any given period, as we cannot accurately forecast what the performance of the Fund will be.

For further details regarding the calculation of performance of the Fund, please see page 5.

Buy/sell spread estimate

There is a difference between the application and redemption price quoted on any business day, referred to as the 'buy/sell spread'. To ensure that existing investors do not continually bear the transaction costs resulting from the applications or redemptions made by other investors, we charge investors the buy/sell spread when they transact, except in certain circumstances (see below). The buy spread is added to the Net Asset Value per unit when units are applied for to reflect the estimated transaction costs of acquiring the underlying investments.

The sell spread is subtracted from the Net Asset Value per unit when units are redeemed to reflect the estimated transaction costs of disposing of the underlying investments.

It is important to note that the spreads are a transaction cost payable by you and retained by the Fund. The spreads are not a payment to Macquarie as manager. Further, the buy spread will not necessarily be the same as the sell spread.

In calculating this spread, we take into account the estimated transaction costs which, in our view, are applicable from time to time. These transaction costs may comprise brokerage, stamp duty, foreign exchange hedging and the buy/sell spreads (being the difference between the bid and offer prices) on exchange traded and non-exchange traded transactions.

The example below is based on an application or redemption of $50,000 and an estimated buy/sell spread of 0.30%, which is indicative of an estimated spread in normal trading conditions. This may not be the applicable spread at the time of your application or redemption of units:

	Buy /sell Spread	Cost
Application	+ 0.30%	$150.00
Redemption	- 0.30%	$150.00

The size of the buy/ sell spread may be varied from time to time without notice, to ensure that non-transacting investors are not adversely impacted by the application or redemption by other investors. For example, a different amount or estimate may apply when brokerage costs or the difference between the bid and offer prices for assets change.

To obtain an indication of the current the buy/sell spreads that may be applicable to an application or redemption from the Fund, please visit:

www.macquarie.com.au/daily_spreads.

In stressed and dislocated market conditions, the buy/sell spread may increase significantly. Any revised spread will be applied uniformly to transacting investors while that spread applies.

In addition we may at our discretion reduce the buy/sell spread where:

- there is a simultaneous purchase and redemption of units of equivalent value by different investors; or
- an investor subscribes assets (rather than cash) on an application or receives assets (rather than cash) on a redemption.

Reinvested distributions do not incur the buy/sell spread.

Maximum fees we are allowed to charge

The constitution of the Fund provides for the following maximum fees (exclusive of the net effect of GST):

- a maximum entry fee (referred to in this PDS as a 'contribution fee') of 5.0% of the application amount;
- a maximum exit fee (referred to in this PDS as a 'redemption fee') of 5.0% of the amount withdrawn;
- a maximum management fee of 5.0% of the amount invested;
- a maximum switching fee of 5.0% of the value of the investment switched;
- a maximum performance fee of 50% of outperformance over the Index.

Expense recoveries

The constitution of the Fund allows all properly incurred expenses to be recovered directly from the Fund and does not place any limit on the amount of such expenses that we can recover from the Fund. However, we currently choose to pay normal expenses out of the management fee and do not seek a reimbursement from the Fund.

Normal expenses include custody fees, registry costs, compliance committee costs, audit, accounting fees, tax consulting fees, postage and printing costs.

We are also entitled to be reimbursed from the Fund for abnormal expenses, such as the cost of unitholder meetings, defending legal proceedings, special valuation of assets and the costs of terminating the Fund. These abnormal expenses are not generally incurred during the day-to-day operation of the Fund and are not necessarily incurred in any year. However, we do not pay these abnormal expenses out of the management fee, if they arise, we reserve our right to deduct these expenses from the Fund.

Additional services and charges

We can recover from you certain 'user pays' costs for additional services provided at your request or incurred in connection with your particular investment, such as paying redemption proceeds by bank cheque, telegraphic transfer or real time gross settlement (RTGS), and dealing with overseas bank drafts. You agree that we can redeem your units as required to recover the costs we incur on your behalf.

These costs represent the standard bank charges we incur and are not a fee paid to us. Currently, these costs are as follows. They may change without notice to you.

Service	Charge (includes GST if applicable)
Bank cheque	$7.50
Telegraphic transfer	$35.00
RTGS	$5.00 for transactions up to $500,000 and free for transactions of $500,000 and above
Overseas bank draft	$20.00

Adviser service fee

You may agree to pay your adviser a fee for any financial advice that they provide to you. However, these are separate to any fees we charge in respect of your investment in the Fund, as set out in the table on page 8.

Commissions and soft dollar payments

We do not pay any commissions to your financial adviser. However, the dealer group to which your adviser belongs and your IDPS operator may receive certain payments or other non-monetary benefits from us, such as business and technical support, professional development and entertainment. The provision of such benefits is governed by our Soft Dollar Policy.

These payments and benefits are not an additional cost to you.

We also maintain a register in compliance with the Industry Code of Practice on Alternative Forms of Remuneration summarising alternative forms of remuneration that is paid or provided to advisers. If you would like to review this register, please contact Client Service on 1800 814 523, 8.30am to 6.00pm Sydney time, Monday to Friday.

Differential fees

We may negotiate reduced management fees and performance fees as permitted by the Corporations Act and ASIC relief, for example, we negotiate reduced fees with sophisticated and professional investors, as defined in the Corporations Act, including IDPS operators. There is no set manner or method of negotiating fees. For further information please contact Client Service.

Related party transactions

In the execution of transactions, we deal with professional organisations that may include Macquarie Group Limited or its associated companies (Macquarie Group). All transactions are conducted on arm's length terms. We can also trade the Fund's investments with Macquarie Group where we believe the investments are in the best interest of investors. These organisations may receive commissions at prevailing market rates for the execution of transactions. Any conflict of interest or potential conflict of interest is managed in accordance with our Conflict of Interest Policy.

The Fund may invest in a number of other funds of which we act as responsible entity. In these circumstances you will only be charged management fees and performance fees (if any) once. Where another Macquarie Group company manages the underlying fund(s) you may be charged their management fees and performance fees which will be reflected in the Fund's return.

Other related party issues

Macquarie Group is a global provider of banking, financial, advisory, investment and funds management services. Macquarie's main business focus is generating returns by providing a diversified range of services to clients. Macquarie acts on behalf of institutional, corporate and retail clients and counterparties around the world. Macquarie Investment Management Limited, as responsible entity and manager of the Fund, generally has no control over these activities. As a result, from time to time the Fund's activities may be restricted, for example due to regulatory constraints applicable to the Macquarie Group, and/or its internal policies designed to comply with such constraints. In addition, where, due to such constraints there is limited capacity to acquire particular securities, the Fund will not have priority over any member of, or any Fund associated with, the Macquarie Group to acquire those securities.

Change to fees and expenses

We may increase the fees and expenses referred to above or introduce new fees, for example, if economic conditions or the law changes.

We will provide at least 30 days' notice to you of any proposed increase in fees and expenses or introduction of new fees. This notice period should give you sufficient time to withdraw from the Fund if so desired. We cannot charge more than the constitution allows, unless we obtain investors' approval to do so.

Tax

Income tax

As all taxable income of the Fund (including any assessable capital gains) is distributed, no tax is payable by the Fund under present income tax legislation.

Taxable income distributed, including reinvested distributions, forms part of the assessable income of investors in the year of entitlement.

Tax position of resident investors

Capital Gains Tax (CGT)

An investor's assessable income for each year includes any net capital gains (ie, after offsetting capital losses). There are two potential sources of capital gains tax to investors in relation to investing in the Fund:

1. Capital gains tax may be payable on part of the distribution made in respect of units from the Fund on the basis that the assets in the Fund are held on capital account. The Fund does not make allowance in the unit price for any tax on unrealised net gains accruing when investments are re-valued. As a result, investors should be aware that they may be liable for capital gains tax arising from the sale of assets where unrealised gains arose before they bought their units.

At the time of writing this PDS, the Australian Taxation Office proposes to issue a tax ruling expressing the ATO's view as to whether assets held by trusts should be characterised as being held on capital or revenue account. In the event that assets held on capital account are later regarded as being held on revenue account, additional taxation may arise to investors in respect of the distribution of such gains. Once the final ruling is released, the Fund will review the tax treatment of its asset holdings and advise investors of any change.

The distribution by the Fund of non taxable amounts (if any) may give rise to cost base adjustments to an investor's units for CGT purposes. Such cost base adjustments may result in either increased capital gain or reduced capital loss on the subsequent disposal of units in the Fund.

2. Capital gains tax may be payable when units are redeemed from the Fund (assuming the investor holds the units on capital account). Concessions may be available depending on how long the units have been held. Where the units have been held continuously for more than 12 months, individuals and trusts may be entitled to a CGT discount of 50% and superannuation entities may be entitled to a discount of 33 1/3% in relation to the disposal of units. Companies are not entitled to this discount.

Capital gains arising from securities sold to meet a substantial investor's redemption can be distributed to the redeeming investor. A substantial redemption is one that is 5% or more of the Fund's net asset value. In these circumstances the object would be for remaining investors not to be affected by the capital gains resulting from a disposal of the assets where both the Fund and the redeeming investors make a capital gain in the relevant financial year. The 5% threshold may be varied by Macquarie with advance notice to investors.

Franked dividends

The Fund may generate franking credits through investment in Australian companies. Franking credits attached to distributions will be shown in investors' annual tax statements.

Foreign tax credits

Australian residents are required to include in their assessable income their share of any foreign taxes paid by the Fund. Investors will normally be entitled to a tax credit in respect of the foreign taxes paid by the Fund.

Tax file number (TFN) and Australian business number (ABN)

It is not compulsory for investors to provide their TFN or ABN, and it is not an offence if they decline to provide them. However, unless exempted, if the TFN or ABN is not provided, tax will be deducted from income at the highest marginal rate plus the Medicare levy. These numbers can be provided on the application form when making an initial investment.

GST

The Fund has registered for GST. The issue and redemption of units in the Fund and receipt of distributions will not be subject to GST. However, GST is payable on our fees and reimbursement of expenses. The Fund will generally be able to claim input tax credits and/or reduced input tax credits of at least 75%.

Tax position of non-resident investors

Non-resident withholding tax

Appropriate deductions of Australian tax will be made from distributions of Australian sourced income to non-resident investors. The amounts will be withheld at the rates of tax applicable to non-resident investors and will depend on the type of income. Distributions to non-resident investors from sources wholly out of Australia and of most capital gains from any source will generally be exempt from Australian income tax and withholding tax. Non-resident investors may also be subject to tax laws in the country in which they reside, but may be entitled to a credit for some or all of the tax deducted in Australia.

General Information

Transaction taxes

Normal transaction taxes and stamp duties (if any) also apply.

Tax statement

An annual tax statement will be sent to each Australian resident investor to assist in completing tax returns.

Tax advice

If you have any questions regarding the application of income tax or capital gains tax to an investment in the Fund, you should consult your tax advisor. Investors should seek their own professional advice, including as to taxation, before investing. Please note that any discussion of tax in this document refers to Australian tax law as at the date of this document, and that these laws may change at any time.

How to invest

Investing in this Fund can be done in one of two ways, depending on whether you are an indirect or direct investor. We reserve the right to establish higher minimum investment amounts or to refuse any applications without reason. You should retain a copy of this PDS and any supplementary documents for future reference and if you wish to make additional investments in the Fund. PDSs are available free of charge.

Macquarie is required under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF) to establish a program to identify, manage and mitigate money laundering and terrorism financing risks faced by our organisation. As part of those obligations, we cannot accept an application to invest until we are satisfied that the identity of the investor has been verified in accordance with the requirements of the AML/CTF. The processing of applications may not proceed until the requested information is received in a satisfactory form and the identity of the investor is verified.

Direct investors

To invest directly, please complete the application form that accompanies this PDS. Please ensure that you provide all the required verification material, as described in the application form. Initial investments made directly must be for a minimum of $20,000.

Once your application form has been received, Client Service will contact you to confirm the bank account where your investment funds should be credited. This bank account will be unique to your investment in this Fund and should not be used for any other investment with Macquarie. Macquarie will not be responsible for any losses incurred as a result of an investor placing investment funds in the incorrect bank account.

Payments can be made by real time gross settlement (RTGS), Exigo or bank transfer. Additional investments of at least $10,000 can be made at any time by RTGS, Exigo; or bank transfer.

Please contact Client Service if you intend to make payment by RTGS or Exigo. Please note that a payment made by RTGS, Exigo or bank transfer will not necessarily be received by Macquarie prior to the Fund cut-off time. In this case, provided that your application is completed to our satisfaction, units will be issued at the application price as at the following business day, provided all other information required has been received.

Returning the completed application form

The completed application form can be returned by:

1. Mail

Macquarie Funds Group - Client Service
PO Box R1723
Royal Exchange
NSW 1225

2. Facsimile

Fax this application form to (02) 8232 4730. The original must follow in the mail.

Important note

Redemption requests can not be processed until the original application form has been received in our Sydney office.

Please ensure that applications are sent to the address or fax number referred to in this document. Alternatively, if we have notified you of any change in our details, please ensure that you send your application to the updated address or fax number.

Macquarie accepts no responsibility for applications that have been sent to an incorrect address or fax number, including addresses and fax numbers of other parts of the Macquarie Group that are not referred to in this document. You are responsible for ensuring that you use the correct contact details and accept that if incorrect contact details are used, your application may be delayed or not processed. Please call Client Services on 1800 814 523 if you would like to confirm our address or fax number.

Delays when an application form is incomplete

Where an application is not finalised for AML/CTF purposes or is otherwise incomplete, we will seek to contact you to obtain the missing or additional information. Your application will not be accepted by us, nor units issued to you, unless our AML/CTF verification can be completed or other issues addressed.

If you have paid your application money, the money will be held in a non-interest bearing trust account whilst we complete the AML/CTF verification or address the outstanding issues.

On the day that your application is completed to our satisfaction, it will be accepted by us and units issued to you. If the AML/CTF verification or other issues are not finalised to our satisfaction within 30 days of the original application date, your application (and application money you have already paid) will be returned to you.

We will not be liable for any losses, including for market movements, that may be incurred by a prospective investor if an application is delayed or rejected due to our AML/CTF obligations or other delays caused by the application being incomplete.

Indirect investors
You may invest indirectly in the Fund as an 'indirect investor' through an IDPS by directing the IDPS operator to acquire units in the Fund on your behalf.

An indirect investor does not become a unitholder in the Fund. Accordingly, an indirect investor does not acquire the rights of a unitholder of the Fund or acquire any direct interest in the Fund. The IDPS operator acquires these rights and can exercise, or decline to exercise, them on your behalf according to the arrangements governing the IDPS.

If you invest in the Fund through an IDPS, you should ignore information in this PDS that is relevant only to direct investors. This includes information relating to:

- minimum initial investment and additional investment;
- applications and application forms;
- redemptions and switches; and
- transferring units.

Fees and expenses applicable to the IDPS (and set out in the IDPS offer document or client agreement) are payable in addition to the fees and expenses stated in this PDS.

Cut-off times for applications

Investments made via Exigo and RTGS
Where Macquarie receives investments via these methods, and we receive the application form and investment funds before 2.00pm Sydney time on a business day in Macquarie's Sydney office, Macquarie will consider your application for acceptance. On the day the application is accepted, units are issued and investors normally receive the application price based on the valuation of assets at the close of business on that day.

Investment amounts and application forms received after 2.00pm Sydney time will be considered for acceptance on the following business day. On the day the application is accepted, units are issued and investors normally receive the application price based on the valuation of assets at the close of business on that day.

Investments made via bank transfer
Where Macquarie receives investments via this method on any business day, the application will be considered for acceptance on the following business day, and only after receipt of your investment funds. On the day the application is accepted, units are issued and investors normally receive the application price based on the valuation of assets at the close of business on that day.

Investors are not required to provide notification of additional investments less than $500,000 that are paid by RTGS or bank transfer. For amounts greater than $500,000 notification should be sent by facsimile prior to the Fund's cut-off time of 2.00pm.

Cooling off period

Direct investors
If you qualify as a Retail Client under the Corporations Act, the 14 day cooling off period applies to your investment in the Fund. If, during the cooling-off period, you decide that the investment does not meet your needs, then simply advise us in writing to the address shown at the back of this document.

The 14 day period starts when you receive your transaction confirmation or five business days after units are issued to you, whichever is earlier.

Your refund will be processed as a redemption and the redemption value will be reduced or increased for market movements. We will also deduct any tax or duty incurred as well as the sell spread. As a result, the amount returned to you may be less than your original investment.

Indirect investors
You should consult your IDPS operator about any cooling off rights you may have.

Accessing your money

We generally process and pay redemptions within five business days where the request is received before 12.00pm Sydney time on any business day in Sydney. If we receive a redemption request after this, or on a non-business day for us, we treat it as having been received before 12.00pm Sydney time on the next business day in Sydney. Units will be redeemed at the redemption unit price next calculated after we receive the redemption request. The redemption unit price is normally based on the valuation of assets at the close of business on the day the request is accepted. The Fund's constitution allows us 90 days to pay redemption proceeds, but this may be extended if we have taken all reasonable steps to realise sufficient assets to satisfy a redemption request and are unable to do so due to one or more circumstances outside of our control, such as the restricted or suspended trading in the market for an asset.

Direct investors

We are allowed to deduct from the redemption amount any monies due to us from you and any applicable amount of tax.

Direct investors can make a redemption request by:

- sending a facsimile to Client Service on: 61 2 8232 4730; or
- writing to the address shown at the back of this document.

Please ensure that redemptions are sent to the address and fax number referred to in this document. Alternatively, if we have notified you of any change in our details, please ensure that you send your redemption to the updated address or fax number.

Macquarie accepts no responsibility for redemptions that have been sent to an incorrect address or fax number, including addresses and fax numbers of other parts of the Macquarie Group that are not referred to in this document. You are responsible for ensuring you use the correct contact details and accept that if incorrect contact details are used, your redemption may be delayed or not processed. Please call Client Services on 1800 814 523 if you would like to confirm our address or fax number.

Confirmation of instructions

We have a procedure to confirm the following instructions with you:

- a redemption greater than or equal to $1,000,000;
- a redemption to an account which is not the pre-nominated bank account, even if it has the same account name as the redeeming account;
- change of bank account details;
- change of distribution method from reinvestment to direct credit to a new bank account;
- change of authorised signatory / signatories;
- change of postal address.

Macquarie Funds Group Client Service staff will call an authorised signatory on the contact phone number provided on the application form. The purpose of the call is to confirm that the instruction that has been received by Macquarie is valid. The aim is to protect Macquarie's clients from unauthorised transactions and unauthorised changes to their account details. Please note that if Macquarie is unable to contact an authorised signatory, they may postpone the processing of the instruction until they have been able to make contact. Your instruction will not be treated as having been received until Macquarie is able to contact the authorised signatory and confirm the instruction, unless Macquarie otherwise determines.

Appointing an agent

You can appoint an agent to transact on your behalf using Macquarie's 'Appointment of Agent form'. By completing the form you and your agent will indemnify Macquarie against any liability Macquarie incurs in respect of that appointment. The form can be accessed via:

- www.macquarie.com.au/forms;
- emailing: mfg.clientservice@macquarie.com
- calling: Macquarie Funds Group Client Service on 1800 814 523.

Indirect investors

You can only withdraw through your IDPS operator in accordance with their terms and conditions.

Delay of redemptions

Macquarie can delay the calculation of the redemption price and the payment of redemption proceeds for the Fund if the Fund is no longer 'liquid', as defined in the Corporations Act. At its discretion, Macquarie can then make money available only on a periodic basis and allocate it pro rata amongst those investors wishing to withdraw. If this occurs, in determining the unit price, Macquarie will use the asset values determined at the time the relevant withdrawal offer closes.

Macquarie can also limit redemptions if it receives redemption requests representing more than 10% of the Fund's value on any business day. In this case, Macquarie may satisfy redemption requests representing 10% of the Fund's value, on a pro-rata basis and deem the remaining proportion of redemption requests to be received on the next business day.

Distributions

Income distributions and reinvestment

From the underlying investments, the Fund is expected to receive or generate distributions consisting of dividends, interest, gains or losses from futures trading, franking credits, tax deferred income, return of capital and realised capital gains. Income is generally paid quarterly after the end of March, June, September and December.Net capital gains will be distributed at least once a year.

You may elect to have your distributions paid directly into a nominated Australian bank account or have them reinvested in the Fund by completing the relevant section of the application form.

If you do not nominate how you wish to receive your income distributions, your distributions will be automatically reinvested as additional units in the Fund. Such units will be issued at the net asset value at the close of business at the end of the distribution period to which the entitlement relates. However we may, at any time, notify unitholders that subsequent distributions will be paid in cash and not be reinvested and subsequently withdraw any such notification.

Unit prices fall at the end of the distribution period to reflect the distributions. If you invest towards the end of a distribution period, you may find that you receive some of your capital as income. However, if your application price is calculated as at the last business day of the period, your application price will not include an income component for that period. Similarly, if you withdraw your investment towards the end of the distribution period, you will receive your share of any accrued income as capital. However, if your redemption price is calculated as at the last business day of the period, your redemption price will not include an income component for that period but you will also receive the income as part of your distribution.

Unit pricing

We normally calculate application prices and redemption prices daily. The unit price is equal to the value of the Fund's assets, less liabilities, divided by the number of units on issue. Application and redemption unit prices take into account transaction costs (the buy/sell spread) as applicable. Assets are normally valued at their most recent market value, using independent pricing sources where available for the particular asset type. Any units held in unlisted funds are valued at their most recent unit prices as supplied by the fund operator. Overseas assets are valued as at the close of business in each of the relevant overseas markets. We may use model values or fair values if market quotations are not available or are deemed unreliable.

The valuation methods and policies applied by Macquarie, to value the Fund's assets and liabilities, are consistent with applicable industry standards and result in unit price calculations that are independently verifiable. Under the constitution for the Fund, Macquarie has certain discretions in determining application and redemption prices. We have documented their policy regarding the exercise of these discretions. A copy of the policy, together with the related documents, is available free of charge from Client Service.

As discussed above, unit prices fall at the end of each distribution period because the allocation of the distributions reduces the Fund's assets. On any day, the application price is different from the redemption price of units as a result of the buy/sell spread.

Direct investors

You can contact Client Service directly. The unit prices are also published on our website at:

www.macquarie.com.au/unit_prices

Indirect investors

Your IDPS operator can provide you with the unit prices for your investment.

Timing changes

You will be notified if we change the frequency of distributions or valuing the Fund, or the frequency or timing of unit pricing.

Transferring units

You may transfer units in the Fund to another person by providing us with a signed and completed standard transfer form and a completed application form from the current PDS for the Fund at that time. We reserve the right to decline transfer requests at our discretion.

A transfer of units involves a disposal of units, which may have tax implications. Stamp duty may also be payable on the transfer unless an exemption applies. You should obtain tax and stamp duty advice before requesting a transfer.

Keeping in touch with you

Direct investors
We provide access to:

- confirmation of your transactions;
- transaction statements at least annually;
- quarterly reports on the performance of the Fund, an economic and market overview, and Fund highlights;
- a tax report for Australian resident investors to help with your tax return at financial year-end;
- the annual financial statements of the Fund by end of September each year.

Indirect investors
Your IDPS operator can provide you with reports on the progress of the Fund.

MFG Online - Macquarie Managed Investments

Investors are able to access some account information online by visiting Macquarie's website - www.macquarie.com.au/mfg. Investors will need an access code and this can be requested on the application form.

Updated information

The information in this PDS may be subject to change from time to time. Where information is not materially adverse we will update this information by publishing changes on our website at:

www.macquarie.com.au/updatedinformation

A paper copy of this PDS (and any supplementary documents or updated information) can also be obtained free of charge on request by calling Client Service 1800 814 523.

Continuous disclosure documents

The Fund may be subject to certain regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. As an investor in the Fund, you have the right to obtain the following documents from us:

- the annual financial report (including financial statements) most recently lodged with ASIC by us in respect of the Fund;
- any half-year financial report (including financial statements) lodged with ASIC in respect of the Fund after the lodgement of the annual financial report;
- any continuous disclosure notices provided by us in respect of the Fund after the lodgment of the annual financial report.

If requested, we will send you a printed or electronic copy of any of the above documents, free of charge, as soon as possible or within five days of receiving your request.

Our legal relationship with you

Macquarie as the responsible entity

As the responsible entity of the Fund, we are solely responsible for the management and administration of the Fund. We hold an Australian Financial Services Licence (AFSL), authorising us to act as the responsible entity of the Fund. Details of our AFSL can be found on ASIC's website at www.asic.gov.au.

Our powers and duties are set out in the constitution relating to the Fund, the Corporations Act and general trust law.

Corporations Act

Our duties under the Corporations Act include:

- acting in the best interest of investors and, if there is a conflict between investors' interests and our own interests, giving priority to investors' interests;
- ensuring that Fund property is clearly identified as Fund property, is valued at regular intervals and is held separately from our property and the property of any other fund;
- reporting to ASIC any breach of the Corporations Act in relation to the Fund, which has had, or is likely to have, a materially adverse effect on the interests of investors.

We are liable for our agents engaged in connection with the Fund.

Constitution

The Fund is established by a constitution, as amended from time to time. The terms and conditions of the constitution are binding on each investor and persons claiming through them, as if the investor or person were a party to the constitution.

This PDS summarises some key features of the constitution, such as issue and redemption of units, calculation of unit prices and fees. However, the constitution covers a number of additional matters, including:

- the nature of units (subject to any special terms of issue, identical rights attach to all units);
- how and when redemptions are paid;
- unitholder meetings (a resolution may bind you, regardless of how or whether you voted);
- the circumstances in which we are and are not liable to you;

- our indemnification out of assets of the Fund for all costs incurred by us in relation to the administration or management of the Fund (subject to the proper performance of our duties);
- your rights to share any Fund income, and how we calculate it;
- when we can retire as responsible entity of the Fund.

We can amend the constitution from time to time, subject to the provisions of the constitution and the Corporations Act, including if we reasonably consider that the amendments will not adversely affect investors' rights. Otherwise, we must obtain investors' approval at a meeting of unitholders.

The compliance plan

We have prepared and lodged a compliance plan for the Fund with ASIC. The compliance plan sets out the compliance procedures that we will follow to ensure that we are complying with the Corporations Act and the Fund constitution. Each year the compliance plan is independently audited, as required by the Corporations Act and the auditor's report is lodged with ASIC.

The compliance committee

As required, we have established a compliance committee with a majority of independent members. The compliance committee's functions include:

- monitoring our compliance with the compliance plan and reporting its findings to us;
- reporting breaches of the Corporations Act or the constitution to us;
- assessing the adequacy of the compliance plan and recommending any changes.

Rights and liabilities of an investor

A unit confers a beneficial interest on an investor in the assets of the Fund but not an entitlement or interest in any particular part of the Fund or any asset.

The constitution also provides that the liability of unitholders is limited to their investment in the Fund. Therefore, a unitholder is not required to indemnify us or our creditors against our liabilities in respect of the Fund. However, no complete assurance can be given in this regard as the ultimate liability of unitholders has not been finally determined by the courts.

The custodian

We have appointed Bond Street Custodians Limited (BSCL) to hold the assets of the Fund. BSCL is part of the Macquarie Group. However, the arrangements between us are on arm's length terms. We will monitor and review BSCL's procedures and systems to ensure that custodial functions are carried out efficiently and properly.

Proxy voting and corporate governance

The exercise of voting rights in relation to Australian shares is an important aspect of the investment management process and our ability to influence corporate management and manage the performance of portfolios, where applicable. We will endeavour to vote on all Australian company resolutions where we have the authority to do so. We will report to investors on the outcome of our Australian proxy voting record on an annual basis.

Enquiries and complaints

Direct investors

We have arrangements in place for handling enquiries or complaints. For enquiries, you may contact your financial adviser or the Macquarie Funds Group Client Service on 1800 814 523, 8.30am to 6.00pm Sydney time, Monday to Friday.

Complaints can be sent to:

The Complaints Officer
Macquarie Investment Management Limited
PO Box R1723
Royal Exchange NSW 1225

Our procedures ensure that we deal with complaints within 45 days of receipt.

If we are unable to resolve the complaint or you are dissatisfied with the outcome, then you have the right to refer the complaint to the Financial Ombudsman Service (FOS), of which we are a member (membership number 869). FOS is an external dispute resolution body that has been approved by ASIC. FOS is an independent body that assists customers in the resolution of complaints relating to members of the financial services industry.

The contact details are:
Financial Ombudsman Service
GPO Box 3
MELBOURNE, Victoria, 3001

Telephone: 1300 780 808
Fax: (03) 9613 6399

Indirect investors

Please contact your IDPS operator.

We respect your personal details

Direct investors

We collect certain personal information from you, in order to administer your investment in the Fund. As required by law, we have adopted a Privacy Policy that governs the collection, storage, use and disclosure of personal information. A copy of our Privacy Policy is available from our website at www.macquarie.com.au/au/privacy_policy.htm.

By signing the application form, you agree to us collecting, storing, using and disclosing your personal information in accordance with our Privacy Policy. This includes using your personal information for:

- providing or marketing products and services to you;
- administration purposes, including monitoring, auditing and evaluating the products and services;
- determining future product and business strategies and to develop services, including the modelling of data and data testing;
- ensuring compliance with all applicable regulatory or legal requirements. This includes the requirements of ASIC, ATO, AUSTRAC and other regulatory bodies or relevant exchanges including the requirements of the superannuation law;
- communicating with you in relation to your holding and all transactions relating to the holding;
- providing products and services to you through other entities in the Macquarie Group, our agents, contractors or third parties whether or not located in Australia.

We aim to ensure that our record of your personal information is accurate, complete and up to date. If your personal information changes, please inform us as soon as possible. You may correct or update this information by notifying us in writing.

We will provide you with access to your personal information at no charge.

For more information

If you have any questions in regard to your privacy, please contact the Privacy Officer by:

- phone on 61 2 8232 0337; or
- email to privacy@macquarie.com.au

Access to your information

We may provide access to your information to:

- our agents, contractors or third party service providers who provide services in connection with our product and services;
- licensed financial advisers if their stamp appears on the application form, unless you instruct us not to do so.

If you do not provide the information we ask you to supply on the application form we may not be able to process or accept your application.

Note: By signing an Application Form to invest in the Fund, you consent to the use and disclosure of your personal information in the manner set out above.

Indirect investors

We do not collect or hold any personal information about you, in connection with your investment in the Fund. You should contact your adviser or IDPS operator for details on the collection, storage, use and disclosure of personal information.

About this PDS

The terms and features of the Fund were current at the date of this PDS. However, we reserve the right to change the terms and features of the Fund in accordance with the Fund's constitution and other relevant legislation.

You should keep a copy of the current PDS and any other supplementary material updating the PDS for future reference. You can obtain a copy of the current PDS, free of charge, by contacting Client Service on 1800 814 523, 8.30am to 6.00pm Sydney time, Monday to Friday.

Application Form

MACQUARIE

To accompany Product Disclosure Statement

Issuer: Macquarie Investment Management Limited
ABN 66 002 867 003 AFS licence number 237492

This application form is issued with the Product Disclosure Statement along with any associated Supplementary Product Disclosure Statements. Do not use this form unless it accompanies the relevant Product Disclosure Statement. If you received the Product Disclosure Statement and application form electronically and would like to receive a paper copy of these documents, Macquarie can send you a copy free of charge on request.

The Application Form

The application form is made up of the following sections:

Section A – Investment Application – All investors

This section is where you complete the details of your investment with Macquarie.

Section B – Investor Identification

(if you have a financial adviser, please refer to the notes below regarding Section C)

This section is where you provide details of the person(s), company, trust or other entity that is investing with Macquarie. It is also the section where you will need to confirm additional information so that Macquarie can verify the identity of the investor to fulfill our obligation to comply with the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 and related rules.

The section has space for the following investor types to supply information:

- Section B1 – Individual / Joint / Sole trader
- Section B2 – Company
- Section B3 – Trust / Managed Investment Scheme
- Section B4 – Association / Cooperative
- Section B5 – Partnership
- Section B6 – Government body

Section C – Adviser Declaration

If you have a financial adviser who is an authorised representative of an Australian Financial Service Licence holder, they may be able to make a declaration, via an IFSA/FPA identification form, verifying the identity of the investor in this section. If this is the case, then you will not need to complete Section B.

Section D – Online Registration

You may request access to Macquarie's online account service using the form in this section.

Application contents

	Page
Completing the investment application form	05
Completing the identification form	07
Section A – Investment Application – All investors	08
Section B – Investor Identification	12
Section B1 – Individual / Joint / Sole trader	12
Section B2 – Company	13
Section B3 – Trust / Managed Investment Scheme	15
Section B4 – Association / Cooperative	16
Section B5 – Partnership	16
Section B6 – Government Body	17
Section C – Adviser Declaration	18
Section D – Online Registration	19

New account checklist

To assist you with completing the application form, please review the checklist below and ensure you have completed the sections that are relevant to your investment with Macquarie.

Type of Investor	Sections to complete	Who needs to sign the application form?	Documentation required
Individual / Joint / Sole trader	Section A and Section B1 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify your identity).	Individual or joint applications are to be signed by the individual(s) in whose name(s) the account is opened. Joint applicants will be deemed joint tenants and both are to sign the application form. For sole traders, the sole director is to sign. A power of attorney may act on behalf of an investor. A original certified copy of the power of attorney must be provided with the application. A specimen signature of the attorney must also be provided.	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ For each applicant in whose name(s) the account is opened (and the power of attorney where applicable), one of the following: > Original certified copy of Australian Drivers Licence > Original certified copy of Australian Passport > Original copy of a Card issued under a State or Territory law for the purpose of proving a person's age which contains a photograph of the person in whose name the document is issued > Original copy of a Foreign passport or similar document issued for the purpose of international travel that contains a photograph and the signature of the person in whose name the document is issued. Please note, where any document relied on is in a language other than English, it must be accompanied by an English translation prepared by an accredited translator. > IFSA/FPA Identification form completed by your Financial Adviser For alternative sources of verification, please see Completing the Identification Form - Section B
Australian Company	Section A and Section B2 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify your identity).	Australian company applications are to be signed under seal or by two directors or a director and the company secretary on behalf of the company by authority of the directors. If the company's constitution specifies otherwise, attach a original certified copy of the constitution (this does not apply to sole directors). If the company has a sole director, attached evidence of sole directorship.	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ IFSA/FPA Identification form completed by your Financial Adviser (where applicable) ☐ Original certified copy of the constitution (where applicable) ☐ Evidence of sole directorship (where applicable)
Foreign Company	Section A and Section B2 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify your identity).	International company applications are to be signed under seal or by two directors or a director and the company secretary on behalf of the company by authority of the directors. If the company's constitution specifies otherwise, attach a original certified copy of the constitution (this does not apply to sole directors). If the company has a sole director, attached evidence of sole directorship.	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ One of the following: > Original certified copy of registration document (or equivalent). > IFSA/FPA Identification form completed by your Financial Adviser (where applicable) ☐ Original certified copy of the constitution (where applicable) ☐ Evidence of sole directorship (where applicable)

Trust	Section A and Section B3 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify your identity). In addition, for a trust other than that as described in items 1,2,3 or 4 in Section B3, for one of the trustees: Section B1 or Section B2 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify the trustee's identity).	Two trustees, or in accordance with the Trust Deed.	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ IFSA/FPA Identification form completed by your Financial Adviser (where applicable) *In addition, for a trust other than that those as described in items 1, 2, 3 or 4 in Section B3 of the Investor Identification form:* ☐ One of the following: > Original certified copy of an extract of the Trust deed > A notice (such as a notice of assessment) issued by the Australian Taxation Office within the last 12 months > A letter from a solicitor or qualified accountant verifying the name of the trust > IFSA/FPA Identification form completed by your Financial Adviser (where applicable) ☐ Full identification details for one of the Trustees (refer to documentation requirements for "Individual / Joint / Sole Trader", "Australian Company" or "Foreign Company" (as relevant) above.)
Association / Cooperative	Section A and Section B4 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify your identity). In addition, for an unincorporated association: Section B1 (for either the Chairperson, Secretary or Treasurer of an unincorporated association)) or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify the person's identity).	Two appointed officers (specifying titles eg Chairman, Treasurer, Secretary)	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ One of the following: > Original certified copy or certified extract from the rules or constitution of the association or the register maintained by the cooperative (as relevant) > IFSA/FPA Identification form completed by your Financial Adviser (where applicable) *In addition, for an unincorporated association:* ☐ Full identification details for one of the representatives (refer to documentation requirements for "Individual / Joint / Sole Trader" above)

Partnership	Section A and Section B5 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify your identity). In addition, for one of the Partners: Section B1 or Section C completed by a Financial Adviser (where an IFSA/FPA identification form completed by your Financial Adviser has been provided to verify the Partner's identity).	Two partners	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ One of the following: > Original certified copy or certified extract of the partnership agreement > Original certified copy or certified extract of minutes of a partnership meeting > A notice (such as a notice of assessment) issued by the Australian Taxation Office within the last 12 months > Original certified copy of a certificate of registration of business name issued by a government/ government agency in Australia > A letter from a solicitor or qualified accountant verifying the name and existence of the entity > IFSA /FPA Identification form completed by your Financial Adviser (where applicable) ☐ Full identification details for one of the Partners (refer to documentation requirements for "Individual / Joint / Sole Trader" above).
Government Entity	Section A and Section B6	Two authorised contacts	☐ Completed investment application form ☐ Completed identification form; or Completed adviser declaration (where applicable) ☐ Evidence of signing authority

Completing the investment application form – Section A

Opening an account

The Product Disclosure Statement relating to your application for investment must be received by you in Australia before you can invest. Offshore investors should contact Client Service on +61 2 8232 6491 before making an application.

Accounts can be opened by:

> individuals over 18 years of age;

> companies and incorporated bodies;

> trustees of other entities;

> associations / cooperatives;

> partnerships;

> government entities.

Returning the completed investment application form (and related identification forms)

The completed investment application form (and related identification forms) should be returned by mail to:

Macquarie Funds Group - Client Service
PO Box R1723
Royal Exchange
New South Wales 1225

Please ensure that applications are sent to the address and fax number referred to in this document. Alternatively, if we have notified you of any change in our details, please ensure that you send your application to the updated address or fax number.

Macquarie accepts no responsibility for applications that have been sent to an incorrect address or fax number, including addresses and fax numbers of other parts of the Macquarie Group that are not referred to in this document. You are responsible for ensuring that you use the correct contact details and accept that if incorrect contact details are used, your application may be delayed or not processed. Please call Client Services on 1800 814 523 if you would like to confirm our address or fax number.

Payment

You must contact Client Service on 1800 814 523 for instructions before depositing via RTGS, bank transfer or Exigo.

Incomplete or invalid applications

Where an application is not complete for Anti-Money Laundering and Counter-Terrorism Financing Laws (AML/CTF) purposes or is otherwise incomplete, we will seek to contact you to obtain the missing information. Your application will not be accepted by us, nor units issued to you, unless our AML/CTF verification can be completed or other issues addressed.

On the day that your application is completed to our satisfaction, it will be accepted by us and units issued to you. If the AML/CTF verification or other issues are not finalised to our satisfaction within 30 days of the original application date, your application will be returned to you.

Please note that we reserve the right to refuse any application without providing a reason.

Tax file number and Australian business number

Providing your tax file number (TFN) or Australian business number (ABN) on the application form is not compulsory and it is not an offence if you decline to quote them. However, if you decide not to quote your TFN or ABN, or your reason for exemption, tax at the highest marginal rate plus Medicare levy will be deducted from your income. For joint applicants, the TFNs of both applicants are required.

Terms and conditions

Each investor (you) agrees to be bound by the provisions of the Fund's constitution and Product Disclosure Statement, as amended from time to time.

Instructions received by facsimile

If we receive instructions by facsimile, from you or your Agent, you release us from and indemnify us against all losses and liabilities arising from any payment or action we make based on the instruction, even if not genuine, bearing your account number, a signature apparently yours or that of an authorised signatory on the account. You also agree that neither you nor anyone claiming through you has any claim against us or the funds in relation to these payments or actions. There is a risk that fraudulent facsimile instructions can be given by someone who has access to your account number and a copy of your signature.

We reserve the right to add further requirements or to discontinue this service at any time.

Use of your personal information by Macquarie

Completing the application form means that you agree to us collecting, holding and using your personal information as described in the Product Disclosure Statement.

Confirmation of instructions

Macquarie has procedures to confirm the following instructions with you:

- a redemption greater than or equal to $1 million;
- a redemption to an account which is not the pre-nominated bank account, even if it has the same account name as the redeeming account;
- change of bank account details;
- change of distribution method from reinvestment to direct credit to a new bank account;
- change of authorised signatory / signatories;
- change of mailing address.

Please note that if we are unable to contact an authorised signatory, Macquarie may postpone the processing of the instruction until we have been able to make contact. Your instruction will not be treated as having been received until we are able to contact the authorised signatory and confirm the instruction, unless Macquarie otherwise determines.

Client Service

For assistance or further information, contact Client Service, 8.30am to 6.00pm Sydney time, Monday to Friday by:

- phone on 1800 814 523;
- fax on (02) 8232 4730;
- email to mfg.clientservice@macquarie.com

Appointing an Agent

If you would like to appoint an agent to act on your behalf, please contact Client Service, 8.30am to 6.00pm Sydney time, Monday to Friday by:

- phone on 1800 814 523;
- fax on (02) 8232 4730;
- email to mfg.clientservice@macquarie.com

Completing the identification form – Section B

What is an original certified copy?

An original certified copy is a document that has been certified as a true copy of the original document by one of the following:

- An officer with, or authorised representative of, a holder of an Australian financial services licence, having 2 or more continuous years of service with one or more licensees.
- Finance company officer with 2 or more continuous years of service with one or more finance companies (for the purposes of the Statutory Declaration Regulations 1993).
- An officer with 2 or more continuous years of service with one or more financial institutions (for the purposes of the Statutory Declaration Regulations 1993).
- A permanent employee of the Australian Postal Corporation with 2 or more years of continuous service who is employed in an office supplying postal services to the public.
- An agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public.
- A Justice of the Peace.
- A person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner however described).
- A judge of a court.
- A magistrate.
- A chief executive officer of a Commonwealth court.
- A registrar or deputy registrar of a court.
- An Australian police officer.
- An Australian consular officer or an Australian diplomatic officer (within the meaning of the Consular Fees Act 1955).
- A member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership.
- A notary public (for the purposes of the Statutory Declaration Regulations 1993).

Alternative sources of identification for Individuals / Joint / Sole Trader Applicants

Australian Documentation

An original or original certified copy of one of:

- Australian birth certificate; or
- Australian citizenship certificate; or
- Pension card issued by Centrelink; or
- Health card issued by Centrelink;

And one of:

- An original notice issued to an individual, of a kind listed below, that contains the name of the individual and his or her residential address:
  - Issued by the Commonwealth or a State or Territory within the preceding 12 months that records the provision of financial benefits to the individual; or
  - Issued by the Australian Taxation Office within the preceding 12 months that records a debt payable to or by the individual by or to the Commonwealth under a taxation law; or
  - Issued by a local government body or utilities provider within the preceding 3 months that records the provision of services to that address or to that person; or
- If the customer is under the age of 18, a notice that:
  - was issued to by a school principal within the preceding three months;
  - contains the name of the customer and his or her residential address; and
  - records the period of time that the customer attended at the school.

Foreign Documentation

An original or original certified copy of a current:

- National Identity Card issued by a foreign government containing a photograph and signature of the person in whose name the card is issued; and
- Foreign driver's licence that contains a photograph of the person in whose name it was issued.

Where any document relied on as part of the procedure is in a language that is not English, it must be accompanied by an English translation prepared by an accredited translator.

Section A - Investment Application
To be completed by all investors

To accompany Product Disclosure Statement

This investment application form is issued with the Product Disclosure Statement along with any associated Supplementary Product Disclosure Statements. Do not use this form unless it accompanies the relevant Product Disclosure Statement. If you received the Product Disclosure Statement and application form electronically and would like to receive a paper copy of these documents, Macquarie can send you a copy free of charge by calling Client Service on:1800 814 523.

PLEASE USE BLOCK LETTERS AND BLACK INK TO COMPLETE

Section A1 – Existing investors

Are you an existing client with Macquarie Funds? (Y/N) ☐ If yes, please provide your **MFG investor number** ☐

Section A2 – Investor account name

Investor account name (this is the name that will appear on the account) ☐

Section A3 – Investor and contact details

Please provide one set of investor contact details that we can use for all communication with you. Please note, these details will be used for confirmation of instructions (see details on page 6). These details must be for an authorised signatory. Third party contact details can be provided separately for correspondence but can not be used here for confirmation of instructions.

Contact name ☐

Street no. and name / PO Box ☐

Suburb ☐ State ☐ Postcode ☐☐☐☐

Phone number ☐ Mobile ☐

Email ☐

Preferred method to receive correspondence:

Email ☐ Mail ☐

Any other name investor is known by (for each applicants who is an individual) ☐

Occupation / Business activity or purpose ☐

TFN ☐ ABN ☐

Contact details of Adviser/Consultant/Administrator/Agent

Contact name ☐

Street no. and name / PO Box ☐

Suburb ☐ State ☐ Postcode ☐☐☐☐

Phone number ☐ Mobile ☐

Email ☐

Does the Adviser/Consultant/Administrator/Agent wish to receive correspondence? YES ☐ NO ☐

Preferred method to receive correspondence:

Email ☐ Mail ☐

Section A4 – MFG Online – Macquarie Managed Investments

Do you have an access code for any Macquarie Online service? (Y/N) ☐ **If yes, please specify code.** ☐

If you require an access code to our MFG Online service, please complete the registration form in Section D and return to Macquarie Funds Group The full terms and conditions are available on the website.

Section A5 – Investment details

The minimum initial investment into the Fund listed below is $20,000. Additional investments of $10,000 or more can be made at any time.

Name of Fund Macquarie Australian Small Companies Fund

Code ASM **Amount** ☐

What is the purpose of investment?

Savings ☐ Growth ☐ Income ☐ Retirement ☐ Business account ☐

Other (please specify) ☐

Section A6 – Distribution of income

Please pre-nominate a bank account for the payment of distributions. Distributions can only be paid to a bank account of the same name as the investor account name listed in section A2 (payment to a third party is not permitted).

If no box is ticked, distributions will be reinvested.

Reinvest income as additional units into the Fund ☐ Pay income to the Australian financial institution account nominated below ☐

Name of financial institution ☐

Branch name ☐

Account name ☐

BSB number ☐☐☐ - ☐☐☐

Account / membership number ☐

Section A7 – Payment of redemptions

Please pre-nominate a bank account for the payment of redemptions. Redemptions can only be paid to a bank account of the same name as the investor account name listed in section A2 (payment to a third party is not permitted).

Same bank account as section A6 ☐

Name of financial institution ☐

Branch name ☐

Account name ☐

BSB number ☐☐☐ - ☐☐☐

Account / membership number ☐

Section A8 – Account operating instructions

i. Individual/joint/trust/partnership accounts

Either to sign ☐ Both to sign ☐

If no box is ticked, both to sign will be assumed.

ii. Company/association accounts

Either to sign ☐ Both to sign ☐ Other ☐

If no box is ticked or instructions are not provided on an authority form, all future written instructions must be executed on behalf of the company:

> under common seal; **OR** > by two directors; **OR** > by one director and the company secretary.

iii. Government entities

Either to sign ☐ Both to sign ☐ Other ☐

Section A9 – Client acknowledgement

i. I/We agree to be bound by the provisions of the applicable constitution governing the Fund, as amended from time to time.

ii. I/We agree to be bound by the terms of the Product Disclosure Statement and the Supplementary Product Disclosure Statement(s) (if any) for the Fund.

iii. If I/we have received the Product Disclosure Statement from the internet or other electronic means, I/we declare that it was received either personally or a printout was accompanied by the application form before making an application for units in the Fund.

iv. I/We will not knowingly do anything to put Macquarie in breach of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 and related rules (AML/CTF Laws). I/We will notify Macquarie if I/we are aware of anything that would put Macquarie in breach of AML/CTF Laws.

v. If requested, I/we will provide additional information and assistance, and comply with all reasonable requests to facilitate Macquarie's compliance with AML/CTF Laws in Australia or an equivalent overseas jurisdiction.

vi. I/we undertake that I/we are not aware and have no reason to suspect that:
   - the money used to fund the investment is derived from or related to money laundering, terrorism financing or similar activities (Illegal Activities); and
   - proceeds of investment made in connection with this Fund will fund illegal activities.

vii. I/We confirm that I/we have provided all information required and that the information is accurate, complete and up to date.

viii. I/We confirm that, if I/we have applied through a financial adviser who has completed the IFSA/FPA identification form, I/we have provided all information required in that form, and that information is accurate, complete and up to date.

Macquarie is subject to AML/CTF Laws. You consent to Macquarie disclosing your personal information in connection with AML/CTF Laws.

In certain circumstances, Macquarie may be obliged to freeze or block an account where it is used in connection with Illegal Activities or suspected Illegal Activities. Freezing or blocking can arise as a result of Macquarie's account monitoring obligations under the AML/CTF Laws. If this occurs, Macquarie is not liable to you for any consequences or losses whatsoever and you agree to indemnify Macquarie if it is found liable to a third party in connection with the freezing or blocking of your account.

Macquarie retains the right not to provide services or issue products to any applicant that it decides, in its sole discretion, that it does not wish to supply.

YOU SHOULD READ THE PRODUCT DISCLOSURE STATEMENT BEFORE SIGNING THE APPLICATION FORM.

I/We acknowledge that investments in the Fund are not deposits with or other liabilities of Macquarie Bank Limited ABN 46 008 583 542, or of any Macquarie Group company, and are subject to investment risk, including possible delays in repayment and loss of income and principal invested.

I/We further acknowledge that neither Macquarie Bank Limited, Macquarie Investment Management Limited ABN 66 002 867 003, nor any other member company of the Macquarie Group, guarantees the performance of the Fund nor do they guarantee the repayment of capital from the Fund or any particular rate of return.

Authorisation 1

Signature 1

Name (please print)

Date / /

Corporate title (please tick the applicable title)

Director Company secretary Sole director

For and on behalf of the company by authority of the directors.

Other

Please provide original certified copy of evidence of authority to sign.

Authorisation 2

Signature 2

Name (please print)

Date / /

Corporate title (please tick the applicable title)

Director Company secretary Sole director

For and on behalf of the company by authority of the directors.

Other

Please provide original certified copy of evidence of authority to sign.

Company accounts

Place common seal here if required.

Section B – Investor Identification

In December 2006 the Australian Government introduced the Anti-Money Laundering and Counter-Terrorism Act which requires reporting entities such as Macquarie to conduct client identification and verification checks. Please ensure the applicable identification form is completed and the requested identification verification information (as detailed in the new account checklist) is provided - incomplete applications or missing verification documentation may delay the processing of your application.

PLEASE USE BLOCK LETTERS AND BLACK INK TO COMPLETE

Section B1- Individual/ Joint/ Sole Trader

Applicant 1

Title First name(s)

Surname

Date of birth / /

Residential address (cannot be a PO Box)

State Postcode Country

Mailing address (if different from above)

State Postcode Country

Applicant 2

Title First name(s)

Surname

Date of birth / /

Residential address (cannot be a PO Box)

State Postcode Country

Mailing address (if different from above)

State Postcode Country

Sole Trader - Additional information

Business name

ABN

Principal place of business (cannot be a PO Box)

State Postcode Country

Section B2 - Company

Australian companies

Full name of company as registered with ASIC

ACN

ABN

Registered office address (cannot be a PO Box)

State Postcode Country

Principal place of business (if different from above) (cannot be a PO Box)

State Postcode Country

Company type

Proprietary Public Majority owned subsidiary of a public company

[Please tick one of the above]

If publicly listed, name of exchange

If subsidiary of public company, name of parent and relevant exchange

If Proprietary company, details of Directors (attach additional pages if necessary)

Title First name(s) Surname

Title First name(s) Surname

Title First name(s) Surname

Title First name(s) Surname

If Proprietary company, shareholder/ownership details (attach additional pages if necessary)

To be completed for each shareholder who owns 25 per cent or more of issued capital

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

International companies

Proprietary Public Majority owned subsidiary of a public company

[Please tick one of the above]

If publicly listed, name of exchange

If subsidiary of public company, name of parent and relevant exchange

Full name of company

If registered with ASIC, your Australian Registered Business Number (ARBN)

Registered office address in Australia, if registered in Australia (cannot be a PO Box)

State Postcode Country

Registered office address offshore (cannot be a PO Box)

State Postcode Country

Principal place of business (cannot be a PO Box)

State Postcode Country

Country of formation/incorporation/registration

If company is registered by a foreign registration body

Registration body/name

Registration number

If proprietary company, details of Directors (attach additional pages if necessary)

Title First name(s) Surname

Title First name(s) Surname

If Proprietary company, shareholder/ownership details (attach additional pages if necessary)

To be completed for each shareholder who owns 25 per cent or more of issued capital

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Section B3 - Trust/ Managed Investment Scheme

Full name of Trust/ Managed Investment Scheme

Type of Trust

(E.g. Managed Investment Scheme, family trust etc)

Country in which the Trust was established

ABN

[Please tick one of the following]

1. Managed Investment Scheme registered with ASIC, if so, ARSN
2. Managed investment Scheme which is not registered with ASIC and only has wholesale clients, and does not make small scale offerings to which section 1012E of the Corporations Act 2001 applies,
3. Trust is registered and subject to domestic regulatory oversight in its activities as a trust
4. Trust is a Government Superannuation fund established by legislation
5. Other - Please complete below

For trusts other than those as described in items 1, 2, 3, or 4 above:

Full name and address of Trustee/s* and full business name (if any) (attach additional pages if necessary)

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

* One trustee must also complete 'Section B1- Individual / Joint / Sole Trader or 'Section B2 - Company' of this application form and provide the requested supporting identification documentation.

Full business name of the Trustee (if any)

Trust beneficiary details (attach additional pages if necessary)

Either:

Title First name(s) Surname

Title First name(s) Surname

Or (if beneficiaries of the Trust are referenced by membership of a class, please provide the details of the class(es) below):\

Section B4 - Association/ Cooperative

Incorporated Association Unincorporated Association Cooperative

Full name of Association/ Cooperative

Any identifying number (issued upon incorporation/ registration)

ABN

Registered office or principal place of operations (cannot be a PO Box)

State Postcode Country

Officer details

Title First name(s) Surname

Chairperson* (or equivalent)

Title First name(s) Surname

Secretary* (or equivalent)

Title First name(s) Surname

Treasurer* (or equivalent)

Title First name(s) Surname

*For unincorporated associations, either the Chairperson, Secretary or Treasurer must also complete 'Section B1- Individual/ Joint / Sole Trader Applicants' of this application form and provide the requested supporting identification documentation.

Section B5 - Partnership

Full name of the Partnership

Business name of the Partnership (if any)

ABN

If Partnership is regulated, Professional Association name

Professional Association membership details

For unregulated partnerships, name and address for each partner* (attach additional pages if necessary)

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Country where partnership was formed/registered

Registered office or principal place of operations (cannot be a PO Box)

State Postcode Country

*One Partner must also complete 'Section B1- Individual/ Joint / Sole Trader Applicants' of this application form and provide the requested supporting identification documentation.

Section B6 - Government Body

Australian Government bodies

Full name of Government body

ABN

Principal place of operations (cannot be a PO Box)

State Postcode Country

Was this Government body established under:

- Commonwealth legislation
- Australian State or Territory legislation (please specify State or Territory)

International Government bodies

Full name of Government body

Principal place of operations (cannot be a PO Box)

State Postcode

Country

Please specify country the Government body was established in:

International Government body ownership details (attach additional pages if necessary)

Title First name(s) Surname

Residential address (cannot be a PO Box)

State Postcode Country

Section C - Adviser Declaration

Adviser name

Company name

Dealer Group | AFSL

Phone | Email

Address

Signature

Please attach a copy of the relevant completed IFSA/FPA Identification Form in relation to the applicant referred to in this application form.

By signing above and attaching the IFSA/FPA Identification Form, the Adviser represents to Macquarie that they:

- **have followed IFSA/FPA guidelines and completed the applicable IFSA/FPA client identification and verification forms as required;**
- **have provided all required information on the IFSA/FPA client identification and verification forms and that the information is accurate, complete and up to date;**
- **have kept a record of that identification and verification, and will retain it in their file for a period of 7 years after their relationship with the applicant has ended;**
- **will provide a copy of any record of identification to Macquarie within 5 Business Days of a request to do so;**
- **will use reasonable efforts to obtain additional information from the applicant if Macquarie requests the Adviser to do so;**
- **will allow Macquarie to have access to any records of identification on reasonable notice to the Adviser;**
- **will not knowingly do anything to put Macquarie in breach of the AML/CTF Laws; and**
- **will notify Macquarie if they are aware of anything that would put Macquarie in breach of AML/CTF Laws.**

Section D - Online Registration

Use this form to register with MFG Online. If you hold more than one Macquarie account, the same Macquarie Access Code will apply to all accounts.

MFG Online - Macquarie Managed Investments

It is compulsory to complete all fields marked with *.

1 Your personal details

*** What is your name? (Please use BLOCK letters)**

*** Date of birth** / /

*** What is your address?** *(Your Macquarie Access Code will be mailed to this address)*

Postcode

*** Contact number(s)**

( ) ( )

*** What is your email address?**

2 Macquarie Access Code

Do you have an existing Macquarie Access Code:

Yes Macquarie Access Code No

If you supply an existing Macquarie Access Code with an application for a new account, your new account number will be added once it has been established. Macquarie Access Codes are issued for individual account holders. If you have a joint account and would both like access to MFG Online, you will need to complete individual registration forms and we will then issue each of you with your own Macquarie Access code.

3 Declaration

Please provide details of other accounts for which you are a signatory and would like access, and then sign below. You will also require the signature of any joint signatory for each account.

a) What is your account number?

What is your Macquarie account name?

b) What is your account number?

What is your Macquarie account name?

c) What is your account number?

What is your Macquarie account name?

I have read, understood, and agree to be bound by the terms and conditions.

Signature (one only)

Signature (one only)

U/J/E

Office use only *Sig Ver.* *Access code*

Terms and Conditions

1. **Definitions**

In these terms and conditions:

1.1 "Business Day" means any day on which banks in Sydney are able to settle through the Reserve Bank of Australia.

1.2 "Code" or "codes" means the Macquarie Access Code, user identifications, passwords, Personal Identification Numbers (PINs) and any other security codes or devices necessary to access our MFG Online.

1.3 "Payment" means a payment of any type including by funds transfer or by any other method.

1.4 "We", "us" or "our" refers to Macquarie Bank Ltd, Macquarie Investment Management Limited, and each other member of the Macquarie Group, their employees and agents.

1.5 "You" means you the client and/or any person carrying out any transaction on your behalf. For example, a person you have given third party access to.

2.1 General terms for MFG Online

2.1.1 We provide a secure internet service which enable you to access information about your account and make payments to other accounts. Throughout these terms this service is referred to as MFG Online.

2.1.2 You accept these conditions of use each time MFG Online is used in conjunction with your codes.

2.1.3 You agree:

(a) to use MFG Online only if permitted by us for legitimate purposes;

(b) not to interfere with or damage (or attempt to interfere or damage) any code, data or software associated with MFG Online;

(c) anything associated with or available through MFG Online belongs to us or other third persons and is protected by intellectual property rights and you agree not to access, download or otherwise use such things other than as expressly permitted by these conditions of use. You accept full responsibility and you indemnify us for any expense, loss or liability incurred as a result of any unauthorised use by you of such things;

(d) to keep confidential and secure any information or data obtained at any time by using MFG Online; and

(e) to keep each code secure.

2.1.4 We will be entitled to assume that any user has your authority each time MFG Online is used in conjunction with your codes, except for any use occurring after you have given us notice to the contrary.

2.1.5 We will use reasonable efforts to provide (but do not guarantee that we will provide) reliable data and information, to the extent that it is within our control. We take no responsibility for the reliability of data and information outside our control.

2.1.6 Subject to conditions and warranties implied by legislation, we exclude:

(a) liability for any delay, interruption or unavailability of MFG Online and for any inaccuracy or incompleteness of data provided by any person and available via MFG Online; and

(b) all terms implied by statute, general law or custom except ones that may not be excluded. If we breach any condition or warranty implied by legislation in a contract with a consumer, liability for that breach is limited to a resupply of the goods or services in respect of which the breach occurred.

2.1.7 We:

(a) will use all reasonable efforts to provide (but do not guarantee we will provide) access to MFG Online at all reasonable times;

(b) reserve the right to suspend or terminate use of MFG Online at any time and for any reason.

2.1.8 You may end use of this service at any time by giving us written notice or request us to cancel the authority of an authorised user to access your account(s) using the service at any time. We may require written confirmation of this request.

2.2 Payments through MFG Online.

2.2.1 We will confirm the receipt of instructions to transact (although not the transaction itself) on receipt of instructions.

2.2.2 You should check your account records carefully and promptly report to us as soon as you become aware of any payments that you think are errors or are payments that you did not authorise or you think were made by someone else without your permission (see clause 3 for liability for unauthorised payments).

2.2.3 You must also notify us promptly if you become aware that you have made a mistake or you become aware of any delays or mistakes in processing your transactions.

2.2.4 You must be careful to ensure that you tell us the correct amount you wish to pay to the correct recipient. If you instruct us to make a payment and you later discover that:

(a) the amount you told us to pay was greater than the amount you needed to pay, you must contact the recipient to obtain a refund of the excess;

(b) the amount you told us to pay was less than the amount you needed to pay, you can make another payment for the difference between the amount actually paid to the recipient and the amount you needed to pay.

2.2.5 We will be entitled to abide by any transaction undertaken via MFG Online in conjunction with your codes whether or not the user is authorised, subject only to sufficiency of funds and other terms agreed between you and us.

2.2.6 You cannot stop an immediate payment once you have instructed us to make that payment. You can stop or make changes to a future transfer provided that you give us no less than one Business Days notice.

2.2.7 We will not be obliged to effect a payment if:

(a) it is not made in accordance with these conditions of use;

(b) the information given to us is incomplete and /or inaccurate;

(c) we are restricted or prohibited by law, regulation, industry code, or the requirement of a government or similar authority from permitting the payment to occur.

2.2.8 We are not obliged to process your instructions under these conditions;

(a) the instructions are not accepted by our system;

(b) there is a technical failure outside our system which causes a delay in the transmission or acceptance of the instructions; or

(c) The financial institution to which the payment is made causes a delay or error in accepting it.

2.2.9 A delay may occur in the processing of a payment. We will use reasonable endeavours to correct such delay. While it is expected that any delay in processing under this agreement for any reason set out in 2.2.7 and 2.2.8 will not continue for more than one Business Day, any such delay may continue for a longer period.

2.2.10 A delay might occur in the processing of a payment where:

(a) there is a public or bank holiday on the day after you tell us to make a payment;

(b) You tell us to make a payment either on a day which is not a Business Day or after the payment cutoff time on a Business Day;

2.2.11 There could be technical or other reasons why a future dated payment will not be made in accordance with your request. In the event that this happens, except where this is caused by a failure of our system or equipment we will not be liable for any loss or damage suffered as a result.

2.2.12 We are not liable for any consequential loss or damage you suffer as a result of using MFG Online to make payments, other than due to any loss or damage you suffer due to our negligence, a malfunction of our system or equipment or in relation to any breach of a condition or warranty implied by law in contracts for the supply of goods and services and which may not be excluded, restricted or modified at all or only to a limited extent. Where you suffer loss or damage as a result of malfunction of our system or equipment, and you should have been aware of the malfunction, our liability is limited to correcting errors in the account and refunding any resulting fees and charges.

2.2.13 We will not process any payments scheduled to be made while your right to participate in MFG Online is suspended.

2.3 Liability for unauthorised transactions.

An unauthorised transaction is a transaction which is not authorised by you or is executed without your knowledge or consent. If you find an unauthorised transaction, you suspect that any person has gained access to your codes or is using your codes without your authorisation or your codes are lost or stolen, contact us immediately.

2.3.1 You will not be liable for any unauthorised transaction where:

(a) there was fraudulent or negligent conduct by our employees or agents, or companies involved in the networking arrangements or merchants who are linked to the system;

(b) a forged, faulty, expired or cancelled code was used or the transaction took place before you received the code;

(c) the transaction has been incorrectly debited more than once to the same account or the transaction took place after you told us that there had been a security breach on your code;

(d) we expressly authorised the conduct that contributed to the unauthorised transaction; or

(e) where it is clear you have not contributed to the loss resulting from the unauthorised transaction.

2.3.2 If you are unable to report the loss, theft or unauthorised use of a code due to our notification facilities being unavailable, you are not liable for any losses occurring during that period provided that notification is made to us within a reasonable time of the facility becoming available.

2.3.3 You will be liable for losses resulting from unauthorised transactions where we can prove that you contributed to the loss by acting fraudulently, not keeping your code secure or secret or unreasonably delaying notifying us after becoming aware of the misuse, loss, theft or breach of security of your code.

Contact

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