



Winton Global Alpha Fund

Product Disclosure Statement

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IMPORTANT INFORMATION

This document is a Product Disclosure Statement (**PDS**) which has been prepared by Macquarie Investment Management Limited ABN 66 002 867 003 AFSL 237492 (**Macquarie, we, us, our**) as the responsible entity of the Winton Global Alpha Fund (**Fund**). The date of this PDS is 30 June 2014.

The information provided in this PDS is general information only and does not take account of your personal financial situation or needs. Before making any investment decision, it is important that you have received, read and understood this PDS (and any updates to this PDS as described below), and that you obtain your own financial advice tailored to your personal circumstances. You can access a copy of the latest version of this PDS and any updated information free of charge from our website at macquarie.com.au/pds or by contacting Macquarie Investment Management Client Service.

Changes and updates to this PDS

The information in this PDS may change from time to time. Where the information in this PDS changes, and such change is not materially adverse to you, we may update the information by publishing an update at macquarie.com.au/pds.

Investments in the Fund are subject to investment risk

Investments in the Fund are not deposits with, or other liabilities of, Macquarie Bank Limited ABN 46 008 583 542 (Macquarie Bank) 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 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.

Experienced investors

The Fund employs specialist trading and hedging techniques that use derivatives. Investors should not invest in the Fund unless they understand and are comfortable with the risks associated with investing in the Fund.

Further advice recommended

An investment in the Fund involves financial and other risks and is only suitable for investors for whom an investment in the Fund does not represent a complete investment portfolio or programme and who fully understand the risks of investing in the Fund. Before making an investment in the Fund, you should:

- carefully read all of this PDS
- seek professional legal, taxation and financial advice to determine whether an investment in the Fund is appropriate for you, and
- carefully consider the potential benefits and the risks involved in investing in the Fund, in light of your particular investment needs, objectives and financial and taxation circumstances. Please refer to Section 3 of this PDS for a description of the significant risks of the Fund.

Investor directed portfolio service (IDPS)

We authorise the use of this PDS as disclosure for investors who wish to access the Fund through an investor directed portfolio service or IDPS-like scheme (commonly a master trust or wrap account) or a nominee or custody service approved by us.

Business Days

A reference in this PDS to 'Business Day' means a day (other than a Saturday, Sunday, public holiday or bank holiday) on which banks are open for general banking business in Sydney.

The offer

This offer is only open to persons receiving this PDS within Australia or any other jurisdiction approved by us.

Unless otherwise stated all references to 'dollars' or '\$' herein refer to Australian dollars.

Winton Global Alpha Fund at a glance

The Fund is a 'hedge fund' for the purposes of ASIC Regulatory Guide 240.

The following table sets out a summary of the disclosure ASIC requires for hedge funds, the key features of the Fund and a guide to where more detailed information can be found in this PDS. A copy of ASIC Regulatory Guide 240 dated October 2013 (as may be amended, supplemented or replaced from time to time) is available from www.asic.gov.au.

ASIC Regulatory Guide 240 – Benchmarks	
Valuation of non-exchange traded assets	<p>This benchmark addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider. This benchmark is not relevant to the Fund as all of its assets are either exchanged traded or cash.</p> <p>Refer to Section 1.5 of this PDS for more information in relation to valuation of the Fund's assets.</p>
Periodic reporting	<p>This benchmark addresses whether the responsible entity of the Fund provides periodic disclosure of certain key information on an annual and monthly basis. This benchmark is not met as we are not able to provide all the information specified by this benchmark. The table in Section 7.2 of this PDS sets out the information that will be provided, how often it is available and where it can be accessed and also the information that will not be provided.</p> <p>For the purposes of ASIC Regulatory Guide 240:</p> <ul style="list-style-type: none"> • Macquarie will provide the following information to investors on an annual basis: <ul style="list-style-type: none"> – the derivatives counterparties engaged by the Fund, and • Macquarie will provide the following information to investors on a monthly basis: <ul style="list-style-type: none"> – the Fund's current total net asset value – the monthly or annual investment returns over at least a five year period – the redemption value of a unit in the Fund – the net return on the Fund's assets after fees, costs and taxes – any changes (including changes in related party status) to any of the Fund's key service providers, and – any material change in the Fund's risk profile, strategy and any change in the individuals playing a key role.

ASIC Regulatory Guide 240 – Disclosure Principles	
Investment strategy	<p>Fund objective The Fund aims to generate long-term total returns from a specialised managed futures strategy.</p> <p>Investment strategy The Fund is an actively managed fund that invests in exchange-traded futures contracts, exchange-traded forward contracts and cash. A reference in this PDS to 'futures' includes exchange-traded futures contracts and exchange-traded forward contracts.</p> <p>Derivatives (in this case, futures) are used for investment purposes and are key to the investment strategy of the Fund in seeking to generate profits for the Fund.</p> <p>The Fund can be expected to trade in approximately 100 futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities.</p> <p>The Fund will take both long and short positions in futures.</p> <p>The Fund is managed in accordance with certain investment guidelines. Refer to Section 2 of this PDS for more information.</p>
The investment manager	<p>Winton Capital Management Limited (Winton, Investment Manager) has been appointed by Macquarie to manage the Fund's futures exposure on a discretionary basis. Macquarie will manage the cash investments of the Fund.</p> <p>Refer to Section 1 of this PDS for more information.</p>

ASIC Regulatory Guide 240 – Disclosure Principles

Fund structure	<p>The Fund is an Australian unit trust registered under the Corporations Act as a managed investment scheme. The responsible entity of the Fund is Macquarie Investment Management Limited.</p> <p>Macquarie may appoint service providers to assist in the ongoing operation, management and administration of the Fund.</p> <p>The key service providers to the Fund are:</p> <ul style="list-style-type: none"> • Winton Capital Management Limited, the investment manager of the Fund • Bond Street Custodians Limited, the custodian of the assets of the Fund, and • Ernst & Young Australia, the auditor of the Fund. <p>Refer to Section 1 of this PDS for more information.</p>
Valuation, location and custody of assets	<p>Valuation of the Fund's assets</p> <p>The Fund's assets are normally valued at their most recent market value, using independent pricing sources where available for the particular asset type and in accordance with industry standards. Futures are generally valued by reference to the exchange settlement price. Cash is valued at its face value with the addition of accrued interest.</p> <p>Refer to Section 1.5 of this PDS for more information.</p> <p>Location and custody of the Fund's material assets</p> <p>The Fund will invest in futures and cash. The Fund can be expected to trade in approximately 100 futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities. The material assets of the Fund may be located in any jurisdiction worldwide.</p> <p>The cash holdings of the Fund may only be invested in bank accounts with Australian authorised deposit taking institutions or such other cash or cash equivalent investments as determined by Macquarie from time to time.</p> <p>Bond Street Custodians Limited has been appointed as the custodian of the assets of the Fund. Refer to Section 1 of this PDS for more information.</p>
Liquidity of assets	<p>As at the date of this PDS, Macquarie reasonably expects to be able to realise at least 80% of the Fund's assets under normal market conditions, at the value ascribed to those assets in calculating the Fund's net asset value, within ten days.</p> <p>Refer to Section 2 of this PDS for more information.</p>
Leverage	<p>Trading in futures is key to the Fund's investment strategy. Leverage is inherent in futures trading as futures contracts generally provide a much larger exposure to the underlying assets with a relatively small initial outlay. The buyer and seller of a futures contract is only required to pay an initial cash deposit, known as initial margin when entering into a futures contract. The amount of the initial margin is generally set by the futures exchange, and may vary from time to time according to the volatility of the market. Variation margin is an amount that is paid to cover an unfavourable move in the futures position, or an amount that is received for a favourable move in the futures position.</p> <p>The Fund does not have a maximum anticipated or allowed level of leverage. Winton manages risk by risk targeting, that is, targeting a level of volatility. Risk levels are monitored daily and the Winton investment system adjusts the futures positions in the Fund to generally keep the forecast risk at or below a fixed target. Refer to Section 2 of this PDS for more information.</p> <p>Investors should note that there are risks associated with the use of leverage. Refer to Section 3 of this PDS for more information.</p>
Derivatives	<p>The derivatives used by the Fund are limited to exchange-traded futures contracts and exchange-traded forward contracts.</p> <p>All of the Fund's derivatives counterparties must have, in Winton's reasonable opinion, sufficient expertise and experience in trading such financial instruments. Refer to Section 2 of this PDS for more information.</p> <p>Investors should note that there are risks associated with the use of derivatives including the requirement to post collateral. Refer to Section 3 of this PDS for more information.</p>

ASIC Regulatory Guide 240 – Disclosure Principles

Short-selling	<p>The Fund does not engage in short-selling physical assets but may hold short futures positions. Long and short positions in futures are key to the Fund's investment strategy.</p> <p>In taking short positions, the Fund bears the risk of an increase in price of the underlying investment over which the short position is taken. Such an increase could lead to a substantial loss.</p> <p>Winton manages the risks of short positions by:</p> <ul style="list-style-type: none"> • controlling the futures position sizes in each market • diversifying across futures markets, and • taking a mixture of long and short positions. <p>Refer to Section 2 of this PDS for more information.</p>
Redemptions	<p>You can generally request a redemption of part or all of your investment in the Fund on each Business Day by submitting a redemption request to Macquarie.</p> <p>Where we receive a redemption request, completed to our satisfaction, before 1.00pm Sydney time on a Business Day, investors will generally receive the redemption price calculated for that Business Day.</p> <p>In some circumstances, investors may not be able to redeem their investment in the usual period or at all. Refer to Section 6.2 of this PDS for more information.</p>

Other key features of the Fund

Inception date	28 March 2007
Suggested minimum investment timeframe	At least five years
Minimum transaction and balance requirements	
Direct investors	
Minimum initial investment	\$20,000
Minimum balance	\$20,000
Indirect investors	We suggest you contact your investor directed portfolio service (IDPS) operator for minimum transaction and balance requirements.
Fees and costs	
Management fee	<p>1.88% pa of the Fund's net asset value (inclusive of the net impact of GST).</p> <p>Under the terms of the investment management agreement between Macquarie and Winton, Macquarie will pay a portion of the management fee to Winton.</p>
Performance fee	<p>20.5% (inclusive of the net impact of GST) of the dollar value of net profit (if any) from futures trading, provided that any carried forward losses from futures trading have been made up. The performance fee is payable to Winton.</p>
Buy/sell spread estimate	<p>The buy/sell spread for the Fund, as at the date of this PDS, is +0.05% for applications and -0.05% for redemptions, but may be varied from time to time. In certain circumstances, such as in stressed, volatile or dislocated markets, the buy/sell spread may increase significantly. Notice will not usually be provided for variations to the buy/sell spread. Current buy/sell spreads can be obtained by calling client service.</p>
Distribution frequency	Semi-annually (June and December)
Unit pricing frequency	Daily

Section 1: How the Fund works

1.1 Fund structure

The Fund is an Australian unit trust registered under the Corporations Act 2001 (Cth) (**Corporations Act**) as a managed investment scheme. Each unit gives an investor in the Fund a beneficial interest in the Fund's assets as a whole, but not an entitlement to, or interest in, any particular asset of the Fund.

Macquarie Investment Management Limited (**Macquarie, we, us, our**), a company incorporated under the laws of Australia, is the responsible entity of the Fund. Macquarie is part of the Macquarie Group and holds an Australian Financial Services Licence, authorising it to act as the responsible entity of the Fund. Our powers and duties are set out in the constitution of the Fund, the Corporations Act and general trust law. We may delegate some of these duties to third parties.

Other key entities involved in the Fund's investment structure are:

1. Investment manager

Macquarie has appointed Winton Capital Management Limited (ARBN 149 409 530) (**Winton, Investment Manager**) to manage the Fund's futures exposure on a discretionary basis (see below for more information about Winton). Macquarie will manage the cash investments of the Fund.

2. Custodian

Macquarie has appointed Bond Street Custodians Limited (ABN 57 008 607 065, AFSL 237489) as the custodian

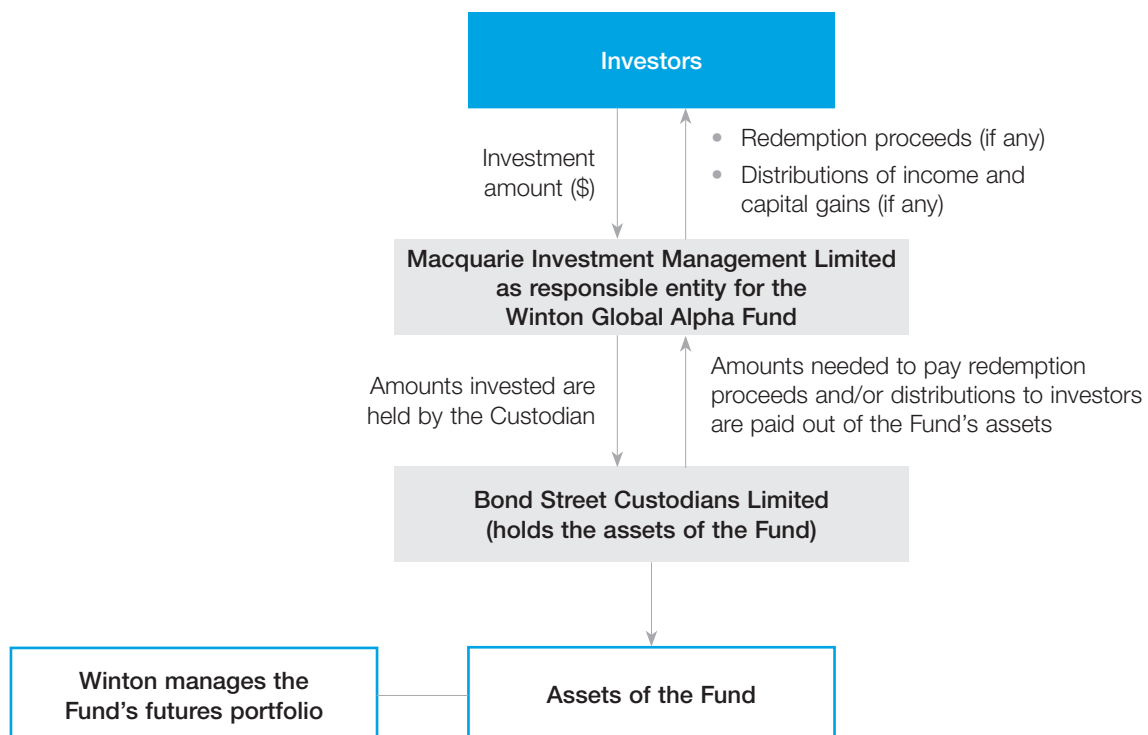
of the assets of the Fund (**Bond Street**). Bond Street is a company incorporated under the laws of Australia and is the holder of an Australian Financial Services Licence, authorising it to provide custodial services in Australia. The assets of the Fund may, from time to time, be held in the name of Bond Street (as custodian for the Fund). Bond Street may also, from time to time, appoint a sub-custodian to hold the Fund's assets where Bond Street is unable to hold those assets directly, or it is otherwise more efficient to appoint a sub-custodian. Macquarie may, from time to time, also hold certain assets of the Fund (including cash).

In addition to the investment manager and custodian referred to above, the other key service provider to the Fund is Ernst & Young Australia. Ernst & Young Australia provides the following services to the Fund:

- (a) audits Macquarie's compliance with the Fund's compliance plan
- (b) if required by the Corporations Act, reviews the Fund's half-yearly financial report and provides an auditor's report, and
- (c) audits the Fund's financial report each financial year and provides an auditor's report.

Macquarie has entered into arm's length contractual agreements with each service provider and will periodically monitor and review their performance to ensure that services are being provided in accordance with the terms of such agreements.

The diagram below shows the flow of investment money through the structure of the Fund.



Material arrangements

Any material arrangements in connection with the Fund will be entered into on an arm's length basis.

1.2 The Investment Manager

Winton Capital Management Limited

Macquarie has appointed Winton to manage the Fund's futures exposure on a discretionary basis.

Winton is a limited liability company registered in England and Wales. Winton was registered with the US Commodity Futures Trading Commission as a commodity trading advisor in January 1998 and as a commodity pool operator in December 1998 and registered as an investment adviser with the US Securities and Exchange Commission in March 2012. Winton became a member of the US National Futures Association in January 1998 and has been authorised and regulated by the UK Financial Conduct Authority or its predecessor since June 1997. Winton currently holds all of the above mentioned licences, registrations and memberships.

Winton is an investment advisory company that employs a large research team to perform scientific analysis on historical data related to financial markets in an attempt to identify profitable investment opportunities. Winton had approximately \$US 25.3 billion funds under management as at 31 December 2013.

Winton is a research-driven organisation. Winton conducts scientific research into large amounts of data to develop mathematical models that are operated as an automated computer-based investment system (**Investment System**). It analyses market trends and establishes trading strategies that aim to profit from each trend, whether up or down. Winton's Investment System pursues these strategies by investing in a wide range of markets and instruments including futures over share indices, bonds, interest rates, currencies and commodities. This type of management style is called 'managed futures'.

Winton only seeks to trade in futures markets in which it believes it has a statistical edge. Winton carries out its strategies in futures markets, due to their relatively high liquidity and low cost.

The rights and obligations of each of Macquarie and Winton are set out in the terms of an investment management agreement which has been negotiated on an arms length basis. There are no unusual or materially onerous terms (from an investor's perspective) in the investment management agreement between Macquarie and Winton.

As at the date of this PDS, Macquarie, as responsible entity of the Fund, is not aware of any adverse regulatory findings against Winton.

1.3 Key people of the Investment Manager

The following provides details of the identities, relevant qualifications and commercial experience of the key individuals of Winton.

David Harding, Founder and Chairman

David graduated from Cambridge University in 1982 with a First Class Honours degree in Natural Sciences specialising in Theoretical Physics. David then embarked on a career in the analysis of futures and trading markets, which led him to co-found Adam, Harding and Lueck Ltd (**AHL**) in 1987 with Martin Lueck and Michael Adam. AHL rapidly became one of the leading Chartered Tax Advisors in the UK and was acquired by Man Group plc in 1994.

In August 1996, David left Man Group plc. In February 1997, he co-founded Winton with Martin Hunt (an associate of David's from AHL) and Osman Murgian (an early investor in AHL) with a commitment to applying financial mathematics and empirical scientific research to creating and developing trading systems for the financial markets.

Matthew Beddall, Director and Chief Investment Officer

Matthew graduated from the University of Southampton with a First Class Honours degree in Mathematics and Computer Science in 2001. He was awarded an MSc in Applied Statistics from Birkbeck College University of London in 2003.

Matthew initially joined Winton in 2000 as a summer intern, returning after graduation from university as a full time researcher in July 2001. Throughout his employment with Winton, Matthew has been extensively involved in the research process and has led the development of much of the software that underlies the design and running of Winton's trading strategy. Matthew was appointed Chief Investment Officer in 2008. His responsibilities are now principally focused on managing Winton's investment process and the oversight of a large part of Winton's research department.

Matthew has been registered with the Commodity Futures Trading Commission as an Associated Person since February 2009 and listed as a principal of Winton since January 2009. He became an Associate Member of the National Futures Association in February 2009.

As at the date of this PDS, Macquarie, as responsible entity of the Fund, is not aware of any relevant significant adverse regulatory findings against these key people of Winton.

Winton's approach to investing is driven by scientifically-based research into 'systematic' trading strategies. In this context, 'systematic' means that the vast majority of the trading decisions are executed, without discretion, either electronically or by a team responsible for the placement of orders, based on the instructions generated by the Winton Investment System. Refer to Section 2.1 of this PDS for more information.

Accordingly, there are no key people involved in making investment decisions on a day-to-day basis. As a result, the proportion of time each key person devotes to actually executing the Fund's investment strategy is limited. The key people, David Harding and Matthew Beddall, are responsible for, and spend a large proportion of their time, managing the investment process and providing oversight of a large part of Winton's research department.

1.4 Termination of Winton's appointment as Investment Manager

Under the investment management agreement between Macquarie and Winton, Macquarie may terminate the appointment of Winton as the investment manager of the Fund in the following circumstances:

- three months' written notice to Winton, and
- upon the occurrence of certain 'default' events including, but not limited to, a change of control of Winton, insolvency of Winton, Winton ceasing to carry on business or losing its licence, a key person event, breach of a material provision of the agreement that has an adverse impact on the Fund's returns or the failure of the Fund to meet certain performance thresholds.

Winton will be entitled to receive any accrued fees and expenses incurred in respect of the period to termination. Other than any accrued fees and expenses payable, there are no other payment obligations on termination of the investment management agreement. See Section 4 of this PDS for information on the fees and other costs that may be charged.

1.5 Valuation and unit pricing

The value of a unit will generally be calculated each Business Day, and will be based on the value of the Fund's assets, less liabilities, divided by the number of units on issue. The price of units will vary as the value of the Fund's assets and liabilities rises or falls.

Application and redemption prices take into account our estimate of transaction costs and carried forward losses in the Fund (the **buy/sell spread**). The application price and redemption price will differ to the value of a unit as a result of the buy/sell spread. See Section 4 of this PDS for more details on the buy/sell spread.

Under the constitution of the Fund, we have certain discretions in determining application and redemption prices. We have documented our policy regarding the exercise of these discretions. You can obtain a copy of the policy and the related documents by contacting Client Service.

Valuation of Fund's assets

The Fund's assets are normally valued at their most recent market value, using independent pricing sources where available for the particular asset type and in accordance with industry standards. Futures are generally valued by reference to the exchange settlement price. Cash is valued at its face value with the addition of accrued interest.

1.6 Distributions

The Fund may receive distributions, interest and gains from its investments. We will generally seek to distribute any net income on a six-monthly basis and any net realised capital gains at least once a year. Distributions will be calculated based on the net income and net realised capital gains of the Fund. Unit prices may fall after the end of each distribution period as a result of the allocation of the distribution which reduces the Fund's assets.

You may elect, in your Application Form, to have your distributions paid directly into a nominated Australian financial institution account or to have your distributions reinvested as additional units. If you do not make an election on the Application Form, your distributions will be automatically reinvested.

If you elect to have your distributions paid to you, we may pay distributions into a non-interest bearing trust account in order to facilitate payment of these amounts to your nominated account. If we are unable to credit your account for any reason these amounts may continue to be held in such a non-interest bearing trust account until you provide alternative payment instructions or we are required by law to pay these amounts to any regulatory body or other person or account.

Section 2: How we invest your money

You should consider the potential investment returns, the risks involved and your investment timeframe when deciding whether or not to invest in the Fund.

2.1 Investment Strategy

Winton Global Alpha Fund

Description of the Fund

Fund objective

The Fund aims to generate long-term total returns from a specialist managed futures strategy.

Investment strategy and typical asset classes the Fund will invest in

The Fund is actively managed and invests in exchange-traded futures contracts, exchange traded-forward contracts and cash. A reference in this PDS to 'futures' includes exchange-traded futures contracts and exchange-traded forward contracts.

Futures

Futures are contracts to buy or sell a particular asset on a specified future date at an agreed price. Futures provide returns linked to movements in the underlying investments, such as share indices, bonds, interest rates, currencies and commodities.

Futures traded on an exchange are standardised, interchangeable and generally liquid (that is, they are readily bought and sold), valued in real time and can be inexpensive to trade when compared to the underlying investments. This means that futures are potentially an efficient way of accessing markets.

Derivatives (in this case, futures) are used for investment purposes and are key to the investment strategy of the Fund.

The Fund can be expected to trade in approximately 100 futures markets worldwide, across categories such as share indices, bonds, interest rates, currencies and commodities.

The futures and underlying assets for the futures may be located in any country in the world and may also be denominated in any currency.

The Fund does not engage in short-selling physical assets but may hold short futures positions.

Currency denomination of the assets

The Fund is denominated in Australian dollars. Most of the futures positions, entered into by the Fund, will be in currencies other than Australian dollars.

Macquarie will, generally seek to mitigate currency risk by converting foreign currency holdings back to Australian dollars. However, the Fund is not hedged to Australian dollars. This means that foreign exchange rate movements may increase or decrease the value of the Fund in Australian dollar terms.

Cash and cash equivalents

The Fund will hold cash for margin purposes. The Fund's cash will be held in bank accounts (including accounts maintained for the purpose of meeting margin requirements) and such other cash or cash equivalent investments as determined by Macquarie from time to time.

Liquidity

As at the date of this PDS, Macquarie reasonably expects to be able to realise at least 80% of the Fund's assets under normal market conditions, at the value ascribed to those assets in calculating the Fund's net asset value, within ten days.

Derivatives

The use of derivatives is key to the Fund's investment strategy. The Fund will take both long and short positions in futures, which provide returns linked to the movements in particular underlying investments, such as share indices, bonds, interest rates, currencies and commodities.

The derivatives used by the Fund are limited to exchange-traded futures contracts and exchange-traded forward contracts.

All derivatives counterparties must have, in Winton's reasonable opinion, sufficient expertise and experience in trading such financial instruments.

Refer to 'How does Winton manage the futures portfolio?' below for more information about the Fund's use of derivatives and Section 3 of this PDS for more information on the risks associated with the use of derivatives.

The Fund may use spot foreign exchange contracts from time to time to mitigate currency risk by converting foreign currency holdings back to Australian dollars. However, the Fund is not hedged to Australian dollars.

Winton Global Alpha Fund

Description of the Fund
(continued)

Leverage

Leverage is inherent in futures trading. When you trade a futures contract, you do not pay, or receive, the full value of the contract at the time of trade. Instead, both the buyer and seller of a futures contract pay an initial cash deposit in order to enter into the futures contract. This initial deposit is called the futures margin. Futures can get a much larger exposure to an asset class with a relatively small initial outlay. The use of leverage can lead to larger losses as well as larger gains.

Futures margin rates are generally set by the futures exchanges. Margin is based on risk. In most circumstances, the higher the volatility of a futures market, the higher the margin rates.

The total margin is made up of two components:

- The initial margin paid by the buyer and the seller of the futures contract. This is the minimum amount required to enter into a new futures contract.
- The variation margin is an amount that is paid to cover an unfavourable move in futures positions. Each day, futures positions are re-valued to market or settled. If a position has moved against the Fund since the previous day's close of trade, the Fund will be required to pay the difference as variation margin. If the position has moved in the Fund's favour, the Fund will receive that amount.

The Fund will take both 'long positions' and 'short positions' in futures.

- A 'long position' means the Fund has bought a futures contract and will make money if the price of the futures (which reflects the price of the underlying asset) goes up. Conversely, the Fund will lose money if the price of the futures goes down. Long positions involve taking market risk.
- A 'short position' is the opposite. When the Fund takes a short position, it will lose money if the price of the futures goes up and make money if the price goes down.

The face value of the Fund's combined long and short positions will frequently be greater than 100% of the net asset value of the Fund, and as a result, the Fund will be leveraged. That is, the Fund may have more market exposure than the net asset value of the Fund. This means gains and losses are amplified. Refer to Section 3 of this PDS for more information on the risks associated with leverage.

The Fund will enter into long and short futures positions, however, not more than 50% of the Fund's net asset value will be committed to its clearing broker as initial margin at any time. The Fund's investments in futures will generally result in the Fund being very highly leveraged. The use of significant leverage may result in a loss of some or all of the Fund's capital.

The Fund does not have any specific leverage restrictions and does not have a maximum anticipated or allowed level of leverage. Winton forecasts risks based on many different factors and has in place controls which seek to reduce the risk of an investment in the Fund such as targeting a level of volatility.

Traditionally, investors have associated the level of risk in a fund with the level of leverage. However, the Fund, like other futures funds, does not use leverage as a primary risk measure. While leverage limits are often employed in single sector hedge funds to limit risk, these are less relevant to managed futures portfolios that trade across many different asset classes as demonstrated in the example below.

For example, assume you had \$100,000 to invest, and could hold either one crude oil futures contract or one bank bill futures contract. Table 1 shows (assuming no other investments) the notional contract size and notional leverage for each contract.

The example shows that the notional leverage would be significantly higher if one bank bill futures contract was held compared to one crude oil futures contract.

Table 1

Contract	Number of contracts held	Notional contract size	Notional leverage
Crude Oil Futures contract	1	\$94,150	94,150/100,000 = 0.9415
90-Day Bank Bill Futures contract	1	\$993,788	993,788/100,000 = 9.9379

Margin requirements for futures contracts are set by the futures exchange and reflect the level of volatility in a futures contract.

Volatility is a statistical measure of risk. The more sharply that the value of a portfolio moves up and down over time, the more volatile it is, and the higher the risk.

Winton Global Alpha Fund

Description of the Fund
(continued)

In the same example, due to the higher volatility of crude oil futures compared to bank bill futures, the level of risk you take on would be considerably higher if one crude oil futures was held instead of one bank bill futures. This is reflected in the exchange requiring a much higher initial margin to trade crude oil futures than bank bill futures (refer to Table 2).

Table 2

Contract	Number of contracts held	Initial margin	Annualised volatility
Crude Oil Futures Contract	1	\$4,070	18.31% ¹
90-Day Bank Bill Futures Contract	1	\$730	0.19% ¹

¹ Actual historical volatility, as at 30 November 2013, based on historical daily movements over 1 year.

The bank bill futures contract has higher notional leverage, but is lower in risk. This is reflected in lower volatility and lower initial margin requirements. The crude oil future has lower notional leverage, but is higher in risk. This is reflected in higher volatility and higher initial margin requirements.

Winton manages risk by risk targeting, that is, targeting a level of volatility. Risk levels are monitored daily and the Winton investment system adjusts the futures positions in the portfolio each day generally to keep the forecast risk at or below a fixed target. Winton imposes a maximum initial margin to equity ratio on the Fund to manage the Fund's leverage. Refer to 'How does Winton manage the risk of futures portfolio?' and 'Investment restrictions and guidelines' in this section of the PDS for more information.

The example provided is for illustrative purposes only and does not necessarily reflect the characteristics of other futures contracts in similar circumstances. The volatility and margin requirements of any futures contracts are subject to change at any time.

Example of impact of leverage on investment returns and losses

As noted above, the Fund does not have a maximum anticipated level of leverage. The higher the leverage, the higher the risk of loss. The use of leverage increases the risk of loss compared to a fund that does not use leverage. As a result of the Fund's significant leverage, you may lose some or all of the money that you have invested in the Fund.

The following example shows the impact on returns as a result of leverage. Leverage is inherent in futures trading as futures contracts generally provide a much larger exposure to the underlying assets with a relative small initial outlay (the use of margin).

Assumptions

- This example uses one type of standard futures contract (Gold) to illustrate the impact on returns as a result of leverage and does not take into account the impact of transaction costs.
- The Fund's net asset value is \$1,000,000.
- The Fund uses 15% of its net asset value as margin to buy standard Gold futures contracts, which expire in three months.
 - Therefore, the Fund has \$150,000 (ie \$1,000,000 x 15%) available to use as initial margin.
 - The initial margin requirement for each standard Gold futures contract is \$8,000.
 - Therefore, 18 standard Gold futures contracts can be purchased using \$150,000 as initial margin (ie \$150,000 / \$8,000 = 18.75 or 18 contracts).
- Each standard Gold futures contract provides exposure to 100 ounces of gold.
- The current gold price is \$1,228 per ounce.
 - Therefore, the notional size of this investment is \$2,210,400 (ie 18 x 100 x \$1,228), which is greater than the Fund's net asset value, and the Fund is utilising leverage.

Effect of leverage if gold price increases

With leverage:

Assume the current gold price is \$1,228 per ounce, the gold price for a futures contract expiring in three months is \$1,230 per ounce and by the maturity of the futures contracts, the price of gold has risen 15% to \$1,412.20 per ounce.

The Fund would make a gain of 18 x 100 x (\$1,412.20 - \$1,230) = \$ 327,960. The gain of \$327,960 represents a net return of 32.80% on the Fund's net asset value of \$1,000,000 invested in the Fund and results in a Fund net asset value of \$1,327,960 at the end of the period.

Winton Global Alpha Fund

Description of the Fund
(continued)**Example of impact of leverage on investment returns and losses (continued)**

Without leverage:

If the Fund were to utilise \$1,000,000 of its cash to purchase \$1,000,000 worth of physical gold (and not standard Gold futures contracts), it is not using leverage and its net and gross positions are equal.

In the same example, at the price of \$1,228 per ounce, the Fund can purchase 814.33 ounces of gold using \$1,000,000. If the price of gold rises 15% to \$1,719.20 per ounce in three months time, the Fund would make a gain of $814.33 \times (\$1,719.20 - \$1,228) = \$150,000$. The gain of \$150,000 represents a net return of 15% on the \$1,000,000 invested in the Fund and results in a Fund net asset value of \$1,150,000 at the end of the period.

Effect of leverage if gold price falls

With leverage:

Conversely, assume the price of gold falls 15% to \$1,043.80 by the maturity of the futures contracts. The Fund would make a loss of $18 \times 100 \times (\$1,230 - \$1,043.80) = \$335,160$. The loss of \$335,160 represents a net loss of 33.52% on the Fund's net asset value of \$1,000,000 invested in the Fund and results in a Fund net asset value of \$664,840 at the end of the period.

Without leverage:

If the Fund were to utilise \$1,000,000 of its cash to purchase \$1,000,000 worth of physical gold (and not standard Gold futures contracts), it is not using leverage and its net and gross positions are equal.

In the same example, assume the price of gold falls 15% to \$1,043.80 per ounce in three months time. The Fund would make a loss of $814.33 \times (\$1,228 - \$1,043.80) = \$150,000$. The loss of \$150,000 represents a net loss of 15% on the \$1,000,000 invested in the Fund and results in a Fund net asset value of \$850,000 at the end of the period.

As demonstrated above, the use of leverage inherent in futures trading can increase the size of any potential gains or losses of the Fund. Investors should note that there are risks associated with the use of derivatives including the requirement to post collateral. Refer to Section 3 of this PDS for more information.

This example is provided for illustrative purposes only and is based on a single futures contract and does not reflect the outcome of any actual futures trading of the Fund.

Refer to Section 2.1 below for more information regarding how Winton manage the futures portfolio.

Assets used as collateral

The initial margin and variation margin is collateral to cover the risk of default of the parties to the futures contract. If the margin account goes below a certain value, then a margin call is made and the account owner must replenish the margin account. This process is known as marking to market. Calls for margin are expected to be paid on the same day.

If not, the futures clearer or futures exchange may terminate such futures contracts. Cash deposited as margin with the futures clearer or futures exchange may be encumbered or exposed to set-off rights in certain circumstances.

For example, the futures clearer may have rights to such collateral where an event of default occurs in relation to futures trading undertaken on behalf of the Fund. Also, the claims against the collateral by third parties may be accelerated in the event of insolvency of the responsible entity of the Fund in certain circumstances.

Winton Global Alpha Fund

Short-selling

The Fund does not engage in short-selling physical assets but may hold short futures positions. In taking short positions, the Fund bears the risk of an increase in price of the underlying investment over which the short position is taken. Such an increase could lead to a substantial loss.

The key difference between a long position and a short position is that a short position involves the unlimited risk of an increase in the market price of the securities underlying the short position.

Refer to Section 2 of this PDS for details on how Winton manages the risk associated with short positions and Section 3 of this PDS for more information on the risks associated with short positions.

Asset allocation

The Fund will invest in exchange-traded derivatives (futures), cash and cash equivalents.

The futures may have exposure to the following underlying assets:

- Australian listed equities
- International listed equities
- Australian government bonds
- International government bonds
- Australian corporate bonds
- International corporate bonds
- Commodities, and
- Currencies.

Please see 'Investment restrictions and guidelines' below for details of the investment restrictions and limits that may apply to the Fund's investments.

The Fund can be expected to trade in approximately 100 individual futures markets worldwide across the following five broad categories.

	Examples of markets traded can include but are not limited to those listed below
Share indices	<ul style="list-style-type: none"> • S&P 500 (US) • SFE SPI 200 (Australia) • DJ EuroStoxx • Hang Seng (Hong Kong)
Bonds	<ul style="list-style-type: none"> • US Treasury 10 year and 5 year Bonds • Australian Commonwealth 10 year and 3 year Bonds • Japanese Government Bonds
Interest Rates	<ul style="list-style-type: none"> • Australian Bank Bills • Canadian Bank Bills • US Bank Bills
Currencies	<ul style="list-style-type: none"> • Australian Dollar • Brazilian Real • British Pound
Commodities (meat, grains, energies, base metal and precious metals)	<ul style="list-style-type: none"> • Sugar • Coffee • Crude oil • Aluminium • Gold

Winton Global Alpha Fund

Asset allocation (continued)

Investment restrictions and guidelines

The following restrictions and guidelines apply to the Fund's futures investments.

- Not more than 10% of the Fund's net asset value may be committed as initial margin to any single market.
- The Fund will engage in long and short futures positions that will not require more than 50% of the Fund's net asset value to be committed to its clearing brokers as initial margin at any time.

The Fund does not have a maximum percentage allocation to futures.

Macquarie will manage the cash holdings of the Fund. Any cash will be invested in accounts with banks that are authorised to carry on banking business in Australia under the Banking Act 1959 (Cth) or other cash or cash equivalent investments. Macquarie will diversify the cash holdings as determined by it from time to time.

Macquarie will monitor the portfolio of the Fund on an ongoing basis to ensure that the Fund complies with these guidelines. Where the Fund's portfolio moves outside these guidelines, the Fund will, as soon as practicable, be re-balanced to ensure it meets these guidelines. These guidelines may be changed from time to time.

2.2 How does Winton manage the futures portfolio?

Winton's philosophy

Winton believes it can achieve strong long-term returns without relying on a general growth in asset values. It believes this can be done by pursuing a diversified trading strategy.

It believes in targeting risk, not return. To find out more about how Winton targets risk, refer to 'How does Winton manage the risk of the futures portfolio?' below.

Winton further believes that trading strategies, by their nature, need to be constantly updated in order to maintain their competitive edge. For this reason, Winton invests heavily in a program of statistical research.

Winton's Investment System

Winton's Investment System is proprietary and complex. Figure 1 illustrates the key features of Winton's approach, but you should be aware that:

- it is systematic and largely automated
- it is based on mathematical models, and
- these models are derived through statistical research.

This means the quality of the statistical research program will ultimately drive the performance of the strategy over the long term.

A large part of the Investment System that Winton applies to the Fund can be described as 'trend following'. That is, it uses statistical research to analyse market trends and to establish trading strategies that aim to profit from each trend.

The Investment System trades daily, sometimes trading single markets several times per day.

Most of Winton's trading is carried out automatically by computer algorithms. In some markets, Winton's staff carry out trading instructions advised by the system.

The Investment System is dynamic. It is subject to modification over time as new relationships are discovered and incorporated within the Investment System by Winton's research team. An example of research that may lead to the modification of the Investment System includes the availability of new data, research pointing to changes in the liquidity or volatility of markets, the interpretation or meaning of data or the long-term expectation of market interrelationships.

How does Winton manage the risk of the futures portfolio?

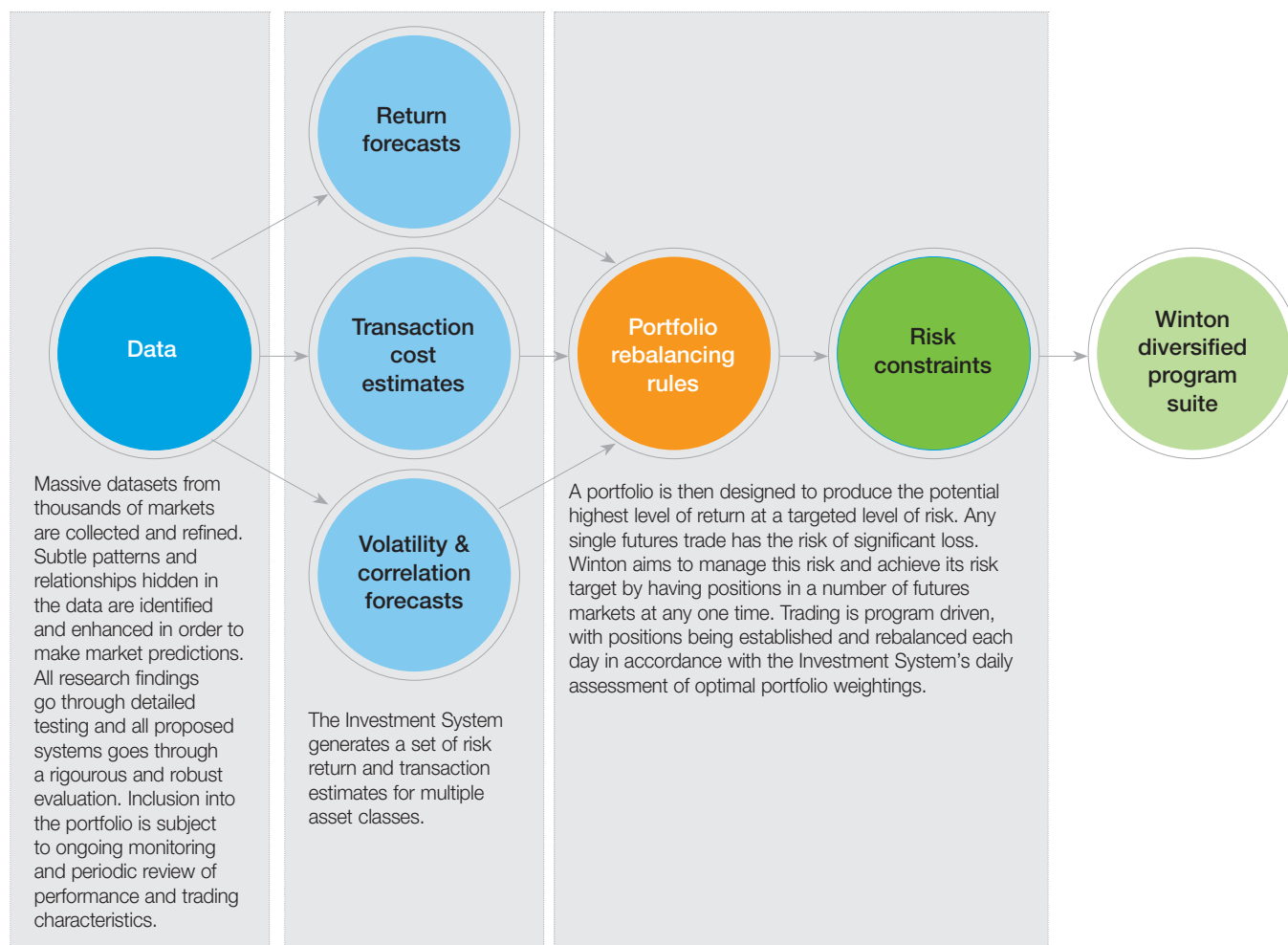
Winton manages risk mainly by targeting a level of volatility. Risk levels are monitored daily and the Investment System adjusts the futures positions in the portfolio each day to generally keep the forecast risk at or below a fixed target. If the estimated volatility for a particular market increases, the exposure in that market may be reduced. Although volatility of the Fund will be variable in the short term, Winton seeks to ensure that the actual volatility of the Fund over the long run is close to the volatility target. The Fund's long term annualised volatility target is currently set at approximately 10%, this target is subject to change at any time.

The main ways in which Winton targets risk are:

- controlling the futures position sizes in each market
- diversifying across futures markets, and
- taking a mixture of long and short positions.

Figure 1: The Winton Investment System

The Winton Investment System is a computer program embodying the cumulative research findings of the company.



2.3 Key assumptions and dependencies of the investment strategy

The ability of the investment strategy to produce investment returns will depend on a number of factors, including without limitation, the success of the Investment System and the quality of the statistical research program underlying the system. There is no guarantee that the Fund will achieve its performance objectives, or produce returns that are positive or compare favourably against its peers.

2.4 Calculating the performance of the Fund

To calculate the performance of the Fund, we comply with the standards set by the Financial Services Council. Performance figures are calculated before tax and after deducting fees and expenses, using net asset value prices, assuming that income is reinvested and that the investment is held for the full performance calculation period. Past performance figures can be obtained by calling Client Service. Past performance is not a reliable indicator of future performance, which can differ materially. Returns can be volatile, reflecting rises and falls in the value of the underlying investments.

2.5 Ethical investments

The Fund's systematic trading approach does not provide an opportunity for an investment style that takes into consideration labour standards, environmental, social or ethical considerations.

2.6 Changes to the Fund

We may make changes to the Fund from time to time, including to the investment strategy of the Fund. Where we do so, we will provide such notice as required by the Corporations Act or constitution of the Fund.

Section 3: Risks you should consider

All investments carry risk. Different investments carry different levels of risk, depending on the investment strategy and the underlying investments. Generally, the higher the potential return of an investment, the greater the risk (including the potential for loss and unit price variability over the short term). Financial markets can, and have been volatile, and higher levels of market volatility may result in greater risk for investors than an investment in less volatile markets. When you make an investment, you are accepting the risks of that investment. It is therefore important to understand these risks before deciding to invest.

The level of risk that you are willing to accept will depend on a range of factors including your financial objectives, risk tolerance, age, investment timeframe, where other parts of your wealth are invested and whether your investment portfolio will be appropriately diversified after making the investment. The value of your investment and the returns from your investment will vary over time. Future returns may differ from past returns. We do not guarantee the performance or returns of the Fund and you may lose some or all of the money that you have invest in the Fund.

This section highlights some of the significant risks of the Fund (including in relation to its investment strategy and structure), but there could be other risks that adversely affect the Fund. You should seek your own professional advice on the appropriateness of an investment in the Fund for you, having regard to your particular circumstances and financial objectives.

Market risk: Changes in the prices of futures positions held by the Fund may result in loss of principal or large movements in the unit price of the Fund within short or long periods of time. Global and local economic, financial, political, technological and environmental factors can drive changes in the prices of futures positions. It is not possible to predict the occurrence or magnitude of these and other potentially relevant factors. Different factors may affect the price of individual futures positions, particular asset classes (such as shares, bonds, interest rates, currencies and commodities) or futures positions generally at different times.

Leverage risk: Arises when the Fund takes on positions that are greater in size than its assets. The Fund will take leveraged positions with the aim of increasing returns which can also lead to increased losses. Leverage arises in the Fund through taking both long and short futures positions which are larger in size than the net asset value of the Fund. While this process forms a key part of the investment strategy, it may mean that gains and losses may be significantly greater than those in a Fund that is not leveraged. The Fund employs significant leverage and this may result in a loss of some or all of the Fund's capital.

Strategy, model and research risk: Winton's investment approach is based on research into past data and the application of that research to the development of mathematical models that attempt to forecast returns, risk, correlation and transaction costs. Many of these models are trend following models that attempt to identify and exploit market trends. Mathematical models are representations of reality but they may be incomplete and/or flawed and there is an inherent risk that any forecasts derived from them may be inaccurate, particularly if the research or models are based on, or incorporate, inaccurate assumptions or data. Assumptions or data may be inaccurate from the outset or may become inaccurate as a result of many factors such as, changes in market structure, increased government intervention in markets or growth in assets managed in accordance with similar investment strategies. In particular, such factors may make Winton's trend following models less effective because they may lessen the prospect of identified trends occurring or continuing in the future. As a result of the foregoing, the Investment System may not generate profitable trading signals and the Fund may suffer a loss.

Systems risk: The Investment System is based on mathematical systems, which are implemented as automated computer algorithms and valuation systems. This also includes a risk management framework. In addition to Winton's proprietary software and code, the Investment System is also reliant on third-party hardware and software. Issues with the design, development, implementation, maintenance or operation of Winton's Investment System; any component of its Investment System; or any processes and procedures related to its Investment System may cause losses to the Fund and such losses may be substantial.

Collateral risk: The Fund enters into derivatives arrangements that require it to deliver collateral to the derivative counterparty through the futures exchange. As such, the Fund may be exposed to certain risks in respect of that collateral including, the Fund:

- will be required to post initial margin/collateral to the derivative counterparty via the futures exchange in the form of cash. The Fund will need to have sufficient liquid assets to satisfy this obligation
- may from time to time, if the value of the derivative arrangements move against it, be required to post variation margin/collateral with the derivatives counterparty via the futures exchange on an ongoing basis. The Fund will need to have sufficient liquid assets to satisfy such calls, and in the event it fails to do so, the counterparty may have a right to terminate such derivatives arrangements, and
- may be subject to the credit risk of the counterparty and the futures exchange. In the event the counterparty or futures exchange becomes insolvent at a time it holds margin/collateral posted with it by the Fund, the Fund will be an unsecured creditor and will rank behind other preferred creditors.

Manager risk: There is no guarantee that the Fund will achieve its performance objectives, produce returns that are positive, or compare favourably against its peers. Many factors can negatively impact Winton's ability to generate returns from its investment process (for example, loss of key staff). There is significant competition among quantitative investment managers and Winton's ability to deliver returns that have a low correlation with global aggregate equity markets and other market participants is dependent on its ability to employ an investment system that is simultaneously profitable and differentiated from those employed by other managers. To the extent that Winton is not able to develop a sufficiently differentiated investment system, the Fund's investment objective may not be met. The growth in assets managed in accordance with similar investment strategies may result in Winton and other market participants inadvertently buying and selling the same or similar investments simultaneously, which may reduce liquidity and exacerbate market movements. The Fund may then be subject to an increased risk of suffering substantial losses.

Short positions: The Fund may enter into short positions. Refer to Section 2 of this PDS for more information on short positions. In taking short positions, the Fund bears the risk of an increase in the price of the investment over which the short position is taken. Such an increase could lead to a substantial loss.

Currency risk: Some of the Fund's investments will be denominated in currencies other than Australian dollars. The Fund's investments are therefore exposed to foreign exchange rate movements and may cause the value of the Fund's investments to decline significantly.

Derivatives risk: The Fund will invest in derivatives as part of its investment strategy. The use of derivatives may expose the Fund to risks including counterparty default, legal and documentation risk, and the risk of increased sensitivity of the Fund's unit price to underlying market variables. The use of derivatives may have the effect of magnifying both gains and losses.

Concentration risk: Concentration risk is the risk that poor performance in a particular market may significantly affect the Fund. Although the Fund can invest in over 100 markets at any given time, it may only be invested in a small number of markets. Generally, the fewer markets in which the Fund invests, the greater the overall volatility of the Fund. This may result in large movements in the unit price of the Fund within short periods of time.

Liquidity risk: Investments may be difficult or impossible to sell, either due to factors specific to that investment, or to prevailing market conditions. Liquidity risk may mean that an asset is unable to be sold or the Fund's exposure is unable to be rebalanced within a timely period and at a fair price, potentially resulting in delays in redemption processing, or even the suspension of redemptions. If we are required to process a large redemption or application, the exposure of the Fund to particular investments, sectors or asset classes may be altered significantly, as determined by Winton. In addition, rapid liquidation of positions during adverse market conditions (e.g., a market crash) is likely to lead to greater losses than would be the case under "normal" market conditions.

Default risk: Issuers or entities upon which the Fund's investments depend may default on their obligations, for instance by failing to make a payment due when due. Such parties can include futures exchanges, derivatives counterparties, brokers (including clearing brokers), foreign exchange counterparties, deposit taking banks, as well as the Fund's custodian. Default on the part of an issuer or counterparty could result in a financial loss to the Fund.

Fund risk: This is the risk that the Fund could terminate, the fees and expenses could change, or key investment professionals could change. There is also the risk that investing in the Fund may give different results than investing individually because of the income or capital gains accrued in the Fund and the consequences of investment and withdrawal by other investors.

Regulatory and legal risk: Governments or regulators may pass laws, create policy, or implement regulation that affects the Fund or the assets of the Fund. Such initiatives impact either a specific transaction type or market, and may be either country specific or global. Such changes may result in the Fund failing to achieve its investment objectives. Similarly laws affecting registered managed investment schemes (including taxation and corporate and regulatory laws) may change in the future, affecting investors' rights and investment returns.

Section 4: Fees and other costs

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

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask 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.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

4.1 Fees and other costs

This table shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, the returns on your investment or from the Fund's assets as a whole. Information on how managed investment schemes are taxed is set out in Section 5 of this PDS. You should read all of the information about fees and costs because 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 Fund¹		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee The fee to close your investment	Nil	Not applicable
Management costs		
The fees and costs for managing your investment	The management costs of the Fund consist of:	
	Management fee 1.88% pa of the net asset value of the Fund	The management fee: <ul style="list-style-type: none"> accrues daily and is payable monthly, and is deducted from the Fund's assets and is reflected in the Fund's unit price.
	Performance fee 20.5% of the dollar value of net profit (if any) from futures trading, provided that any carried forward losses from futures trading have been made up. For more information, including a worked dollar example, refer to 'Performance fees' in Section 4.2.2 of this PDS	The performance fee: <ul style="list-style-type: none"> accrues daily and is payable quarterly in arrears, and is deducted from the Fund's assets and reflected in the Fund's unit price.
Service fees		
Switching fee The fee for changing funds	Nil	Not applicable

¹ You may also incur a buy/sell spread when your money moves in or out of the Fund. See Section 4.2 for more information.

All the fees in the table above are shown inclusive of GST, net of Reduced Input Tax Credits. Additional fees and charges may also apply. Refer to Section 4.2 for more information.

Example of annual fees and costs of the Fund

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

The example assumes an account balance of \$50,000 invested in the Fund with no variation in the value of your investment over this period. In practice, the actual fees we charge are generally based on the value of your investment which may vary. This example also assumes that the additional \$5,000 contribution occurs at the end of the relevant period (that is, no management fees are incurred in connection with the additional investment amount).

Example		Balance of \$50,000 with total contributions of \$5,000 during the year
Contribution fees ¹	Nil	For every additional \$5,000 you put in, you will not be charged any contribution fee.
PLUS management costs comprising:	2.259% pa²	And , for every \$50,000 you have in the Fund, you will be charged \$1,129.50⁴ each year, comprising:
Management fee	1.880% pa	\$940
Performance fee ³	0.379% pa	\$189.50
EQUALS cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of \$1,129.50⁴ . What it costs you will depend on the fees you may be able to negotiate.

¹ You may also incur a buy/sell spread when your money moves in or out of the Fund. Refer to Section 4.2.4 of this PDS for more information.

² Management costs are calculated using the 'indirect cost ratio' for the Fund for the financial year ended 30 June 2013. The 'indirect cost ratio' refers to the management costs that were not paid directly out of your account (for example management fees and performance fees) but were paid from the Fund's assets over the relevant financial year, expressed as a percentage of the average net asset value of the Fund. It is not a forecast of the amount of the total management costs in the future.

³ The performance fee is an example only. It shows the actual performance fee as a percentage of the Fund's total average net assets based on the performance of the futures portfolio of the Fund for the financial year ended 30 June 2013. The performance of the futures portfolio of the Fund, and the performance fee, may be higher or lower or not payable in the future. As an example, the performance fee component was 2.010% for the year ending 30 June 2009. It is not a forecast of the performance of the Fund or the amount of the performance fee in the future. The actual performance fee and therefore the overall management costs may differ from the figure shown in the table. For more information on the performance history of the Fund, contact Client Service. Past performance is not a reliable indicator of future performance. Refer to Section 4.2 of this PDS for more information.

⁴ The calculation of the management costs in the example does not take into account the additional contribution amount. Additional fees may apply, as well as the abnormal expense recovery. Refer to Section 4.2 below for more information.

4.2 Additional explanation of fees and costs

4.2.1 Management fee

The management fee generally accrues daily and is payable monthly. It is deducted from the Fund's assets and is reflected in the Fund's unit price each day. Under the terms of the investment management agreement, Macquarie will pay a portion of the management fee that it receives to the Investment Manager.

4.2.2 Performance fee

The Investment Manager may be entitled to a performance fee on the profits of the Fund's futures trading. It is not possible to reliably estimate the actual fee payable in any given period, as we cannot accurately forecast what the performance of the Fund will be.

The Fund invests in futures and cash. By applying the Investment System (described in Section 2.1 of this PDS) Winton seeks to generate returns from trading the fund's futures portfolio and may be entitled to a performance fee for this trading.

The performance fee is determined by reference to the dollar value of profits from such futures trading during a quarter,

disregarding any interest earned on the cash holdings. It is not calculated by reference to the overall net asset value of the Fund, your unit price, the managed futures index, or any other hurdle rate or benchmark. A performance fee is payable on the dollar value of all net futures trading profits (see following), even where the performance of the Fund is below the managed futures index. The performance fee is calculated daily and payable quarterly. Any performance fee will be deducted from the Fund's assets and is reflected on an accrued basis in the Fund's unit price each day.

It is calculated using the formula below:

$20.5\% \times (\text{futures trading profits less any adjusted carried forward losses})$

Where futures trading profits are calculated by:

- taking the change in the balance of the Fund's futures account during the quarter
- adjusting for any cashflows into or out of the futures account, and
- deducting any interest earned on the futures account over the quarter.

Carried forward losses occur when the futures trading profits of the Fund are negative. They are expressed in dollar terms.

For example, if the Fund has generated a futures trading loss of \$1 million, it must generate trading profits of at least \$1 million before further performance fees become payable. If at the end of the quarter the account is still in a loss position, these losses carry forward to the next quarter. There is no time limit on how long losses can be carried forward.

Carried forward losses can be adjusted if the Fund is experiencing 'net outflows'. That is, if the total value of redemptions from the Fund in any particular month exceeds the total value of new applications in that month.

Carried forward losses will be reduced by net outflows at the end of a month divided by the average size of the Fund over the month. This adjustment is made for the purpose of calculating performance fees and reduces the amount that Winton has to recover before earning performance fees.

It does not affect the actual amount of losses in the futures trading account that Winton will need to recover before investors experience positive performance.

Carried forward losses are not adjusted if the Fund is experiencing 'net inflows'. That is, if the total value of new applications for units in the Fund in any particular month exceeds the total value of redemptions in that month.

The performance fee is determined with reference only to the trading profits for the entire Fund and does not take account of the position of individual investors. In certain circumstances, where there are significant net inflows, a performance fee may start to accrue to Winton even where the value of a particular investor's units is lower than at the time they invested. We may seek to mitigate the potential of this occurring, by adjusting the buy spread as described in Section 4.2.4 of this PDS.

Example: The following is a simplified example that excludes the effect of cash interest, buy/sell spreads and management fees in order to illustrate aspects of the performance fee. This example is illustrative only and the actual performance of the Fund may differ from that set out below. 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 reliably estimate the actual performance fee payable in any given period, as we cannot accurately forecast what the performance of the Fund will be.

Assume that the first investor in the Fund contributes \$10 million and receives 10 million units at a price of \$1. In the first quarter of trading, Winton generates trading losses of \$1 million and this becomes an adjusted carried forward loss.

At the end of the quarter, a second investor contributes \$9 million at \$0.90 per unit (the current net asset value per unit). The size of the Fund is now \$18 million and there are 20 million units on issue.

In the following quarter, Winton generates futures trading profits of \$1.2 million. At the end of the quarter, Winton is entitled to a performance fee of:

$$20.5\% \times (\$1.2 \text{ million} - \$1.0 \text{ million}) \\ = \$41,000 \text{ (inclusive of GST)}$$

The net asset value of the Fund is now approximately \$0.96 per unit. Therefore, the first investor would have experienced a fall in net asset value despite the fact Winton had earned a performance fee.

Conversely, it is possible for an investor to experience positive performance without any performance fees accruing to Winton.

We may periodically adjust the buy spread (as described in Section 4.2.4 of this PDS) in order to mitigate against such outcomes.

4.2.3 Expenses

The constitution of the Fund allows all properly incurred expenses to be recovered directly from the Fund. Expenses are generally paid when incurred.

Administrative and abnormal expenses

Macquarie currently do not seek reimbursement from the Fund for administrative expenses such as custody fees, registry costs, audit, accounting and tax fees, postage and printing costs or abnormal expenses such as the cost of unitholder meetings, defending legal proceedings and the costs of terminating the Fund. Abnormal expenses are not generally incurred during the day-to-day operation of the Fund and may not be incurred in any year. All administrative and abnormal expenses will be paid by Macquarie out of the management fee.

Transaction costs

Transaction costs incurred in the acquisition or disposal of the assets of the Fund such as brokerage, clearing costs, transaction fees, taxes and stamp duty will generally be paid for by the Fund. Where the acquisition or disposal of assets relates to a subscription or redemption from the Fund, the Fund may recover an estimate of these costs from the investor who is applying for, or redeeming units through the buy/sell spread.

4.2.4 Buy/Sell spread

When units are acquired, a buy spread is added to the value of a unit. The buy spread is an amount which reflects the estimated transaction costs associated with acquiring the underlying investments. When units are redeemed, a sell spread is subtracted from the value of a unit. The sell spread is an amount which reflects the estimated transaction costs of disposing of the underlying investments. The buy/sell spreads are retained by the Fund and not paid to us or Winton.

A buy/sell spread seeks to ensure that the estimated transaction costs of the acquisition or redemption are borne by the investor who is applying for or redeeming the units, and not by the other investors in the Fund. The buy/sell spread will apply even if no transaction to acquire or dispose of assets is required (for example, where there is an application from one investor and a corresponding redemption by another investor).

The buy/sell spread for the Fund, as at the date of this PDS, is +0.05% for applications and -0.05% for redemptions, but is likely to vary from time to time. In certain circumstances, such as in stressed, volatile or dislocated markets or the circumstances described below, the buy/sell spread may increase significantly. Notice will not usually be provided for variations to the buy/sell spread. Current buy/sell spreads that may be applicable to an application or redemption from the Fund can be obtained by calling Client Service.

We may also adjust the buy spread on applications in order to attribute an estimated value to carried forward losses in the Fund. These have a notional value because investors who subscribe for units at a time when the Fund is carrying losses are able to experience a period of positive performance in respect of their investment without incurring performance fees. Without an adjustment to the buy spread, this situation could advantage investors who apply for units when the fund is carrying losses, at the expense of existing investors. It also means the difference between the application and withdrawal price at any point in time may be greater than would otherwise be the case.

We estimate the value of carried forward losses by reference to the size of the losses being carried forward in relation to the size of the Fund and the expected risk and return characteristics of the Fund.

We intend to review the buy spread at least monthly and may vary it at any time, taking into account changes in the estimated value of carried forward losses and transaction costs. However, it is not possible to calculate and adjust the buy spread to match precisely the value of carried forward losses and transaction costs in all scenarios. While the buy spread is designed to assign a reasonable value to carried forward losses (in addition to transaction costs) in order to promote a fairer outcome for investors, there can be no guarantee that this will always be achieved.

In particular, if you invest when there are carried forward losses and the buy spread has been adjusted accordingly, and you then redeem your investment prior to experiencing sufficient positive performance to absorb the impact of the buy spread, your investment return will not offset the buy spread paid.

As carried forward losses may have a significant impact on the buy spread, we recommend that you call Client Service to obtain the latest spread prior to transacting in the Fund.

4.2.5 Information about fee changes

We may increase certain fees and expenses without your consent. We will provide at least 30 days notice to you of any proposed increase in fees, charges or expenses (except any changes to the buy/sell spread). We cannot charge more than the constitution of the Fund allows, unless we obtain investors' approval to do so. Under the constitution, the maximum fees (exclusive of GST) are:

- a maximum contribution fee of 2% of the investment amount
- a maximum management fee of 5% of the value of the assets of the Fund, and
- a maximum performance fee rate of 20.5% of the futures trading profit taking into account any adjusted carried forward losses.

4.2.6 Other information about fees and costs

Advice fees

You may agree to pay your adviser a fee for any financial advice that they provide to you. This is separate to any fees we charge in respect of your investment in the Fund, as set out in this section.

Commissions and soft dollars

The dealer group to which an adviser belongs and your IDPS operators, may receive certain payments or other non-monetary benefits from us, such as business and technical support, professional development and entertainment.

We may, in accordance with applicable laws and Financial Services Council policy, receive goods and services (such as third party research) paid for by brokers where such goods and services assist us in managing the Fund.

The provision and receipt of such benefits is governed by our Soft Dollar Policy. These payments and benefits are not an additional cost to you.

We maintain a register of compliance with the Industry Code of Practice on Alternative Forms of Remuneration summarising alternative forms of remuneration that are paid by or provided to us. Contact Client Service to view this register.

Differential fees

We may negotiate reduced management fees and performance fees as permitted by the Corporations Act and ASIC relief. For example, we may 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. We may also offer reduced management fees to employees of the Macquarie Group of companies. The reduced fees are determined by us and notified to eligible employees from time to time. The reduced fees do not adversely affect the fees paid or to be paid by other unitholders in the Fund who are not entitled to the benefit of the fee arrangements. Contact Client Service for more information.

Section 5: Taxation considerations

Investing in a registered managed investment scheme is likely to have tax consequences. The information contained in the following summary is intended to be of a general nature only. It does not constitute tax advice and should not be relied on as such. You are strongly advised to seek independent professional advice on the tax consequences of an investment in the Fund, based on your particular circumstances, before making an investment decision.

5.1 Tax position of the Fund

Income tax

As investors in the Fund will collectively be presently entitled to the entire amount of the income of the Fund for each relevant financial year, the Fund should not be liable to Australian income tax under present income tax legislation. If the Fund incurs a tax loss in a financial year, there will be no distributable income for that year and the tax loss may be carried forward to be utilised in subsequent financial years (subject to the loss carry forward rules).

5.2 Tax position of resident investors

The Federal Government has announced that a new tax system for Managed Investment Trusts will commence on or after 1 July 2014. The responsible entity will monitor the progress of this announcement and subsequent law to determine what, if any, impact this announcement will have on the Fund.

The following comments only deal with Australian residents who are individuals, complying superannuation entities and companies that will hold their units on capital account.

Capital Gains Tax (CGT)

An Australian resident 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 their investment 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 has made the Managed Investment Trust CGT election to treat shares, units and options over shares and units as CGT assets. The Fund's ability to make this election is subject to it satisfying certain criteria.

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 acquired their units.

The distribution by the Fund of certain 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 an increased capital gain or reduced capital loss on the subsequent disposal of units in the Fund, or, an immediate capital gain to the extent the cost base of the units of the fund is reduced to less than zero.

2. Capital gains tax may be payable when units are redeemed from the Fund. Concessions may be available depending on how long the units have been held. Where the units have been held continuously for at least 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 losses incurred by an investor may be offset against the gross capital gains for the investment before the application of the CGT discount.

Capital gains or income arising from securities sold to meet a significant redemption can be distributed to the redeeming investor.

Significant redemptions are those where an investor's total redemptions in the one financial year are 5% or more of the Fund's net asset value.

In these circumstances the objective 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.

Taxation of financial arrangements (TOFA)

The TOFA rules may apply to financial arrangements held by the Fund when calculating its assessable income. Broadly, the TOFA rules may impact the timing of the recognition of gains and losses in the Fund for tax purposes and will also treat relevant gains and losses as being on revenue account.

Franked dividends

The Fund will seek to distribute franking credits to investors received from the Fund's investments in Australian companies. Any franking credits attached to distributions will be shown in investors' annual tax statements.

To the extent franking credits exceed tax payable by an investor, any excess may be refundable to individuals and complying superannuation funds.

Foreign income tax offsets

Australian residents are required to include in their assessable income their share of certain foreign taxes paid in respect of income derived by the Fund. Investors may be able to benefit from a foreign income tax offset in respect of foreign taxes paid by the Fund provided they are paid in relation to an amount that is included in the Investor's assessable income and do not exceed the higher of a particular Investor's foreign income tax offset limit and \$1,000.

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. TFNs and ABNs can be provided on the application form when making an initial investment.

Goods and Services Tax (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, the Fund may incur GST on fees and expenses that it pays. The Fund may be entitled to claim input tax credits and/or reduced input tax credits (**RITCs**) on certain of these fees and expenses. The amount of any RITC entitlement may be impacted by changes to the GST Regulations that are effective from 1 July 2012 in relation to RITC entitlements. Any reduction of RITCs may be an additional cost to the Fund, which may affect the net income of the Fund and the distributions (if any) made by the Fund to investors.

5.3 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 and residence of the Investor. Distributions to non-resident investors from sources wholly outside of Australia and on most capital gains 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.

Capital Gains Tax

On the basis that the assets of the Fund will not be direct or indirect interests in Australian real property, no capital gains tax consequences should arise for non-resident investors (assuming that their units are held on capital account) as a result of investing in the Fund.

5.4 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. 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.

FATCA

The United States has enacted the Foreign Account Tax Compliance Act (**FATCA**). The Australian government has entered into an inter-governmental agreement (**IGA**) with the US in relation to the application of FATCA to Australian institutions. The Macquarie Group intends to comply (to the extent applicable) with:

- FATCA
- the IGA between Australia and the US, and
- any local laws designed to give effect to the intent and purpose of FATCA and the IGA (collectively, the '**FATCA Obligations**').

How could FATCA affect you?

By applying for units in the Fund, you:

- agree to promptly provide us with any information we may request from you from time to time
- agree to promptly notify us of any change to the information you have previously provided us
- consent to us disclosing any information we have in compliance with our FATCA Obligations if your units are held by or for the benefit of, or controlled by, specified US person(s) (as set out in the IGA). This may include disclosing information to the Australian Tax Office, who may in turn report that information to the US Internal Revenue Service, and
- waive any provision of domestic or foreign law that would, absent a waiver, prevent us from complying with our FATCA Obligations.

Failure to comply with our FATCA Obligations could result in the Fund being subject to a 30% US withholding tax on payments of US income or gross proceeds from the sale of particular US securities. However, to the extent that all information requested by us is obtained, this withholding tax should not apply to the Fund or its investors. It is important to note that:

- although the Fund may attempt to take steps to avoid the imposition of this withholding tax, no assurance can be given that the Fund will be successful, and
- if you fail to provide us with any information requested by us, and we become subject to such withholding tax, we may seek to recover the amount of such tax from you.

Section 6: How to invest and access your money

6.1 Making initial and additional investments in the Fund

Application cut-off time (Application Cut-off)	Minimum initial investment ¹
1.00pm Sydney time on a Business Day	\$20,000

¹ We may, from to time, accept a lesser amount at our discretion.

You can apply to make an initial investment in the Fund by completing the application form accompanying this PDS (**Application Form**). Where we receive an Application Form (including the required identification documentation) completed to our satisfaction, and cleared funds before the Application Cut-off, investors will generally receive the application price calculated as at the close of business on that day.

Unless we determine otherwise, if we receive an Application Form (including the required identification documentation) completed to our satisfaction, and cleared funds on a Business Day but after the Application Cut-off, or on a non-Business Day, we will treat the application as having been received before the Application Cut-off on the next Business Day.

If we are not able to issue units immediately after receipt of your application money, that money will be held in a non-interest bearing trust account with an Australian deposit taking institution.

If we are not able to issue units within a period of one month starting from the day on which we receive your application money (or if this is not reasonably practicable, by the end of such longer period as is reasonable in the circumstances), we will return the application money to you.

You can add to your investment at any time by depositing cleared funds using the account details provided to you at the time of your initial investment (**Investment Account**). Deposits into the Investment Account will be deemed to be an application for additional units in the Fund and will be subject to the same Application Cut-off requirements that apply to initial investments. We will not be responsible for any losses incurred by you as a result of the incorrect payment of funds into the Investment Account or into another incorrect bank account.

We may reject an application (in whole or in part) at our discretion (without giving reasons).

How to apply

To make your initial investment, complete the Application Form that accompanies this PDS. You can send the completed Application Form and required identification documentation to us by mail or facsimile.

If you fax your identification documentation, the original must be mailed to us. Your account may not be opened until your original identification documentation has been received.

Paying your investment amount

Payment of the initial and any additional investment amounts can be made by:

- bank transfer
- Real Time Gross Settlement (**RTGS**), and
- cheque.

Make cheque payable to 'MIML - Winton Global Alpha Fund A/C <Full investor name>.

For example 'MIML - ABC Fund A/C John Smith ATF Smith Super Fund'.

If paying by bank cheque, please ensure the investor is the cheque payee or that proof of purchase is attached.

To assist in processing additional investments greater than \$500,000, please send notification by facsimile to Client Service prior to the Fund's Application Cut-off.

There may be delays in receipt of cleared funds for each method of payment and cleared funds will not necessarily be received by us prior to any particular cut-off requirement. Payments must be made in Australian dollars.

Delays when an Application Form is incomplete

As part of Macquarie's obligations under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (**AML/CTF**), we cannot accept or process an application to invest until we are satisfied that the identity of the investor has been verified in accordance with the AML/CTF.

Where an application is unable to be finalised for AML/CTF reasons 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 has been completed or other issues have been addressed to our satisfaction.

We will not be liable to any prospective investor for any losses incurred, including as a result of market movements, if an application is rejected or the processing of an application is delayed.

6.2 Redeeming your investment

Redemption cut-off time (Redemption Cut-off)	Minimum balance amount ¹
1.00pm Sydney time on any Business Day	\$20,000

¹ We may accept a lesser amount at our discretion. If acceptance of a redemption request will result in a balance of less than the minimum balance amount we may either reject the redemption request or treat the redemption request as relating to your entire holding.

You can generally request redemption of all or part of your investment in the Fund by completing a redemption request form available at macquarie.com.au/forms. Alternatively, you can provide a signed request specifying the account name, the Fund name, the amount or number of units to be withdrawn and bank details. You can send your redemption request by facsimile, email or by mail.

Where we receive a redemption request, completed to our satisfaction, before the Redemption Cut-off, investors will generally receive the redemption price calculated for that Business Day. Unless we agree otherwise, if we receive a redemption request, completed to our satisfaction, on a Business Day but after the Redemption Cut-off, or on a non-Business Day, we will treat the request as having been received before the Redemption Cut-off on the next Business Day.

Before paying you the redemption amount, we may deduct from that amount any money you owe us in relation to your investment. Redemption proceeds will generally be paid within five Business Days after we accept the redemption request.

Potential delay of redemptions

The payment of redemption proceeds and/or the processing of redemptions may be delayed in a number of circumstances, including (without limitation):

- if on any day we have received (or are deemed to have received) total redemption requests for more than 10% of the units in the Fund. If this occurs, we may satisfy the redemption request in part but, if we do so, we must redeem the same proportion of units for all other redemption requests outstanding at that time. The remaining portion of those redemption requests will be deemed to be received on the next Business Day, and
- if we have taken all reasonable steps to realise sufficient assets to satisfy a redemption request and are unable to do so due to circumstances outside of our control. Investments may be difficult or impossible to sell, either due to factors specific to that security or investment, or to prevailing market conditions. This may mean that an asset is unable to be sold or the Fund's exposure is unable to be rebalanced within a timely period and at a fair price, potentially resulting in delays in redemption processing, or even the suspension of redemptions.

The constitution also allows us 30 days to pay redemption proceeds or such longer period in the circumstances described above.

Potential investors should refer to the constitution of the Fund for full details of when Macquarie may delay the redemption of units and/or the payment of redemption proceeds.

We may also 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. While the Fund is not liquid, we may, at our discretion, offer investors the ability to redeem (wholly or partly) if there are assets available and able to be converted to cash to meet redemptions under the offer.

We may pay the redemption proceeds on your units into a non-interest bearing trust account in order to facilitate payment of these amounts to your nominated account. If we are unable to credit your account for any reason these amounts may continue to be held in such a non-interest bearing trust account until you provide alternative payment instructions or we are required by law to pay these amounts to any regulatory body or other person or account.

Other important information about redemptions

- If acceptance of a redemption request would result in you holding less than the minimum balance amount specified above, we may, at our discretion, treat the redemption request as relating to your entire holding or reject the redemption request.
- We may compulsorily redeem your units where permitted or required by law or the constitution of the Fund.

Changes to redemption rights

Macquarie may make changes to the Fund, from time to time, which may include changes to investors' redemption rights. If we propose to change your redemption rights, and such change is adverse to unitholders, we will give you prior notice of such changes, or, if required by either the Corporations Act or the Fund's constitution, seek unitholder approval at a meeting of unitholders (refer to Section 7.1 of this PDS for more information).

6.3 Confirmation of instructions

When you are instructing us in relation to the following:

- 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 pre-nominated bank account
- a change of bank account details
- a change of distribution method from re-investment to direct credit to a new bank account
- a change of authorised signatory/signatories, or
- a change of postal address,

we may contact an authorised signatory for the investment to confirm that the instruction is authorised. If we are unable to contact an authorised signatory, we may postpone the processing of the instruction until we have been able to make contact and confirm the instruction. Your instruction will not be treated as having been received by us until it has been confirmed, unless we determine otherwise.

6.4 Application and Redemption Cut-off times

Application and Redemption Cut-off times may be changed in certain circumstances including where the market for trading the assets of the Fund closes early (for example, Christmas Eve). Any changes to the Application and Redemption Cut-off times will be published on our website.

6.5 Cooling-off period

If you are a retail client under the Corporations Act, you can terminate your investment in the Fund during the period of 14 days starting on the earlier of the time when you receive confirmation of the issue of units in the Fund to you or the end of the fifth Business Day after the units are issued to you. Your refund will be processed as a redemption and the redemption value will be reduced or increased for market movements since your investment. We will also deduct any tax or duty that is paid or payable by the Fund, any reasonable administration or transactions costs incurred as well as the sell spread. As a result, the amount returned to you may be less than your original investment. To exercise your cooling-off rights, please write to Client Service.

6.6 Appointing an agent

You can appoint an agent to transact on your behalf by completing an 'Appointment of Agents Form' available on our website.

6.7 Transferring units

You may transfer units in the Fund to another person by providing us with:

- a standard transfer form signed and completed by both you and the party receiving the units, and
- an Application Form accompanying the current PDS for the Fund duly signed and completed by the party receiving the units,

as well as such other information (including to comply with AML/CTF requirements) that we may request. 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.

6.8 Indirect investors

We consent to the use of this PDS by IDPS operators, such as master trusts, wrap accounts or nominee services that include the Fund on their investment menus.

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 investment in the Fund through an IDPS operator does not entitle you to a direct interest in the Fund and you may be subject to different terms and conditions from those referred to in this PDS.

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 the PDS that is relevant only to direct investors. This may include information relating to:

- minimum initial investment and additional investment amounts
- fees
- applications and application forms
- redemptions and switches, and
- transferring units.

Your IDPS operator can provide you with the unit prices for your investment and any other terms and conditions that may apply to any investment you propose to make in the Fund through that IDPS operator. If you are investing through an IDPS, the net performance of your investment in the Fund may differ from the information we publish, due to cash flows specific to your portfolio and any fees charged by the IDPS operator.

Fees and expenses, applicable to the IDPS (as set out in the IDPS offer document or client agreement), may be payable in addition to the fees and expenses stated in the PDS.

Please contact your financial adviser or IDPS operator if you have any queries.

6.9 Incorrect addresses and facsimile numbers

You are responsible for ensuring that you send your application and redemption requests and any other correspondence to the correct address or facsimile number. If incorrect contact details are used, your request may be delayed or not processed.

We accept no responsibility for requests (including for applications and redemptions) that have been sent to an incorrect address or facsimile number, including addresses and facsimile numbers of other parts of the Macquarie Group that are not referred to in the PDS.

Please contact Client Service if you would like to confirm our address or facsimile number.

Section 7: Other information

7.1 Our legal relationship with you

Macquarie as the responsible entity

As the responsible entity of the Fund, we are 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 in relation to the Fund are set out in the constitution, the Corporations Act and general trust law.

Constitution

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

This PDS contains a summary of some key features of the constitution. 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
- the circumstances in which we may be 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)
- the circumstance in which we can terminate the Fund
- your rights to share any Fund income, and how we calculate it, and
- when we can retire as responsible entity of the Fund.

We can amend a constitution from time to time, subject to the provisions of the constitution and the Corporations Act. We can amend the constitution without your consent if we reasonably consider that the amendments will not adversely affect investors' rights. Otherwise, we must obtain the approval of the required number of unitholders at a meeting of unitholders (a resolution may bind you, regardless of how or whether you vote). A copy of the Fund's constitution is available on request.

Corporations Act

Our duties under the Corporations Act include:

- acting in the best interest of unitholders and, if there is a conflict between unitholders' interests and our own interests, giving priority to unitholders' 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, and
- 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 unitholders.

We are liable for our agents engaged or appointed to provide services in connection with the Fund.

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's constitution. Our compliance with the Compliance Plan is independently audited each year, as required by the Corporations Act and the auditor's report is lodged with ASIC.

Related party issues

Bond Street, the custodian of the Fund's assets, is a related body corporate of the responsible entity. Macquarie Bank Limited, the Fund's futures clearer, is also a related body corporate of the responsible entity.

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. 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 Macquarie Group is a global provider of banking, financial, advisory, investment and funds management services. The Macquarie Group acts on behalf of institutional, corporate and retail clients and counterparties around the world. Macquarie Investment Management Limited, as responsible entity of the Fund, generally has no control over these activities. As a result, from time to time a 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 certain circumstances, statutory or internal Macquarie Group imposed restrictions may preclude the acquisition or disposal of certain securities or other financial products by the Fund. Without limitation, this includes where the acquisition would cause the Macquarie Group's aggregated holdings in a company (including holdings that the Macquarie Group is required to aggregate) to exceed applicable takeover thresholds. In addition, where, due to such restrictions, there is limited capacity to acquire particular securities or other financial products, the Fund will not have priority over any member of, or any other fund associated with, the Macquarie Group to acquire those securities or financial products. Such restrictions may result in an adverse effect on the value of the Fund's investments due to the Fund being unable to enter into positions or exit positions, as and when desired.

7.2 Keeping you informed

To keep you up to date on your investment in the Fund, we will provide or make available:

- transaction confirmations
- transaction statements at least annually
- an annual tax statement for Australian resident investors to assist in completing tax returns, and
- an annual financial report. The Application Form contains a number of options in relation to access to annual financial reports.

For the purposes of ASIC Regulatory Guide 240, the following will be made available or distributed to investors.

Type of information	Is the information available?	How often this information will be available?	Where can this information be accessed
The actual allocation to each asset type	<p>The actual allocation to each asset type will not be available</p> <p>The percentage of the Fund's net asset value used as margin (for futures contracts) will be available to existing investors</p> <p>The allocation to each underlying asset type is considered proprietary to Winton and public disclosure of such information could adversely impact the performance of the Fund</p> <p>The margin allocation to each sector will be available to existing investors</p>	Monthly	Fund review for existing investors
The liquidity profile of the Fund's assets (that is, the estimated time required to sell an asset at the value ascribed to that asset in the Fund's most recently calculated net asset value)	<p>The liquidity profile will not be available</p> <p>The liquidity profile of the Fund's assets is considered proprietary to Winton</p> <p>Macquarie reasonably expects to realise at least 80% of its assets under normal market conditions at the value ascribed to those assets within 10 days</p>	Not applicable	Not applicable
The maturity profile of the Fund's liabilities	Not applicable	Not applicable	Not applicable
The Fund's leverage ratio (after taking into account the leverage embedded in the assets of the Fund, other than listed equities and bonds)	<p>The leverage ratio will not be available.</p> <p>The margin to equity ratio will be available to existing investors</p>	Monthly	Fund review for existing investors
The derivatives counterparties engaged by the Fund	Yes	Annually	Fund review for existing investors for the period ending 30 June
The monthly or annual investment returns over at least a five-year period (or since its inception if a shorter period)	Yes	Monthly	Fund review for prospective and existing investors and also on Macquarie's website
Any changes (including changes in related party status) to any of the Fund's key service providers	Yes	Monthly	Fund review for prospective and existing investors and also on Macquarie's website
The Fund's current total net asset value	Yes	Monthly	Fund review for prospective and existing investors and also on Macquarie's website

Type of information	Is the information available?	How often this information will be available?	Where can this information be accessed
The redemption value of a unit in the Fund	Yes	Monthly	Fund review for prospective and existing investors and also on Macquarie's website
The net return on the Fund's assets after fees, costs and taxes	Yes	Monthly	Fund review for prospective and existing investors and also on Macquarie's website
Any material change in the Fund's risk profile; Fund's strategy; and change in the individuals playing a key role	Yes	Monthly	Fund review for prospective and existing investors and also on Macquarie's website

Our website has additional information about the Fund including unit prices, performance and performance reports.

You are also able to access and view some account information online through our secure website. Register for this service by completing the 'Online Registration' form available on our website.

Continuous disclosure documents

The Fund may be a disclosing entity for the purposes of the Corporations Act and subject to certain regular reporting and continuous 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, free of charge, the following periodic documents (in printed or electronic form) from us for the Fund:

- the annual financial report (including financial statements) most recently lodged with ASIC, and
- any half-year financial report (including financial statements) lodged with ASIC or any continuous disclosure notices provided by us after the lodgement of the annual financial report and before the date of the Fund's PDS.

7.3 Protecting your privacy

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 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:

- processing your application
- providing or marketing products and services to you
- administration purposes, including managing, 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 (including the requirements of superannuation law). This includes the requirements of the Australian Securities and Investments Commission, the Australian Taxation Office, AUSTRAC and other regulatory bodies or relevant exchanges
- communicating with you in relation to your holding and all transactions relating to the holding, and
- 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 collect and record personal information through our interactions with you and your nominated adviser(s), including by telephone, email or online. We may also collect personal information from public sources and third parties including information brokers and our service providers.

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

Where you provide us with personal information about someone else you must first ensure that you have obtained their consent to provide their personal information to us based on this privacy statement.

What happens if you do not give us information

You may choose not to give personal information about you to Macquarie. Depending on the type of personal information, the consequences set out below may apply if you do not do so:

- refer to 'Tax file number (TFN) and Australian Business Number (ABN)' in Section 5 for the consequences if you do not supply your TFN or a valid exemption (or in certain cases an ABN)
- we may not be able to approve your application for units in a Fund
- we may not be able to provide you with an appropriate level of service.

We are required or authorised to collect your personal information under various laws including those relating to taxation and the AML/CTF Laws.

Disclosing your information

You agree and consent that Macquarie may disclose information we hold about you in the following circumstances:

- to other companies in the Macquarie Group as well as our agents, contractors or service providers, which provide services in connection with our products and services, for example printing statements or notices which we send to you
- supplying information about your investments to any financial adviser that is nominated by you, or their dealer group
- to your agents and representatives (for example your broker, adviser, solicitor, accountant or superannuation fund administration) or any administrator, liquidator, trustee in bankruptcy, legal personal representative or executor, whether or not located in Australia
- disclosing your personal information to regulatory authorities (eg tax authorities in Australia and overseas) in connection with their lawful information requests or to meet our legal obligations in any relevant jurisdiction
- using your personal information to contact you on an ongoing basis (by telephone, electronic messages, online and other means) to offer you products or services that may be of interest to you, including offers of banking, financial advisory, investment, insurance and funds management services, unless you tell us not to
- disclosing your personal information to any person proposing to acquire an interest in our business
- if the disclosure is required or authorised by law, or
- if you consent.

In order to use and disclose your personal information for the purposes stated above, we may be required to transfer your personal information to entities located outside Australia (this includes locations in the Philippines and India and the countries specified in our Privacy Policy). By completing the Application Form, you consent to your personal information being transferred overseas for these purposes.

Direct marketing

We and other companies in the Macquarie Group may use your personal information to contact you on an ongoing basis by telephone, electronic messages (like email), online and other means to offer products or services that may be of interest to you including offers of banking, financial, advisory, investment, insurance and funds management services, unless you change your marketing preferences by contacting us.

If you have any questions in regard to your privacy or to request access to your personal information that we hold, please contact us on 1800 814 523 or email privacy@macquarie.com.

Complaints

If you wish to complain about any breach or potential breach of our privacy obligations, you should contact us. If you are unhappy with our response, you are entitled to contact the Office of the Australian Information Commissioner who may investigate your complaint further.

7.4 Representations

We have not authorised any person to give any information, or to make any representation about the Fund, which is not in the PDS and, if given or made, such information or representation must not be relied on as having been authorised by us.

Any other parties distributing the Fund are not our agent or representative and are doing so on their own behalf. We are not responsible for any advice or information given, or not given, to you by any party distributing the Fund and, to the maximum extent permitted by law, accept no liability whatsoever for any loss or damage arising from you relying on any information that is not in the PDS.

7.5 Enquiries and complaints

You may contact your financial adviser or Client Service if you have any enquiries or complaints.

Written complaints can be sent to us at:

The Complaints Officer

Macquarie Investment Management Limited
PO Box R1723
Royal Exchange NSW 1225 Australia

Our procedures ensure that we consider and provide a response to complaints within 45 days of receipt.

If we are unable to resolve the complaint or you are dissatisfied with the outcome, you may refer the complaint to the Financial Ombudsman Service (**FOS**), of which we are a member. 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.

Financial Ombudsman Service

GPO Box 3
Melbourne VIC 3001 Australia
Telephone: 1300 780 808
Facsimile: 61 3 9613 6399

7.6 Consent and disclaimers

Winton Capital Management Limited

Winton has given its written consent to the statements about it and its employees and officers appearing in this PDS in the form and context in which they appear (and has not withdrawn that consent before the date of this PDS).

Ernst & Young Australia

Ernst & Young Australia (**Ernst & Young**) has not authorised or caused the issue of this PDS, and does not make, or purport to make, any statement in this PDS (or any statement on which a statement in this PDS is based). Ernst & Young takes no responsibility for any part of this PDS.

Bond Street Custodians Limited

Bond Street has not authorised or caused the issue of this PDS, and does not make, or purport to make, any statement in this PDS (or any statement on which a statement in this PDS is based). Bond Street takes no responsibility for any part of this PDS.

Winton Global Alpha Fund Application Form

Dated 30 June 2014



This is the Application Form for the Winton Global Alpha Fund (**Fund**).

This Application Form should accompany the Product Disclosure Statement (**PDS**). The PDS contains important information about

investing in the Fund. You should read the PDS before making a decision to invest in the Fund.

Information in a PDS may change from time to time. Where information that changes is not materially adverse to investors, we may update this information by updating the relevant document or by publishing an update at macquarie.com.au/pds.

You can access a copy of the latest version of the PDS, any updated information and the Application Form free of charge from our website or by contacting us.

The information provided in the PDS is general information only and does not take account of your personal financial situation or needs. You should obtain your own financial advice tailored to your personal circumstances.

If you are an existing investor in the Fund and would like to make an additional investment in the Fund, please see the PDS for details on how to make an additional investment.

Application Form – Checklist

Accounts can only be opened by the following types of investors:

- Individuals over 18 years of age
- Trustees of other entities
- Partnerships
- Companies or incorporated bodies
- Associations/cooperatives, or
- Government entities.

Macquarie is subject to the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (Cth) (**AML/CTF Laws**). To comply with AML/CTF Laws, we must collect certain information about each investor as set out below. If you are not one of the types of investors listed below or do not have the identification documentation referred to, please refer to the 'How to' section on our website or contact Client Service for other acceptable identification documentation.

Macquarie may disclose 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.

Documents in a language other than English must be accompanied by an English translation prepared by an accredited translator.

Contact details

Macquarie Investment Management Client Service

Mail

PO Box R1723
Royal Exchange
NSW 1225 Australia

Telephone

1800 814 523 or
61 2 8245 4900
8.30am to 6.00pm (Sydney time)
Monday to Friday

Facsimile

61 2 8232 4730

Email

mim.clientservice@macquarie.com

Website

macquarie.com.au/mim

Issuer

Macquarie Investment Management Limited (**Macquarie**)
ABN 66 002 867 003 AFSL 237492

Checklist

Type of investor: Individual/Joint/Sole trader	
Who needs to sign the Application Form?	<ul style="list-style-type: none"> 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 individual is to sign.
Documentation required	<input type="checkbox"/> Completed Application Form - Sections A to H; Sections B and C, as relevant; and Section I, if applicable. <input type="checkbox"/> For each applicant in whose name(s) the account is opened, one of the following: <ul style="list-style-type: none"> Original certified copy of Australian Drivers Licence Original certified copy of Australian Passport Original certified 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 certified copy of 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, or FSC/FPA Form completed by your financial adviser. <input type="checkbox"/> If you are appointing an attorney, the power of attorney and the 'Appointment of Agents' form available on the 'How to' section on our website.
Type of investor: Company – Domestic/Foreign	
Who needs to sign the Application Form?	<ul style="list-style-type: none"> Australian and foreign company applications are to be signed by two directors, or a director and the company secretary, on behalf of the company by authority of the board of directors. If the company has a sole director, attach evidence of sole directorship.
Documentation required	<input type="checkbox"/> Completed Application Form - Sections A to H; Sections B and C, as relevant; and Section I, if applicable. <input type="checkbox"/> For Australian companies, FSC/FPA Form completed by your financial adviser (where applicable). <input type="checkbox"/> For foreign companies, original certified copy of registration document (or equivalent). <input type="checkbox"/> Original certified copy of the constitution (unless the company's constitution specifies otherwise, attach an original certified copy of the constitution). <input type="checkbox"/> Evidence of sole directorship (where applicable).
Type of investor: Trust (including managed investment scheme)	
Who needs to sign the Application Form?	<ul style="list-style-type: none"> Two trustees, or otherwise in accordance with the trust deed. If a corporate trustee, refer to the above section 'Type of investor: Company – Domestic/Foreign'.
Documentation required	<input type="checkbox"/> Completed Application Form - Sections A to H; Sections B and C, as relevant; and Section I, if applicable. <input type="checkbox"/> FSC/FPA Form completed by your financial adviser (where applicable). In addition, for a trust described in item 5 in Section B5: <input type="checkbox"/> To verify the full name of the trust, one of the following: <ul style="list-style-type: none"> Original certified copy of the trust deed or if not reasonably available, a certified extract of the trust deed A notice (such as a notice of assessment) issued by the Australian Taxation Office within the last 12 months, or A letter from a solicitor or qualified accountant verifying the name of the trust. <input type="checkbox"/> Full identification details for one of the trustees (refer to documentation requirements for 'Individual/Joint/Sole trader', 'Company – Domestic/Foreign' as applicable). Where an applicant sends its trust deed to us, we will only use that trust deed for AML purposes and we will not otherwise review the trust deed.

Your account may not be opened until your original identification documentation has been received.

Once your initial application has been accepted by Macquarie, you will be provided with confirmation of your Investment Account. Please refer to the PDS for further details.

General information

Certification of documents

An 'original certified copy' is a document that has been certified as a true copy of the original document by an eligible certifier. The certifier must state their full name and qualification or occupation that makes them eligible to certify the document. The list below details the prescribed persons who are authorised to certify copies of identification documentation.

For alternative sources of certified identification, please refer to the 'How to' section on our website or contact Client Service.

- An officer with, or authorised representative of, a holder of an Australian financial services licence, having two or more continuous years of service with one or more licensees.
- A finance company officer with two or more continuous years of service with one or more finance companies (for the purposes of the Statutory Declaration Regulations 1993 (Cth)).
- An officer with two or more continuous years of service with one or more financial institutions (for the purposes of the Statutory Declaration Regulations 1993 (Cth)).
- A permanent employee of the Australian Postal Corporation with two 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 (Cth)).
- A member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with two or more years of continuous membership.
- A notary public (for the purposes of the Statutory Declaration Regulations 1993 (Cth)).

Paying your investment amount

The initial investment amount can be made by:

- bank transfer
- Real Time Gross Settlement (**RTGS**), and
- cheque.

Make cheque payable to 'MIML – Winton Global Alpha Fund A/C <Full investor name>'.

For example 'MIML – ABC Fund A/C John Smith ATF Smith Super Fund'.

If paying by bank cheque, please ensure the investor is the cheque payee or that proof of purchase is attached.

A Existing investors

Are you an existing client with Macquarie Investment Management? Yes No

If yes, provide your 5-digit investor number:

B Investor details

B1: Investor 1 (Individual or sole trader)

Mr Mrs Miss Ms Dr Other:

Full given name(s):

Surname:

Date of birth: Gender: Male Female

Occupation:

Is Investor 1 a foreign resident for tax purposes? Yes No If yes, specify country of residence

Tax File Number (TFN):

Or reason for exemption:

! It is not compulsory for you to provide your TFN, and it is not an offence if you decline to provide it. However, unless exempted, if your TFN is not provided, tax will be deducted from any income at the highest marginal rate plus the Medicare levy and any other applicable levies or taxes.

Residential address (cannot be a post office box)

Street name and number:

Suburb:

State: Postcode: Country:

Mailing address (if different from above)

Address:

Suburb:

State: Postcode: Country:

B2: Investor 2 (Joint accounts)

Mr Mrs Miss Ms Dr Other:

Full given name(s):

Surname:

Date of birth: Gender: Male Female

Occupation:

Is Investor 2 a foreign resident for tax purposes? Yes No If yes, specify country of residence

Tax File Number (TFN):

Or reason for exemption:

! It is not compulsory for you to provide your TFN, and it is not an offence if you decline to provide it. However, unless exempted, if your TFN is not provided, tax will be deducted from any income at the highest marginal rate plus the Medicare levy and any other applicable levies or taxes.

Investor details (continued)

Residential address (cannot be a post office box)

The same as B1? Yes No

Street name and number:

Suburb:

State: Postcode: Country:

Mailing address (if different from above)

The same as B1? Yes No

Address:

Suburb:

State: Postcode: Country:

B3: Sole trader – additional information

Registered business name (if any):

ABN (if any):

Principal place of business (if any, cannot be a post office box)

Address:

Suburb:

State: Postcode: Country:

B4: Company – Domestic/Foreign

Full registered name:

Does the organisation have an ABN/ARBN? Yes No Reason for exemption:

ACN: ABN (if any):

Is the organisation a foreign resident for tax purposes? Yes No If yes, specify country of residence

Registered office address in Australia (cannot be a post office box)

Address:

Suburb:

State: Postcode: Country:

Principal place of business in Australia (if different from above and cannot be a post office box)

Address:

Suburb:

State: Postcode: Country:

Business activity:

Cross [X] to indicate company type:

Proprietary – please fill out the relevant sections below

Public Listed – go to B4.1

Majority-owned subsidiary of a listed public company – go to B4.2

Licensed and subject to the regulatory oversight of a Commonwealth, State or Territory statutory regulator in relation to its activities as a company – go to B4.3

Foreign company registered with ASIC – go to B4.4

Foreign company NOT registered with ASIC – go to B4.4

Investor details (continued)

B4.1 If listed public company

Name of exchange:

B4.2 If majority-owned subsidiary of a listed public company

Name of parent:

Exchange of parent listing:

ACN: ABN (if any):

B4.3 If licenced (for example AFSL number, APRA licence)

Name of regulator:

Regulatory details:

B4.4 If foreign company

ARBN (if any):

Country of formation/incorporation/registration:

Registered address in country of formation

Address:

Suburb:

State: Postcode: Country:

If registered by foreign registration body

Name of foreign registration body:

Registration number:

If not registered by foreign registration body

Full address of principal place of business in country of formation:

Suburb:

State: Postcode: Country:

B4.5 Management and ownership details

Provide the full name of ALL directors and details of beneficial owners. Attach additional pages if necessary.

Directors

Mr Mrs Miss Ms Dr Other

Full given name(s):

Surname:

Mr Mrs Miss Ms Dr Other

Full given name(s):

Surname:

Investor details (continued)

Beneficial owners

Provide for corporate investors and corporate trustees.

To be completed for each natural person who is beneficially entitled to 25 per cent or more of issued capital in the company.

Mr Mrs Miss Ms Dr Other

Full given name(s):

Surname:

Residential address (cannot be a post office box)

Street name and number:

Suburb:

State: Postcode: Country:

Mr Mrs Miss Ms Dr Other

Full given name(s):

Surname:

Residential address (cannot be a post office box)

Street name and number:

Suburb:

State: Postcode: Country:

B5: Trust

Full name of trust:

Type of trust (for example managed investment scheme, family trust, self-managed superannuation fund):

Country in which the trust was established:

Business activity:

Does the trust have an ABN/ARBN? Yes No Reason for exemption:

Is the trust a foreign resident for tax purposes? Yes No If yes, specify country of residence

Cross [X] to select one of the following:

1. Managed investment scheme registered with ASIC. 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.

Name of regulator:

ABN or registration/licensing details of trust:

4. Trust is a Government superannuation fund established by legislation.

Name of legislation:

5. Other – If individual and/or corporate trustee(s), please fill out the below sections. Attach additional pages if necessary.

Investor details (continued)

B5.1 Individual trustees

Individual trustee 1

Mr Mrs Miss Ms Dr Other:

Full given name(s):

Surname:

Residential address (cannot be a post office box)

Street name and number:

Suburb:

State: Postcode: Country:

Individual trustee 2

Mr Mrs Miss Ms Dr Other:

Full given name(s):

Surname:

Residential address (cannot be a post office box)

Street name and number:

Suburb:

State: Postcode: Country:

B5.2 Corporate trustee

Full name of corporate trustee(s):

Full business name of the trustee or trading name (if any):

One trustee must also complete Section B – Individual/Joint/Sole trader or Company and provide the requested supporting identification documentation.

B5.3 Trust beneficiary details

Attach additional pages if necessary.

Mr Mrs Miss Ms Dr Other:

Full given name(s):

Surname:

Mr Mrs Miss Ms Dr Other:

Full given name(s):

Surname:

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



Foreign Account Tax Compliance Act (FATCA)

C1: Individual

Are you a US citizen or resident for tax purposes?

Yes If yes, provide your US Taxpayer Identification Number (TIN):

No Go to Section D

C2: Entities

Cross [X] to select one of the following:

Regulated super fund (self managed superannuation fund, APRA regulated super fund, government super fund or pooled superannuation trust)

US trust, company or partnership

US Taxpayer Identification Number (TIN):

Is the trust, company or partnership exempt for US tax purposes? Yes No

Once complete, go to Section D

Financial institution or trust with a trustee that is a financial institution

Global Intermediary Identification Number (GIIN), if applicable:

If no GIIN is available, provide FATCA status

Once complete, go to Section D

Non-financial public company (public companies that are not financial institutions) – go to Section D

Non financial propriety company – go to C2.1 Partnership – go to C2.1

Trust (including testamentary trust) – go to C2.1 Charity – go to C2.1 Government entity – go to Section D

Registered co-operation – go to Section D Association – go to Section D

C2.1

Are any of the partners, trust beneficiaries, trustees, beneficial owners of corporate trustees, settlors or beneficial owners US citizens or residents of the US for tax purposes? Yes – Go to C2.2 No – Go to Section D

C2.2

Complete for each partner, beneficiary, trustee, beneficial owner of corporate trustees, settlor or beneficial owner. If required, provide additional details on a separate sheet.

US Person	US Person	US Person
Full given name(s) <input type="text"/>	Full given name(s) <input type="text"/>	Full given name(s) <input type="text"/>
Surname <input type="text"/>	Surname <input type="text"/>	Surname <input type="text"/>
US TIN <input type="text"/>	US TIN <input type="text"/>	US TIN <input type="text"/>
Residential address (PO Box is NOT acceptable) <input type="text"/>	Residential address (PO Box is NOT acceptable) <input type="text"/>	Residential address (PO Box is NOT acceptable) <input type="text"/>
Suburb <input type="text"/> State <input type="text"/>	Suburb <input type="text"/> State <input type="text"/>	Suburb <input type="text"/> State <input type="text"/>
Postcode <input type="text"/> Country <input type="text"/>	Postcode <input type="text"/> Country <input type="text"/>	Postcode <input type="text"/> Country <input type="text"/>



Details of contact persons

D1: Contact person 1

Mr Mrs Miss Ms Dr Other

Full given name(s):

Surname:

Phone number (home): Mobile number:

Phone number (work):

Email address:

Mailing address

Same as B1 Same as B2

Address:

Suburb:

State: Postcode: Country:

D2: Contact person 2

Mr Mrs Miss Ms Dr Other

Full given name(s):

Surname:

Phone number (home): Mobile number:

Phone number (work):

Email address:


Mailing address

Same as B1 Same as B2

Address:

Suburb:

State: Postcode: Country:

 **If you provide your email address, you agree that we may provide you with information including statements, transaction confirmations, reports and other material by email. From time to time we may still send you correspondence in the post. Contact Client Service if you wish to change your communication preferences.**

Annual financial reports

The latest annual financial report of the Fund will be available at macquarie.com.au/financial_statements.

Cross this box if you would like to receive an electronic copy of the annual report for each financial year.

Cross this box if you would like to receive a hard copy of the annual report for each financial year in the post.

Macquarie Online

Do you have an access code for any Macquarie Online? Yes No

If yes, please provide your access code:

If you would like an access code to the Macquarie Online service, complete the 'Online Registration form' located at macquarie.com.au/forms and return to Client Service. The full terms and conditions are available on the website.

Details of contact person (continued)

D3: Adviser/Consultant/Administrator/Agent

Full given name(s):

Surname:

Mailing address

Address:


Suburb:

State: Postcode: Country:

Phone number: Other contact number:

Email address:

Relationship to investor:

 **If you provide your email address, you agree that we may provide you with information including statements, transaction confirmations, reports and other material by email. From time to time we may still send you correspondence in the post. Contact Client Service if you wish to change your communication preferences.**

Preferred method of communication

Investor only Investor and adviser Adviser only



Fund and investment details

Fund name	APIR code	Minimum initial investment	Fund code	Investment amount (must be at least the 'Minimum initial investment')	Distribution options* (select one option only)	
					Reinvest	Deposit into nominated financial institution
Winton Global Alpha Fund	MAQ0482AU	\$20,000	WGA	\$ <input type="text"/>	<input type="text"/>	<input type="text"/>

* Nominate one distribution option. If no nomination is made, distributions will be automatically reinvested.

What is the purpose of investment? (select all applicable options)

Savings Growth Income Retirement Business account

Other (specify):

Detail the source of your investment amount (select all applicable options)

Savings Growth Income Retirement Business account

Other (specify):



Distribution and redemption proceeds details

Distribution and redemption proceeds can only be paid into an account with an Australian financial institution. This account must be in the investor's name. Payment to a third party is not permitted.

F1: Distribution of income

If you have nominated to have your distribution deposited into your nominated financial institution in Section E, complete account details below.

Name of financial institution:

Branch name:

Account name:

Branch number (BSB): Account number:

F2: Payment of redemption proceeds

Same as distribution of income account details

Name of financial institution:

Branch name:

Account name:

Branch number (BSB): Account number:



Account operating instructions

Indicate account signing authority for future transactions. If no option is nominated, all future written instructions must be executed by the individual(s) who have signed the Application Form.

Joint investors

Either to sign Both to sign

Company (Domestic/Foreign)

Sole director to sign The two directors that have executed this Application Form to sign

The director and company secretary that have executed this Application Form to sign

Other – please provide details:

Trust

If individual trustee(s)

Either trustee that has executed this Application Form to sign

Both trustees that have executed this Application Form to sign

Other – please provide details:

If corporate trustee(s)

Refer to requirements for 'Company (Domestic/Foreign)' listed above.



Client acknowledgement

For investment in the Fund:

- i. I/We have received, read and understood the PDS for the Fund and (as may be updated from time to time) to which my/our application relates and agree to be bound by the terms of the PDS.
- ii. I/We agree to be bound by the constitution of the Fund (as amended from time to time).
- iii. If I/we have received the PDS 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 notify Macquarie if I/we are aware of anything that may 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 the 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 Financial Services Council/Financial Planning Association of Australia Identification Form (**FSC/FPA Form**), I/we have provided all information required in that form and that information is accurate, complete and up to date.
- ix. I/We agree that by providing Macquarie with my/our email address, I/we consent to Macquarie corresponding with me/us via email, unless I/we notify Macquarie otherwise.
- x. I/We agree to personal information about me/us being collected, used and disclosed in accordance with Macquarie's Privacy Policy and the privacy statement in the PDS, including direct marketing.
- xi. If I/we am/are a trustee, I/we am/are authorised under the trustee deed of the trust to apply for, and hold, units in the Fund.
- xii. I/We represent and warrant, unless otherwise disclosed expressly to the contrary in this Application Form to Macquarie:
 - I/we am/are not a United States person or a resident of the United States for taxation purposes (**US Person**)
 - no person or entity controlling, owning or otherwise holding an interest in me/us is a US Person, and
 - I/we will not be receiving any financial product or financial service referred to in, or contemplated by, this PDS or any payment in connection therewith for the account or benefit of a US Person.
- xiii. I/We agree:
 - that the representations set out in the preceding paragraph are made by me/us on the date on which I/we sign the Application Form and on each day thereafter until the termination of the Fund
 - to promptly notify Macquarie of any change in circumstance which would cause the representations and warranties set out above to be incorrect or misleading, and
 - to the FACTA provisions set out in Section 5 of the PDS.

Use of facsimile or email

If you submit your Application Form by facsimile, Macquarie may rely on the faxed Application Form to process and accept your application.

For each investment in the Fund, if Macquarie receives instructions by facsimile or a scanned signed request by email in relation to our investment in the Fund, I/we:

- acknowledge that there is potentially a greater risk that fraudulent facsimile instructions or a scanned signed instruction by email can be given by someone who has access to my/our account number and a copy of my/our signature(s) and that I/we accept such risks
- acknowledge that Macquarie may assume that the instruction has been sent, and is authorised, by or behalf of me/us, and
- release Macquarie from, and indemnify Macquarie against all losses and liabilities arising from any payment or action taken by Macquarie based on any instruction bearing my/our account number and a signature that purports to be mine/ours or that of an authorised signatory on the account, even if such instructions are not authorised (except to the extent that such losses and liabilities directly arise from the negligence or wilful default of Macquarie).

Client acknowledgement (continued)

You should read the PDS 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.

Before signing this Application Form, you should ensure that you have received all 15 pages of this Application Form and completed all relevant pages. If the other pages of this Application Form are not attached to this page or have not been completed correctly, you should contact us or your financial adviser.

Authorisation 1

Signature

Date:

Name:

Title:

Director Company Secretary Trustee

Sole Director Attorney

Other (please specify):

Authorisation 2

Signature

Date:

Name:

Title:

Director Company Secretary Trustee

Attorney

Other (please specify):



Adviser declaration

Adviser given name(s):

Surname:

Company name:

Dealer group: AFSL:

Phone number:

Email address:

Address:

Suburb:

State: Postcode: Country:

Signed:

Date:

1. Please complete and enclose a copy of the relevant Financial Services Council/Financial Planning Association of Australia Identification Form (**FSC/FPA Form**) in relation to the applicant referred to in this Application Form. The financial adviser can obtain a copy of the FSC/FPA Form by visiting macquarie.com.au/aml.
2. By signing below and submitting the FSC/FPA Form with this Application Form, the financial adviser represents to Macquarie that they:
 - a. have followed the FSC/FPA Industry Guidance Note No.24 and any other application guidelines and laws with respect to the Act 2006 (**AML/CTF Laws**)
 - b. will make available to Macquarie, on request, original verification and identification records obtained by the financial adviser in respect of the applicant, being those records referred to in the FSC/FPA Form
 - c. will provide details of the customer identification procedures adopted by the financial adviser in relation to the applicant
 - d. have kept a record of the applicant's identification and verification and will retain these in their file for a period of seven years after their relationship with the applicant has ended
 - e. will use reasonable efforts to obtain additional information from the applicant if Macquarie requests the financial adviser to do so
 - f. will not knowingly do anything to put Macquarie in breach of AML/CTF Laws, and
 - g. will notify Macquarie immediately if they become aware of anything that would put Macquarie in breach of AML/CTF Laws.

Contact details

Financial advisers

Phone 1800 814 523

Institutional investors

Phone (02) 8245 4900

Master trusts and wrap operators

Phone 1800 814 523

Fax (02) 8232 4730

Prospective investors

Call your financial adviser
or Macquarie on 1800 814 523

Macquarie Investment Management Client Service

PO Box R1723

Royal Exchange NSW 1225 Australia

Email

mim.clientservice@macquarie.com

Website

macquarie.com.au/mim