

BT Wholesale Multi-manager Balanced Fund

Product Disclosure Statement

Issued 1 July 2019

ARSN 098 405 380 APIR BTA0221AU

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How to read this PDS

2 The BT Wholesale Multi-manager Balanced Fund (the Fund) is issued by BT Funds Management Limited ABN 63 002 916 458 AFSL 233724 as the responsible entity of the Fund. The ! symbol indicates you can read more about this section in the Additional Information Booklet, the Additional Information – investment managers and the Additional Information – buy-sell spreads, which also form part of this PDS.

4 This PDS provides important information you should consider before making a decision to invest in the Fund.

5 The information in this document is general information only and doesn't take into account your personal objectives, financial situation or needs. You should consult a licensed financial adviser to obtain financial advice that's tailored to suit your personal circumstances.

8 Investments in the Fund can only be made by someone receiving this PDS (including an electronic version) in Australia. If you're in possession of this PDS outside Australia, you should seek advice regarding restrictions on investing. Failure to comply with relevant restrictions may violate laws.

1. About BT Funds Management Limited

BT Funds Management Limited (BTFM, we, us, our) is the responsible entity of the Fund, which is a registered managed investment scheme. We offer investors a wide choice of investments as well as ongoing monitoring and analysis. We're also responsible for the day-to-day administration and operation of the Fund, and for ensuring it complies with the constitution and legislation. This responsibility includes establishing, implementing and monitoring the Fund's investment objective and strategy. We're the issuer of units in the Fund offered in this PDS and have prepared and issued this PDS.

We're a subsidiary of Westpac Banking Corporation ABN 33 007 457 141 AFSL 233714 (Westpac). An investment in the Fund is not an investment in, deposit with, or other liability of Westpac or any other company in the Westpac Group. An investment in the Fund is subject to investment risk, including possible delays in the payment of withdrawals and loss of income and principal invested. No member of the Westpac Group (including BTFM) stands behind or otherwise guarantees the capital value or investment performance of the Fund.

Investment management of the Fund

We provide investment opportunities across a range of asset classes, including shares, property, fixed interest and cash.

Our investment team provides in-depth monitoring and analysis of the Fund and its investment managers.

The Fund is built around long-term strategic asset allocations (SAAs) which are reviewed annually and as otherwise required to adapt to significant changes in market conditions.

The team determines the asset allocation, and selects and blends investment managers with the potential to consistently deliver outperformance across the business cycle within an actively managed risk management framework. These investment managers are monitored regularly and as part of this review process an investment manager can be added or removed at any time and without prior notice. Details of any change will be available on bt.com.au/pdsupdates.

The investment managers have consented to statements about them in this PDS, in the form and context in which they appear and have not withdrawn their consent before the date of this PDS.

 You should read the important information about investment managers in the 'Additional Information – investment managers' document before making a decision.

- Go to 'Additional Information – investment managers' at bt.com.au/wspds.

The material relating to investment managers may change between the time when you read the PDS and the day when you acquire the product.

2. How the Fund works

When you invest your money in the Fund, your money is pooled together with other investors' money. We use this pool to buy investments, and those investments are managed on behalf of all investors in the Fund. By investing this way you acquire an interest in the Fund and access skilled investment management as well as investments you may otherwise not be able to access. However, we have day-to-day control over the operation of the Fund.

So that you know what your interest in the Fund is worth, we divide the net asset value of the assets in the Fund into 'units', and issue these units to investors. We'll calculate a price for each unit and keep a record of the number of units you've acquired.

If you invest in the Fund you'll be invested in wholesale units.

You can increase your units by reinvesting distributions or making an additional investment, or decrease your units by making a withdrawal.

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

Unit prices

Generally, unit prices are calculated each Business Day for the preceding Business Day. A Business Day means a day (other than a Saturday, Sunday or public holiday) on which banks are open for business in Sydney. The unit price will change as the market value of assets in the Fund rises or falls. Assets and liabilities of the Fund for the purposes described in this PDS are valued in accordance with the Fund's constitution.

Entry prices are generally higher than exit prices due to the costs of buying and selling the underlying assets of the Fund. The difference is called the 'buy-sell spread'. There is no buy-sell spread on distributions that are reinvested.

Minimum initial investment

The minimum initial investment in the Fund is \$500,000.

Additional investments

You can add to your investment in several ways.

- Use your financial institution's **BPAY**[®] facility. You can find Fund's Biller Code and Reference Number on bt.com.au.
- Use direct debit at *BT Online*. Please refer to the direct debit and regular savings plan request form available on the forms page at bt.com.au or by calling Customer Relations on 1800 819 935 for the terms and conditions.
- Establish a regular savings plan.
- Send a cheque made payable to 'BT Funds Management Limited – a/c [Investor name(s)]' with a completed additional investment request form available on the forms page at bt.com.au or by calling Customer Relations on 1800 819 935.

How to withdraw

You can withdraw some or all of your units through *BT Online* via bt.com.au if you have previously provided us with bank details.

You can mail or fax us a completed withdrawal request form or provide a written notice of withdrawal (only if you've previously supplied written notice of bank account details).

We will generally pay withdrawals to your nominated bank account within five Business Days, or within 14 Business Days if you choose to receive a cheque. A bank account means an account with an Australian Authorised Approved Deposit Taking Institution (which includes a building society and credit union).

In certain circumstances, such as a freeze on withdrawals or where the Fund is illiquid (as defined in the Corporations Act), you may have to wait a longer period of time before you can redeem your investment.

How we process transactions

Generally, if we receive a correctly completed application and monies or a correctly completed withdrawal request before 4pm (Sydney time) on a Business Day, it will be processed with the unit price calculated for that day. Where we receive correctly completed documentation and monies (where applicable) after 4pm (Sydney time) on a Business Day, it will be processed using the unit price determined for the following Business Day.

Distributions

The Fund generally pays distributions quarterly and under special circumstances may pay special distributions.

Distributions are generally calculated based on the Fund's net income at the end of the distribution period divided by the number of units on issue. Net realised capital gains are generally distributed in the final distribution of the financial year.

Distribution payments are generally made within 10 Business Days after the end of the distribution period, with the exception of financial year end, which may take longer.

Indirect investors

We authorise the use of this PDS as disclosure to people who wish to access the Fund indirectly through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service, a managed account or any other service or platform approved by us (collectively referred to as an 'investment service') or through a superannuation fund.

An investment in the Fund offered under this PDS through an investment service or superannuation fund does not entitle you to a direct interest in the Fund. This means the rights that apply to someone who invests directly in the Fund are not available to you, but rather to the operator or custodian of the investment service or the trustee or custodian of the superannuation fund (each referred to as the 'Operator').

The Operator will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

Where you are accessing this Fund via an investment service or superannuation fund, the terms 'you' and 'your' used in this PDS refer to you as an investor through such products.

 You should read the important information about 'How the Funds work' in Section 2 of the Additional Information Booklet before making a decision.

- Go to Section 2 of the Additional Information Booklet at bt.com.au/wspds.

The material relating to 'How the Funds work' may change between the time when you read the PDS and the day when you acquire the product.

3. Benefits of investing in the Fund

Key features

The Fund is an actively managed multi-manager diversified portfolio of investments. You can find the latest information about the investment managers on bt.com.au/wspds.

Key benefits

The key benefits of the Fund are as follows.

- Potential for long-term capital growth and enhanced performance through active management.
- A team of experienced and dedicated professionals actively looking after your investment.
- Effective risk management through diversification, investment management selection and ongoing monitoring.
- Cost-effective access to some of the world's best specialist investment managers.
- Access to information about your investment 24/7 on our secure client website at *BT Online* enabling you to keep track of your investments.

 You should read the important information about 'Benefits of investing in the Funds' in Section 3 of the Additional Information Booklet before making a decision.

- Go to Section 3 of the Additional Information Booklet at bt.com.au/wspds.

The material relating to 'Benefits of investing in the Funds' may change between the time when you read the PDS and the day when you acquire the product.

4. Risks of managed investment schemes

All investments carry risk.

The likely investment return and the risk of losing money is different for each managed investment scheme, as different strategies carry different levels of risk based on the underlying mix of assets. Generally, the higher the level of risk you're prepared to accept, the higher the potential returns or losses. Assets with the highest long-term returns may also carry the highest level of short-term risk. Growth assets, such as shares and property, are generally considered the most volatile assets, ie they're likely to experience greater fluctuations in value than defensive assets, such as fixed interest and cash.

The significant risks for the Fund are as follows.

Asset class risk

This is the risk associated with a particular asset class. For example, equities are generally more volatile than fixed interest investments, while investing in international equities adds additional risks because of currency movements, differing tax structures and social, economic and political factors affecting a country or region.

Market risk

These are factors that can influence the direction and volatility of an overall market as opposed to security specific risks. These factors can be specific to one country or affect a number of countries. Macroeconomic, technological, geopolitical or regulatory conditions and even market sentiment changes can mean the value of investment markets change. These factors include shocks to an economy, such as a spike in the price of oil, terrorist threats, political elections, environmental catastrophes, or changes to monetary or fiscal policy.

Security specific risk

This is the risk associated with an individual security. The price of securities in a company may be affected by unexpected changes in that company's operations or business environment such as changes in management or the loss of a significant customer.

Liquidity risk

This is the risk that a security or asset may not be converted to cash in a timely manner.

Interest rate or duration risk

This is the risk associated with adverse changes in security prices as a result of interest rate movements. For example, this could be due to a change in the absolute level of interest rates, the spread between two interest rates, the shape of the yield curve, or in any other interest rate relationship. Duration refers to the sensitivity of security prices to a change in interest rates.

International investments risk

International investments may be affected by movements in foreign currency exchange rates, interest rates, political and economic uncertainties, lower regulatory supervision and more volatile, less liquid markets compared with Australian investments.

Currency risk

The Fund may invest across multiple countries which includes the risk that foreign currency fluctuations may negatively impact

on the value of investments to the extent that it is left unhedged. Hedging investments back into Australian dollars may help to manage this risk.

Risk can be managed but it can't be completely eliminated. It's important to understand the following.

- The value of your investment will go up and down.
- Past performance isn't an indicator of future performance.
- The level of returns will vary and future returns may differ from past returns.
- Returns are not guaranteed and there's always the chance you may lose money on any investment you make in the Fund.
- Laws affecting your investment in a managed investment scheme may change over time.

The level of risk appropriate for you will depend on a range of factors including your age, investment timeframe, where other parts of your wealth are invested and how comfortable you are with fluctuations in the value of your investment over your investment timeframe.

 You should read the important information about 'Risks of managed investment schemes' in Section 4 of the Additional Information Booklet before making a decision.

- Go to Section 4 of the Additional Information Booklet at bt.com.au/wspds.

The material relating to 'Risks of managed investment schemes' may change between the time when you read the PDS and the day when you acquire the product.

5. How we invest your money

WARNING: You should consider the Fund's likely investment return, the Fund's investment objective, the Fund's risk level, your individual circumstances and your investment timeframe, before choosing to invest in the Fund.

BT Wholesale Multi-manager Balanced Fund

Investment objective	To provide moderate to high total returns (before fees and taxes) over the medium term from a combination of capital growth and income through a diversified mix of growth and defensive assets.	
Suitability	The Fund is intended to be suitable for investors seeking exposure to a diversified range of investments with both income producing and growth characteristics who have a medium to high tolerance for risk.	
Minimum suggested timeframe	5 years	
Strategic asset allocation (SAA) ranges	Asset class	SAA Range %
	Equity – Australian Listed	6 – 46
	Equity – International Listed	12 – 52
	Property – Australian Listed	
	Property – International Listed	0 – 22
	Property – International Unlisted	
	Infrastructure – International Unlisted	0 – 18
	Commodities – International Listed	0 – 7

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	Other – Growth Alternatives	0 – 22
	Other – Defensive Alternatives	
	Fixed Income – Australian	0 – 26
	Fixed Income – International	0 – 32
	Cash	0 – 25
	Total Growth Assets	55 – 80
	Total Defensive Assets	20 – 45
	For up-to-date information on the strategic asset allocation for each asset class, please visit bt.com.au/wspds .	
Investment strategy	The Fund invests in a diverse mix of assets with both income-producing assets of cash and fixed interest (around 30%) and growth assets of shares and property (around 70%). The Fund's exposure to these asset classes will be obtained primarily by investing directly into our sector specific funds. The Fund may also hold assets directly including derivatives, currency and other unit trusts.	
Risk level	5 - Medium to high Medium to high risk of short-term loss. Likely to produce medium to high returns over the minimum suggested timeframe.	
Changes to Fund details and investments	We have the right to make changes to the Fund at any time, and in some cases without prior notice. This could include closing or terminating the Fund, or amending its investment parameters, including the investment objective and strategy, investment manager(s), buy-sell spread or asset class allocation ranges and currency strategy (if applicable). We will inform you about any material change to the Fund's details in your next regular communication or as otherwise required by law. Details of any change will be available on bt.com.au/pdsupdates .	



You should read the important information about 'How we invest your money' in Section 5 of the Additional Information Booklet before making a decision.

– Go to Section 5 of the Additional Information Booklet at bt.com.au/wspds.

The material relating to 'How we invest your money' may change between the time when you read the PDS and the day when you acquire the product.

6. Fees and costs

DID YOU KNOW?

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

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

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

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

TO FIND OUT MORE

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

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the Fund as a whole.

Unless otherwise stated, all fees are inclusive of GST and take into account reduced input tax credits (RITC), if applicable, in respect of the GST component of the fee.

Taxes are set out in another part of this document and Section 7 of the Additional Information Booklet.

WARNING: Additional fees may also be payable to a financial adviser, if you consult a financial adviser, and you should refer to the Statement of Advice for details.

You should read all the information about fees and costs because it is important to understand their impact on your investment. You can also use this information to compare the costs between different simple managed investment products.

Type of fee or cost ^{1,2}	Amount
Fees when your money moves in or out of the Fund	
Establishment fee	Not applicable
Contribution fee	Not applicable
Withdrawal fee	Not applicable
Exit fee	Not applicable
Management costs	
The fees and costs for managing your investment ^{3,4}	0.79% of the value of your assets in the Fund per year. This is comprised of: <ul style="list-style-type: none"> – Management fee of 0.78% – Indirect costs of 0.01% comprising performance-related fees of 0.01% plus 0.00% other indirect costs.

- 1 Fees in this PDS can be individually negotiated if you're a wholesale client under the Corporations Act.
- 2 Adviser fees may also apply. For more information, refer to Section 6 of the Additional Information Booklet.
- 3 The management fee is directly paid from the assets of the Fund and is reflected in the unit price of your investment.
- 4 The amount of indirect costs is an estimate for the financial year ending 30 June 2019. Refer to the 'Additional explanation of fees and costs' section below and Section 6 of the Additional Information Booklet for more information about indirect costs and performance-related fees.

To see how fees and costs may affect your investment, use the calculator on the ASIC website at www.moneysmart.gov.au/tools-and-resources/calculators-and-apps/managed-funds-fee-calculator.

Example of annual fees and costs for the Fund

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

Example – Balance of \$550,000¹ with a contribution of \$5,000¹ during the year		
Contribution fee	\$0	For every additional \$5,000 you put in, you will be charged \$0.
PLUS		
Management costs ²	0.79%	And, for every \$550,000 you have in the Fund you will be charged \$4,345 each year.
EQUALS		
Cost of Fund		If you had an investment of \$550,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees of: \$4,345 ² What it costs you will depend on the fees you negotiate.

- 1 This amount is prescribed by legislation. The example above assumes that the \$550,000 is invested for the entire year, the value of the investment is constant over the year and the additional \$5,000 is invested at the end of the year. Therefore management costs are calculated using the \$550,000 balance only.
- 2 Additional fees may apply. Please note this example doesn't capture all the fees and costs that may apply to you, such as the buy-sell spread.

Additional explanation of fees and costs

Management fee

We charge a management fee for managing the assets of the Fund and overseeing the operations of the Fund. The management fee is charged as a percentage of the value of assets of the Fund. It's accrued daily and paid from the Fund

monthly. The constitution for the Fund allows us to charge a management fee of up to 2.5% (excluding GST) of the value of the assets in the Fund.

Changes in fees and costs

We may change the amount of the fees and costs payable to us without your consent (up to any maximum that is allowed under the Fund's constitution). If we increase the fees or costs payable to us (such as the management fee), we will generally provide you with written notice at least 30 days prior to the change becoming effective.

Indirect costs

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

The amount included in the table of fees and costs constitutes an estimate of the indirect costs incurred in relation to the year ended 30 June 2019 in connection with managing the underlying assets of the Fund. These indirect costs may vary from year to year.

They include:

- **Performance-related fees:** We generally do not charge performance fees directly for the Fund. Where an investment manager is appointed to manage a part of the Fund's assets directly or indirectly (for example through an underlying fund), and charges a performance fee, this is referred to as a performance-related fee and is included in indirect costs. Generally, a performance-related fee will only be charged in respect of a fund when the investment return outperforms either the relevant benchmark or a specific performance hurdle return. However, usually, any prior underperformance must also be made good before the investment manager qualifies for a performance fee. The performance fee rate typically ranges from 0% to 25% of the outperformance over the relevant benchmark or performance hurdle and is generally paid at least annually (performance period). A performance fee may still be payable to an investment manager even where the Fund's overall performance has declined over a performance period because that investment manager may have outperformed their benchmark or hurdle over the period.
- **Other indirect costs:** The Fund may incur other indirect costs via investments through underlying funds (where applicable). Typical indirect costs include costs incurred within an underlying fund which reduce the valuation of that underlying fund.

Transaction costs (including buy-sell spreads)

In managing the assets of the Fund, transaction costs may be incurred when assets are bought and sold. These costs include brokerage, settlement, clearing, stamp duty and the difference between the actual price paid or received for acquiring or disposing of an asset and its actual value at that time. These transaction costs impact the return of the Fund when trading activity is undertaken to execute the Fund's investment strategy and may be recouped in part or whole through the buy-sell spreads when applications and redemptions are made. They are an additional cost to you.

An allowance for transaction costs arising from applications and redemptions made by investors into and out of the Fund is charged in the form of a buy-sell spread. Buy-sell spreads are not retained by us but rather paid to the Fund to reduce the risk that other unit holders are disadvantaged by the trading activity arising from applications or redemptions. Buy-sell spreads are determined after the daily unit price is calculated and are applied

to the daily unit price for applications (ie the application price) and deducted from the daily unit price for redemptions (ie the redemption price).

Transaction costs which arise from trading activity to execute the Fund's investment strategy, and are not the result of applications into and redemptions from the Fund, are not covered by the buy-sell spread.

We estimate that the total transaction costs for the Fund for the year ending 30 June 2019 are 0.29% of the Fund's value of assets, of which 0.10% is recouped via the buy-sell spread when applications and redemptions take place. The net amount arrived at by deducting the transaction costs recouped via the buy-sell spread from the total transaction costs is 0.19% and is reflected in the net investment return of the Fund. In circumstances where the net transaction cost is negative, the value will be rounded to zero. Borrowing costs of 0.00% are included in the total transaction costs for the Fund. These costs may vary in future.

The current buy-sell spread for the Fund is available in 'Additional Information – buy-sell spreads' at bt.com.au/wspds. We may vary the buy-sell spread from time-to-time and we won't ordinarily provide prior notice.

 You should read the important information about 'Fees and costs' in Section 6 of the Additional Information Booklet before making a decision.

- Go to Section 6 of the Additional Information Booklet at bt.com.au/wspds.

You should also read the important information about 'buy-sell spreads' in the 'Additional Information – buy-sell spreads' before making a decision.

- Go to 'Additional Information – buy-sell spreads' at bt.com.au/wspds.

The material relating to 'Fees and costs' may change between the time when you read the PDS and the day when you acquire the product.

7. How managed investment schemes are taxed

WARNING: You should note that investing in the Fund is likely to have tax consequences. We strongly advise that you seek independent professional tax advice before investing in the Fund.

The Fund attributes all of the taxable income, including realised net capital gains and tax credits (if any), to investors each year. As such, the Fund should not be subject to income tax. Rather, investors should be subject to tax on their share of attributions made by the Fund.

You may also be subject to Capital Gains Tax on the disposal of your investment in the Fund.

Investing in the Fund may also affect your entitlement to pension or other social security benefits. We suggest you seek advice from your financial adviser or Centrelink.

i You should read the important information about 'How managed investment schemes are taxed' in Section 7 of the Additional Information Booklet before making a decision.

- Go to Section 7 of the Additional Information Booklet at bt.com.au/wspds.

The material relating to 'How managed investment schemes are taxed' may change between the time when you read the PDS and the day when you acquire the product.

8. How to apply

You should follow these steps to invest in the Fund.

1. Before completing the application form you should read the entire PDS, the Additional Information Booklet, the Additional Information – investment managers and the Additional Information – buy-sell spreads, to ensure the Fund meets your needs.
2. Complete the application form and the relevant customer identification form available by calling 1800 819 935 or emailing investorservices@btfinancialgroup.com. Payment details and methods are available with the application form. Cheques should be made payable to 'BT Funds Management Limited – a/c [Investor name(s)]'.
3. You should mail your completed forms to:

Attn: BT Corporate Accounts Team, GPO Box 2675, Sydney, NSW 2001

We may decline to accept any application for units without giving reason.

If you're not satisfied with us, please contact us and we'll do our best to resolve any matters quickly and fairly.

If you are not satisfied with our response, you may lodge a complaint with the Australian Financial Complaints Authority:

Online: www.afca.org.au

Email: info@afca.org.au

Phone: 1800 931 678

Mail: Australian Financial
Complaints Authority
GPO Box 3,
Melbourne VIC 3001.

9. Other information

The Fund is subject to regular reporting and may be subject to continuous disclosure obligations. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. You can also call us to obtain copies of the following documents free of charge.

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

Updated information

Information in this PDS, including any material that is incorporated by reference into the PDS, is subject to change from time to time. For information that is not materially adverse, such as a change of investment manager(s) or minor changes to strategic asset allocation for the Fund, we may update such information by placing it on our website (bt.com.au/pdsupdates). You may also be able to obtain a paper copy of any updated information, free of charge, in several ways.

- Contact your investment service or superannuation fund Operator (for indirect investors).
- Contact your financial adviser.
- Call our Customer Relations team on 1800 819 935.
- Email us at investorservices@btfinancialgroup.com.

i You should read the important 'Other information' in Section 9 of the Additional Information Booklet before making a decision.

- Go to Section 9 of the Additional Information Booklet at bt.com.au/wspds.

The material relating to 'Other information' may change between the time when you read the PDS and the day when you acquire the product.

For more information

bt.com.au | 1800 819 935 | investorservices@btfinancialgroup.com

