

Perpetual Wholesale International Share Fund

Product Disclosure Statement

Contents

1. About Perpetual Investment Management Limited
2. How Perpetual Wholesale International Share Fund works
3. Benefits of investing in Perpetual Wholesale International Share Fund
4. Risks of managed investment schemes
5. How we invest your money
6. Fees and costs
7. How managed investment schemes are taxed
8. How to apply

Contact details

If you have any questions or would like a free copy of the PDS or any updates, any information incorporated by reference in the PDS or more information about Perpetual Wholesale International Share Fund:

Phone	1800 022 033
Mail	Perpetual Investment Funds GPO Box 4171 Sydney NSW 2001
Website	www.perpetual.com.au/ wholesaleinternationalsharefundupdates
Email	investments@perpetual.com.au

Important notes

This PDS provides a summary of significant information and contains a reference to other important information which also forms part of the PDS. You should consider all of this information before making a decision to invest in this product.

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 financial advice tailored to your personal circumstances.

Certain information in this PDS may change from time to time. Where this information is not materially adverse, the updated information will be made available on our website www.perpetual.com.au. A paper copy of any updated information will be given to you without charge upon request. If a change is considered materially adverse, we'll replace this PDS. The Target Market Determination (TMD) for the Perpetual Wholesale International Share Fund is available on our website or by contacting us.

This PDS can only be used by investors receiving it (electronically or otherwise) in Australia. All amounts in this PDS are in Australian dollars and all times quoted are Sydney time (unless otherwise specified). A business day is a working day for Perpetual in Sydney.

**PRODUCT DISCLOSURE STATEMENT (PDS)
ISSUE NUMBER 12 DATED 19 DECEMBER 2024**

Issued by Perpetual Investment Management Limited
ABN 18 000 866 535 AFSL 234426

Perpetual 

1. About Perpetual Investment Management Limited

Responsible entity

Perpetual Investment Management Limited (PIML, we, us, our, Perpetual) is:

- the responsible entity of the Perpetual Wholesale International Share Fund (Fund)
- the issuer of units in the Fund and this PDS
- responsible for the appointment of the Fund's investment manager (see 'Investment manager' below).

PIML is a wholly owned subsidiary of Perpetual Limited (ABN 86 000 431 827) and part of the Perpetual Group.

As the responsible entity of the Fund, our main responsibilities are to manage the Fund according to its constitution (copy available free of charge by contacting us) and investment strategy as well as properly administering it. An investment committee has been established to set the investment objectives, investment guidelines and investment approach for the Fund.

We may change the Fund's investment strategy whenever we believe it's in the best interests of investors, in accordance with the Fund's constitution.

In carrying out our duties, we are subject to the Corporations Act and must:

- act honestly and in the best interests of investors
- exercise care and diligence.

Subject to the Corporations Act:

- we're not liable to investors for any losses in any way relating to the Fund, except to the extent to which the loss is caused by our fraud, negligence or breach of trust
- our liability is limited to our ability to be indemnified out of the assets of the Fund.

Investment manager

PIML has appointed Barrow, Hanley, Mewhinney & Strauss, LLC (Barrow Hanley) as the specialist investment manager for the Fund. Barrow Hanley is a leader in global value investing. Founded in 1979 and based in Dallas, Texas (USA), Barrow Hanley is a diversified investment management firm offering value-focused investment strategies spanning global equities and fixed income. Barrow Hanley enjoys a boutique culture with a singular focus to assist clients in meeting their investment objectives. Barrow Hanley is a subsidiary of Perpetual Limited and a related party of PIML. Perpetual Corporate Trust Limited (ABN 99 000 341 533, AFSL 392673) has appointed Barrow Hanley as its authorised representative (Representative number 001283250) under its Australian Financial Services Licence.

2. How Perpetual Wholesale International Share Fund works

The Fund (APIR code PER0050AU) is a managed investment scheme that is registered (ARSN 091 186 837) with the Australian Securities and Investments Commission (ASIC).

The Fund commenced in April 1997.

Investors

We authorise the use of this PDS as disclosure for both investors investing directly in the Fund and indirect investors that wish to access the Fund through an investor directed portfolio service (IDPS), IDPS-like scheme, a nominee or custody service or any other trading platform authorised by PIML (collectively referred to in this PDS as a 'Service').

If you are an indirect investor gaining exposure to the Fund through a Service, you do not yourself become an investor in the Fund. Instead, it is the Service operator, which invests for you and acts on your behalf, that has the rights of an investor. Certain provisions of the Fund's constitution are not relevant to indirect investors. For example, indirect investors cannot attend investor meetings or transfer or mortgage units in the Fund. You can request reports on your investment in the Fund from the Service operator and you should direct any inquiries to them.

'You' or 'your' refers to direct (including Service operators) and/or indirect investors in the Fund, as the context requires.

When you invest in the Fund, your money is pooled with investments from other investors and used to buy assets for the Fund, which the investment manager manages on behalf of all investors. Each unit that you hold in the Fund confers a proportional beneficial interest in the Fund. However, you are not entitled to any particular asset of the Fund and we, rather than you, have ownership and control over the Fund's assets, management and operation.

Value of your investment

When you invest, you will be allocated units in the Fund. The value of your investment in the Fund will vary as the Fund's units daily unit price changes to reflect increases or decreases in the market value of the Fund's assets.

Investments and withdrawals

Direct investors

Investments

The minimum initial investment in the Fund is \$25,000, which may be paid by cheque or direct debit.

You can increase your interest in the Fund at any time with additional investments of at least \$2,000 by BPAY® or direct debit.

® Registered to BPAY Pty Ltd ABN 69 079 137 518.

You can also establish a **savings plan** to make regular investments (minimum \$100) in the Fund automatically by direct debit from your nominated Australian bank, building society or credit union account on a monthly or quarterly basis.

Withdrawals

You can withdraw all or part of your investment in the Fund at any time as long as you maintain a minimum balance (currently \$25,000) after any partial withdrawal, otherwise we may close your account and pay the balance of your investment to you.

You can also establish a **regular withdrawal plan** to receive automatic payments from your investment for pre-determined amounts (minimum \$100) on a monthly, quarterly, half-yearly or yearly basis.

Switches

You can generally switch all or part of your investment at any time between the Fund and certain other funds where PIML is also the responsible entity using the Perpetual Investment Funds switch form. This is subject to meeting the withdrawal and application criteria (including minimum amounts) specified in the relevant PDS.

Indirect investors

You can invest in or withdraw all or part of your investment in the Fund by directing your Service operator to lodge an investment application or withdrawal request, as applicable, with us.

You should contact your Service operator for details about their requirements for:

- any minimum investment and withdrawal amounts
- processing requirements and timeframes
- distribution payment options
- identification verification procedures
- privacy policy.

You should also use any relevant application, withdrawal and other forms provided by your Service operator.

How units are issued or withdrawn

Generally, if our Sydney office receives and accepts an investment application electronically or otherwise (including investment amounts received by BPAY, where applicable), switch or withdrawal request (including those made online via myPerpetual) by 3.00pm on any business day, it will be processed using that day's entry and/or exit price (as applicable). If received and accepted after 3.00pm, it will be processed using the next calculated entry and/or exit price. If it's a non-working day for PIML in Sydney, the investment, switch or withdrawal will be processed using the next available entry and/or exit price.

The number of units issued for investment applications and switches into a fund is determined by dividing the investment or switch amount by the applicable entry price. The number of units withdrawn for withdrawals and switches from a fund is determined by dividing the withdrawal or switch amount by the applicable exit price.

For current entry and exit prices, visit our website or contact us.

Suspension of applications and withdrawals

In certain emergency situations that impact the effective and efficient operation of a market for an asset in the Fund or in circumstances where we otherwise consider it to be in investors' interests, we may suspend processing all applications or withdrawals for the Fund in accordance with the Fund's constitution and the law. This may include situations where:

- we cannot properly ascertain the value of an asset held by the Fund
- an event occurs that results in PIML not being able to reasonably acquire or dispose of assets held by the Fund
- the law otherwise permits us to delay or restrict processing applications or withdrawals.

This means that there may be times when investors are unable to:

- invest additional amounts into the Fund
- withdraw from the Fund within the usual period of 14 business days from when we accept a withdrawal request.

Applications or withdrawal requests received during the suspension will be processed using the entry or exit price applicable when the suspension is lifted.

Withdrawal of large investments

We can in certain circumstances also delay or stagger the payment of large withdrawal requests. Each withdrawal request will be paid within 30 days.

Distributions

A distribution is the payment of the Fund's distributable income to investors at predetermined intervals. The distributable income may include interest, dividends, foreign income, realised net capital gains and other income. In some circumstances, the Fund may also distribute a payment out of the capital invested. The components of a distribution will depend on the nature of the Fund's underlying assets.

The distribution amount depends on the Fund's distributable income. The amount of your distribution will be proportionate to the number of units held relative to the number of units on issue at the end of the distribution period. The amount will vary and sometimes there might not be any distribution.

Distribution of the Fund's distributable income to investors generally occurs half-yearly as at 30 June and 31 December. Distributions not reinvested are generally paid within 21 days after the end of the distribution period. However, the Fund's constitution allows up to 90 days after the end of the distribution period.

The Fund's constitution lets us make special distributions on an interim basis without prior notice to you. We can also determine to reinvest part or all of your distribution in the Fund.

Direct investors

You can choose to have your distributions:

- reinvested in the Fund
- deposited into your nominated Australian bank, building society or credit union account.

If you don't make a choice or if we're unable to credit your nominated account (if applicable), we'll reinvest your distribution.

Indirect investors

Please refer to your Service operator for details of any distribution payment options.

Regular reporting

Direct investors

You will receive:

- an initial investment statement, generally within seven business days of your application being accepted and processed
- an additional investment statement, generally within seven business days of any additional investment (except savings plan investments) being accepted and processed
- a withdrawal statement, generally within seven business days of any partial (except regular withdrawal plan) or full withdrawal request being processed

- a distribution statement, generally within seven business days following the payment of any distributions
- an annual statement providing details of your investment as at 30 June each year
- an annual report (including financial statements) for each financial year ending 30 June will be available at our website (copy by mail or electronically available on request)
- an annual tax statement and tax guide for the financial year, generally sent by the end of August or shortly after to help you prepare your income tax return
- confirmation of any other transactions that we are required to report on.

Indirect investors

All reports will be sent directly to your Service operator. They will use this information to provide you with regular reporting and information to help you complete your income tax return. Please contact your Service operator with any investor inquiries.

Updated information

You can go to our website or contact us for the latest investment returns and any other updated information in relation to the Fund. Other general information is also provided in the Fund's annual report, which is also available at our website.

Interest earned on application, withdrawal and distribution accounts

Application money, proceeds of withdrawal requests and distribution amounts are held in trust accounts prior to being processed. A member of the Perpetual Group retains any interest earned on these accounts.

Further information

Further details about how the Fund works, including information about acquiring and disposing of interests and how units are priced and investments are valued, are contained in a separate document titled 'Perpetual Wholesale International Share Fund – Additional information', which forms part of this PDS.

You should read the important information about how the Fund works before making a decision. Go to www.perpetual.com.au/wholesaleinternationalsharefundupdates.

The material relating to how the Fund works may change between the time when you read this PDS and the day when the product is acquired.

3. Benefits of investing in Perpetual Wholesale International Share Fund

The Fund aims to provide investors with long-term capital growth through investment in quality global shares and outperform the MSCI World Net Total Return Index (\$A) (before fees and taxes) over rolling three-year periods.

Optional features for direct investors

The Fund offers the following features to make it easy for you to manage your account and keep track of your investment:

- **direct debit** – for authorising us to debit your nominated account directly to make your initial and/or additional investments
- **BPAY** – for making additional investments electronically
- **savings plan** – for making regular investments by direct debit
- **regular withdrawal plan** – for receiving regular payments from your investment
- **email** – for providing various instructions to us and requesting withdrawals
- **myPerpetual online access** – for accessing and viewing your investment information, transacting on your account and updating your personal details online
- **authorised representative** – you can appoint a person, partnership or company as your authorised representative to act on your behalf in relation to your investment.

Please refer to the separate 'Perpetual Wholesale International Share Fund – Additional information' document available at www.perpetual.com.au/wholesaleinternationalsharefundupdates for further details about these features.

4. Risks of managed investment schemes

All investments carry risk. The value of your investment may fall for a number of reasons, which means that you may receive back less than your original investment when you withdraw or you may not receive income over a given timeframe. Before making an investment decision, it's important to understand the risks that can affect the value of your investment. While it's not possible to identify every risk relevant to investing in the Fund, we have detailed in the following table significant risks (in no particular order) that may affect your investment.

Different strategies may carry different levels of risk, depending on the assets that make up the strategy, and assets with the highest long-term returns may also carry the highest level of short-term risk due to their generally larger fluctuations in returns.

While it is impossible to completely eliminate investment risks, we and the investment manager aim to manage their impact by following consistent and carefully considered investment guidelines.

Perpetual Group has policies and procedures in place to manage any conflicts of interest, which ensure Perpetual's appointment and supervision of any related party is on arm's length terms and that any such related party performs its functions to the same standard as if the parties were not related and in the best interest of investors.

The level of risk for each person will vary depending on a range of factors including age, investment timeframe, other investments and risk tolerance. Your financial adviser can assist you in determining whether the Fund is suited to your financial needs and the level of diversification you need.

Neither PIML, the investment manager nor any other company in the Perpetual Group guarantee that you will earn any return on your investment or that your investment will gain in value or retain its value. The level of returns will vary, and future returns may differ from past returns. Investment in the Fund is subject to investment risk, including possible delays in repayment and loss of income and capital invested.

How the Fund manages risk

The investment manager aims to manage the impact of investment risks by following consistent and carefully considered investment guidelines.

Perpetual Group has policies and procedures in place to manage any conflicts of interest, which ensure that Perpetual's appointment and supervision of any related party is on arm's length terms and that any such related party performs its functions to the same standard as if the parties were not related and in the best interest of investors.

Significant risks

Type of risk	Description of risk
Market and economic risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment, the causes of which may include changes in governments or government policies, political unrest, wars, terrorism, sanctions, pandemics and natural, nuclear and environmental disasters. The duration and potential impacts of such events can be highly unpredictable, which may give rise to increased and/or prolonged market volatility.
Asset risk	A particular asset that the Fund invests in may fall in value, which can result in a reduction in the value of your investment.
Emerging market risk	Investments in emerging markets pose additional risks to those of developed markets due to factors such as lower regulatory supervision, greater economic uncertainty, less liquid markets, increased potential for political unrest and instability and/or volatility in currency and interest rates.
ESG risks	Inadequate consideration of issues related to environmental, social, governance (ESG) and ethical factors may mean that investment values are adversely impacted.
Company risk	When an investment in a company is made, an investor is exposed to many risks to which the company is exposed and may impact the value of the security. In addition, the market price of a company's securities may fluctuate in an unrelated or disproportionate way to the operating performance of the company.
Interest rate risk	Both prevailing interest rates and changes in interest rates may have a negative impact, either directly or indirectly, on investment returns.
Asset class concentration risk	Investing in a fund with exposure to predominantly one asset class such as global shares may lead to more volatile returns than investing in a fund with a more diversified portfolio with exposure to multiple asset classes.
Currency risk	For investments in international assets, which have currency exposure, there is potential for adverse movements in exchange rates to reduce their Australian dollar value. For example, if the Australian dollar rises, the value of international investments expressed in Australian dollars can fall.
Liquidity risk	The absence of an established market or shortage of buyers for certain types of investments can result in a loss if the holder of the investment needs to sell it within a particular timeframe. A shortage of liquidity can also result in delays in the payment of withdrawals.
Other investment risks	Investment professionals employed by investment managers may change, which may affect future investment performance. Investing in the Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income. Transactions may be suspended, which may result in delays in paying withdrawal requests. The Fund may be terminated.
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Conflicts risk	Conflicts of interest may arise between related parties appointed to provide services to the Fund.
Operational and cyber risks	The Fund's operations may be adversely impacted by breakdowns in internal/external administrative processes or circumstances beyond our reasonable control, such as failure of technology or infrastructure, or natural disasters. Despite security measures, fraud, data loss/damage or business disruption may result from cyber threats against or unauthorised infiltration of our technology systems and networks or those of our service providers.
Drawdown risk	The risk of a steep decline in value of an investment portfolio from a relative peak. Any time taken to recover a drawdown can vary considerably due to the nature of the underlying assets, the investment strategy, market conditions and the size of the drawdown.

5. How we invest your money

When choosing a fund in which to invest, you should consider the likely investment return, the risk and your investment timeframe. We recommend you consult a financial adviser for assistance in determining whether the Fund is appropriate for you.

Fund investments

Shares

Shares represent a portion of ownership in a company. Shareholders can benefit if a company passes on some of its profits to them through dividends and/or from capital growth if the share price rises.

Cash

Cash investments are limited to bank accounts.

Investment approach

The investment manager strives to achieve the Fund's objectives by adopting a value-oriented, bottom-up investment process focused on in-depth fundamental research to identify companies that trade below their intrinsic value for reasons that they can identify, believe are temporary and have a clearly identified path to achieving fair value.

The investment manager aims to select the most attractive securities to construct a well-diversified, active portfolio that seeks to provide asymmetrical returns by participating in up markets while aiming to protect in down markets. The portfolio will exhibit a clear value bias and seek characteristics such as:

- price/earnings ratios below the market
- price/book ratios below the market
- enterprise value/free cash flow ratios below the market
- dividend yields above the market.

The Fund will primarily invest in companies incorporated in developed markets and may hold up to 20% of the portfolio in companies incorporated in emerging markets.

The currency exposure in the Fund is unhedged.

The Fund does not invest in companies that are classified in the tobacco industry (including companies that manufacture cigarettes and other tobacco products) by the Global Industry Classification Standard (GICS®)^{1,2}

- 1 For additional information on GICS please visit www.msci.com/our-solutions/indexes/gics
- 2 The Global Industry Classification Standard ("GICS") was developed by and is the exclusive property and a service mark of MSCI Inc. ("MSCI") and S&P Global Market Intelligence ("S&P") and is licensed for use by Perpetual Services Pty Limited. Neither MSCI, S&P, nor any other party involved in making or compiling the GICS or any GICS classifications makes any express or implied warranties or representations with respect to such standard or classification (or the results to be obtained by the use thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability and fitness for a particular purpose with respect to any of such standard or classification. Without limiting any of the foregoing, in no event shall MSCI, S&P, any of their affiliates or any third party involved in making or compiling the GICS or any GICS classifications have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages.

Use of derivatives

The investment manager does not use derivatives for any purpose in the management of the Fund.

Borrowing

The Fund's constitution allows the Fund to borrow. The Fund doesn't intend to borrow as part of its investment strategy, however borrowing may occur in the daily management of the Fund. To the extent permitted, the Fund may borrow from a variety of sources, including companies associated with the Perpetual Group (in which case the terms are set on a commercial and arm's length basis).

Fund profile

Perpetual Wholesale International Share Fund	
Suitability	Designed for investors with the appropriate risk level, investment timeframe and objective – see below.
Risk level¹	6 – High
Suggested length of investment²	Seven years or longer
Investment return objective	Aims to provide investors with long-term capital growth through investment in quality global shares and outperform the MSCI World Net Total Return Index (\$A) (before fees and taxes) over rolling three-year periods.
Investment guidelines	
Global shares ³	95-100%
Cash ⁴	0-5%

- 1 See below for further information.
- 2 This is a guide only and not a recommendation. You should discuss your investment in the Fund with your financial adviser to ensure that it meets your needs.
- 3 The Fund invests predominantly in shares listed on any recognised global exchange. The Fund may also invest in shares proposed to be listed within six months on any such recognised exchange, limited to 10% of the Fund's net asset value.
- 4 Cash may be held in Australian dollars (AUD) or foreign currencies.

Risk level

The risk level represents the Standard Risk Measure (SRM), which is based on industry guidance to allow investors to compare investment options that are expected to deliver a similar number of negative annual returns over any 20 year period, as follows.

Risk band	Risk label	Estimated number of negative annual returns over any 20 year period
1	Very low	Less than 0.5
2	Low	0.5 to less than 1
3	Low to medium	1 to less than 2
4	Medium	2 to less than 3
5	Medium to high	3 to less than 4
6	High	4 to less than 6
7	Very high	6 or greater

The SRM is not a complete assessment of all forms of investment risk, for instance it does not detail what the size of the negative return could be or the potential for a positive return to be less than an investor may require to meet their objectives. Further, it does not take into account the impact of administration fees and tax on the likelihood of a negative return.

Investors should still ensure they are comfortable with the risks and potential losses associated with the Fund.

The SRM for the Fund may change over time for various reasons, including as a result of reviews of the underlying capital market assumptions that are used in its calculation and future changes to asset allocations. Any changes to the SRM at any time will be available at our website.

Further information

Further details about how we invest your money, including information about the Fund's approach to ESG is contained in a separate document titled 'Perpetual Wholesale International Share Fund – Additional information', which forms part of this PDS.

You should read the important information about how we invest your money before making a decision. Go to www.perpetual.com.au/wholesaleinternationalsharefundupdates.

The material relating to how we invest your money may change between the time when you read this PDS and the day when the product is acquired.

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 fees. 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)** Moneysmart website (www.moneysmart.gov.au) has a managed funds fee calculator to help you check out different fee options.

Fees and costs summary

The information in the 'Fees and costs summary' can be used to compare costs between different managed investment schemes.

Unless otherwise stated, all fees and costs disclosed in this PDS are inclusive of the net effect of goods and services tax (GST).

Fees and costs can be paid directly from your account or deducted from investment returns or from the Fund's assets as a whole.

If you are an indirect investor, any additional fees that you may be charged by your Service operator for investing in the Fund via their Service should be set out in their disclosure document.

Fees and costs summary

Perpetual Wholesale International Share Fund		
Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs	Management fees and estimated management costs are 0.99%, comprised of:	Management fees are deducted directly from the Fund's assets and reflected in its daily unit price. Direct investors may be able to negotiate the management fee with us. ²
The fees and costs for managing your investment	Management fee: 0.99% pa Estimated management cost: 0.00% ¹	Management costs may be charged directly to the Fund and/or incurred indirectly in underlying funds.
Performance fees	Nil.	Not applicable.
Amounts deducted from your		

investment in relation to the performance of the product		
Transaction costs	Estimated transaction costs are 0.06% pa ³	All transactions costs are paid out of the Fund's assets and reflected in its unit price. This amount represents net transaction costs borne by all investors after any buy/sell spread recoveries charged on investor transactions (see 'Buy/sell spread' below).
The costs incurred by the scheme when buying or selling assets		

Member activity related fees and costs (fees for services or when your money moves in or out of the product)⁴

Establishment fee	Nil.		Not applicable.
The fee to open your investment			
Contribution fee	Nil.		Not applicable.
The fee on each amount contributed to your investment			
Buy/sell spread	Buy spread 0.25% Sell spread 0.00%		Estimated transaction costs are allocated when an investor buys or sells units in the Fund by incorporating a buy/sell spread between the Fund's entry and exit unit prices.
An amount deducted from your investment representing costs incurred in transactions by the scheme			
Withdrawal fee	Nil.		Not applicable.
The fee on each amount you take out of your investment			
Exit fee	Nil.		Not applicable.
The fee to close your investment			
Switching fee	Nil.		Not applicable.
The fee for changing investment options			

¹ This estimated cost is calculated based on our reasonable estimate of management costs using the actual costs incurred for the first 11 months in the financial year ended 30 June 2024 and annualising these actual costs for the 12 month period in the full financial year. Ongoing annual costs may vary in future years without notice (see 'Additional explanation of fees and costs' in the 'Perpetual Wholesale International Share Fund - Additional information' document).

² See 'Differential fees' within 'Additional explanation of fees and costs' section in the 'Perpetual Wholesale International Share Fund - Additional information' document for further information.

³ Estimated transaction costs represent net transaction costs borne by all investors in the Fund after any buy/sell spread recoveries charged on investor transactions. This estimated cost is calculated based on our reasonable estimate of transaction costs using the actual costs incurred for the first 11 months in the financial year ended 30 June 2024 and annualising these actual costs for the 12 month period in the full financial year. Ongoing annual costs may vary in future years without notice (see 'Additional explanation of

fees and costs' in the 'Perpetual Wholesale International Share Fund - Additional information' document).

4 Direct investors may also authorise us to pay a member advice fee to their financial adviser (see 'Member advice fee' in the 'Perpetual Wholesale International Share Fund - Additional information' document).

Example of annual fees and costs

This table gives an example of how the ongoing annual fees and costs in Perpetual Wholesale International Share Fund can affect your investment over a 1-year period. You should use this table to compare this product with other products offered by managed investment schemes.

Example – Perpetual Wholesale International Share Fund		Balance of \$50,000 ¹ with a contribution of \$5,000 during year
Contribution fees	Nil	For every additional \$5,000 you put in, you will be charged \$0 .
Plus Management fees and costs	0.99%	And , for every \$50,000 you have in the Perpetual Wholesale International Share Fund you will be charged or have deducted from your investment \$495 each year.
Plus Performance fees	Nil	And , you will be charged or have deducted from your investment \$0 in performance fees each year.
Plus Transaction costs	0.06%	And , you will be charged or have deducted from your investment \$30 in transaction costs.
Equals Cost of Perpetual Wholesale International Share 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 and costs of \$525 . [*] What it costs you will depend on the fees you negotiate.

¹ We have assumed a constant value of \$50,000 for the whole year.

^{*}Additional fees may apply:

A **buy spread** of 0.25%, equal to \$12.50 on a \$5,000 contribution, will also apply.

Further information

Further information about fees and costs, including management fees and costs, transaction costs and maximum amounts allowable under the Fund's constitution, is available in a separate document titled 'Perpetual Wholesale International Share Fund - Additional information', which forms part of this PDS. The Fund's latest annual transaction costs and current buy/sell spread details, which also form part of this PDS, are publicly available at our website.

You should read the important information about fees and costs before making a decision. Go to www.perpetual.com.au/wholesaleinternationalsharefundupdates.

The material relating to fees and costs may change between the time when you read this PDS and the day when the product is acquired.

7. How managed investment schemes are taxed

Your investment in a registered managed investment scheme is likely to have tax consequences for you each year, even if you don't change your investment. Registered managed investment schemes generally don't pay tax on behalf of investors and you will be assessed for tax on any income and capital gains arising from your investment in the Fund.

The Fund has elected into the AMIT regime. As an AMIT, the income attributed to you may be more than or less than the distributions you receive in respect of the financial year ending 30 June.

The tax consequences of investing in managed investment schemes are particular to your circumstances, so we strongly recommend you seek professional tax advice.

If you are investing indirectly through a Service, you should also refer to your Service operator for further information about the tax treatment of your investment in the Fund through their Service.

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

Providing your TFN isn't compulsory but without it or the appropriate exemption information we or your Service operator (as applicable) have to withhold tax from the income distributed/attributed to you at the highest marginal tax rate (plus Medicare levy) until your TFN or exemption is provided.

You may prefer to provide an ABN as an alternative to your TFN if your investment is made as part of an enterprise.

Direct investors

We are authorised under tax laws to collect TFNs and ABNs in connection with your investment in the Fund.

Indirect investors

Please refer to your Service operator for more information on the collection of TFNs and ABNs for investors investing in the Fund through their Service.

Further information

Further general information about how managed investment schemes are taxed is available in the separate 'Additional information' document titled 'Perpetual Wholesale International Share Fund - Additional information', which forms part of this PDS.

You should read the important information about tax before making a decision. Go to www.perpetual.com.au/wholesaleinternationalsharefundupdates.

The material relating to tax may change between the time when you read this PDS and the day when the product is acquired.

8. How to apply

Investment applications

Direct investors

Please complete the application form, which is available at www.perpetual.com.au/wholesaleinternationalsharefundupdates or by contacting us. The application form includes detailed investment instructions.

Indirect investors

You should complete any relevant forms provided by your Service operator and follow their procedures.

Your cooling-off rights

Direct investors

Unless you are a wholesale client (as the term defined in the Corporations Act), you have up to 14 days from the earlier of the time when you receive confirmation of issue of units in the Fund to you or the fifth business day after the units in the Fund are issued to you where you can have your investment repaid ('cooling-off period').

The amount repaid will be adjusted for any transaction costs and any increase or decrease in the value of your investment. If you have authorised us to pay a member advice fee to your financial adviser on your behalf:

- we will reinstate the notional units previously deducted from your account and refund the amount to you only if we have not yet paid the fee to your financial adviser or
- you will be responsible for seeking a refund of any member advice fee from your financial adviser once it has been paid to your financial adviser.

Your right to be repaid during the cooling-off period does not apply if:

- you exercise any of your rights as an investor in the Fund
- you are switching between the Fund and certain other PIML funds where PIML is also the responsible entity

If you'd like to have your investment repaid, write to us stating that you want to be repaid during the cooling-off period (please include your account number). Your request must reach our Sydney office before the end of the cooling-off period.

When we receive your request, we will send you the details about your repayment.

Investments repaid may create a taxable gain or loss so we recommend that you seek professional tax advice.

Indirect investors

No cooling-off rights apply in respect of any investment in the Fund acquired by your Service operator on your behalf. For information about any cooling-off rights that may apply to you in respect of the Service that you invest through, please contact your Service operator directly or refer to their disclosure document.

Inquiries and complaints

Direct investors

We're committed to providing you with the highest level of service and we have established procedures for dealing with any inquiries and complaints relating to your investment in the Fund.

Inquiries

If you have an inquiry, you can either phone us on 1800 022 033 during business hours, email us at investments@perpetual.com.au or write to:

Perpetual Investment Funds
GPO Box 4171, Sydney NSW 2001

Complaints

If you have a complaint about your investment in the Fund, you should take one of the following steps:

1. Contact one of our Client Services representatives on 1800 022 033 and tell them about your complaint.
2. Email your complaint to MyComplaint@perpetual.com.au.
3. Complete our online complaints submission form available at www.perpetual.com.au/privacy-policy/making-a-complaint.
4. Put your complaint in writing and mail it to:
Perpetual Investment Funds
GPO Box 4171, Sydney NSW 2001

We will endeavour to respond to your complaint fairly and as quickly as we can and by no later than the maximum response timeframe of 30 days. If we have not had a reasonable opportunity to respond to your complaint before the maximum response timeframe ends, we will write to you to let you know.

If, before the maximum response timeframe for your complaint has passed, you don't feel as though your concerns are being heard or have received our response and are not satisfied with the resolution that has been proposed, our Client Advocacy Team may be able to assist you. Please see www.perpetual.com.au/about/client-advocacy for information on how to get in touch with our Client Advocacy Team members.

If, at any time, you are not satisfied with our response to your complaint, any aspect of our complaints handling process or if you have not received a response within the maximum response timeframe, the Australian Financial Complaints Authority (AFCA) might be able to assist you.

Australian Financial Complaints Authority

We are members of the AFCA external dispute resolution scheme.

AFCA has been established by the Commonwealth Government to deal with complaints from consumers and small businesses about financial services firms. AFCA service is free of charge to you.

Contact details for AFCA are as follows:

Phone	1800 931 678
Email	info@afca.org.au
Website	www.afca.org.au
Mail	Australian Financial Complaints Authority GPO Box 3, Melbourne VIC 3001

Indirect investors

You should direct any inquiries or complaints to your Service operator in the first instance. If your Service operator is unable to answer your query or resolve a complaint on your behalf, you can contact us directly.

