

MACQUARIE FUNDS GROUP

MACQUARIE MASTER AUSTRALIAN ENHANCED EQUITIES FUND



PRODUCT DISCLOSURE STATEMENT

Dated 31 January 2009

Issuer: Macquarie Investment Management Limited

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

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

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

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

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

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

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Fund features at a glance

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

About the Fund		Page
What type of investment is this?	A registered managed investment scheme.	04
Who is the responsible entity of the Fund?	Macquarie Investment Management Limited.	04
Who is the investment manager of the Fund?	Macquarie Investment Management Limited.	04
What is the Fund's objective?	The Fund seeks to outperform the S&P/ASX 300 Accumulation Index (Index) over the medium term (before fees) by using a range of disciplined enhancement strategies.	04
Commencement date of the Fund	13 May 1995.	
What is the suggested minimum investment timeframe?	Three to five years.	04
What does the Fund invest in?	The Fund invests into the Macquarie Australian Enhanced Equities Fund. The Macquarie Australian Enhanced Equities Fund is managed by replicating the S&P/ASX 300 Accumulation Index on approximately 90% of the fund before using a range of disciplined, risk-controlled enhancement strategies seeking to add value on the remaining portion.	05
Minimum transaction and balance requirements		
Direct investors		12
Minimum initial investment	\$100,000	
Minimum additional investment	\$10,000	
Minimum balance	\$10,000	
Indirect investors		
We suggest you contact your IDPS operator for minimum transaction and balance requirements.		
Fees		
Entry fee (referred to as a 'contribution fee')	No entry fee is payable.	07
Management fee	0.718% pa of net asset value (inclusive of the net impact of Goods and Services Tax (GST)). The fee is calculated on the net asset value of the Fund and is accrued daily and payable quarterly.	07
Exit fee (redemptions fee)	No exit fee is payable.	07
Switching fee	No switching fee is payable.	07
Buy/sell spread estimate	Our estimate in normal market conditions is +0.25% of unit price for applications and -0.25% of unit price for redemptions. However, in stressed and dislocated markets, the buy/sell spread may be significantly higher. From time to time, we may vary the buy/sell spread without notice to reflect changing market conditions. To obtain the current estimate of the buy/sell spreads, please visit www.macquarie.com.au/daily_spreads .	09

Risks		Page
There are a number of risks that may affect the value of your investment. At the date of this PDS, some of the key risks include, but are not limited to, the following:	<p>Volatility risk is the potential for the price of the Fund's investments or the unit price of the Fund itself to vary, sometimes markedly and over a short period of time. Recently, equity markets have generally fallen and have become more volatile; indeed volatility in some markets is at very high levels. Investing in such highly volatile conditions implies a greater level of risk for investors than an investment in a more stable market. You should carefully consider this additional volatility risk before making any investment in the Fund. As an indicator of risk, the greater the volatility of returns the more likely it is that returns will differ from those expected over a given time period. Investments in equity securities are traditionally towards the higher end of the risk-return spectrum and an investment in the Fund should be considered a speculative investment. This may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption.</p> <p>Market risk broadly refers to the potential for changes in share prices to result in a loss in the value of your investment in the Fund. This Fund primarily invests in companies that are listed on a share market and as a result is exposed to movements in their share prices. Factors that drive changes in share prices may include changing profitability of companies and the sectors and markets in which they operate, economic cycles, volume of share issuance, investor demand levels, business confidence and government and central bank policies.</p> <p>Manager risk refers to the risk that the Macquarie, as manager of the Fund and funds which the Fund invests in, will not achieve its performance objectives or not produce returns that compare favorably against its peers. This may occur in situations where prevailing market conditions are not conducive to the manager's investment style, or where the manager's investment decisions do not provide the returns expected of such investments.</p> <p>For a full description of these and some other significant risks please see section entitled 'The risks' which begins on page 5. You should read the risks section in full and seek your own professional advice in relation to an investment in the Fund.</p>	05
Distributions		
Frequency	Normally quarterly.	15
Unit pricing		
Frequency	Normally daily.	15
Cooling off period		
Direct Investors	<p>If you are a Retail Client (as defined in the Corporations Act) and invest directly into the Fund but decide the Fund is not suitable, you may request a redemption of your units during the 14 day cooling off period.</p> <p>The cooling off period commences when you receive your transaction confirmation or five business days after your units are issued, whichever is earlier.</p>	13
Indirect Investors	You should consult your IDPS operator about any cooling off rights you may have.	
Contact details		
Mail	PO Box R1723 Royal Exchange NSW 1225	
Telephone	Client Service 1800 814 523	
Fax	61 2 8232 4730	
Email	mfg.clientservice@macquarie.com	
Website	www.macquarie.com.au/mfg	

About the Fund

The Macquarie Master Australian Enhanced Equities Fund provides exposure to a portfolio of Australian equities that closely resembles the S&P/ASX 300 Index. The Fund gains exposure to Australian equities through securities listed or soon to be listed on the Australian Securities Exchange, as well as equity issued by Australian entities by investing in the Macquarie Australian Enhanced Equities Fund. The Fund is designed to provide capital growth and some income. It is not a suitable short term investment.

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

About Macquarie

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

Investment strategy

The Macquarie Master Australian Enhanced Equities Fund gains exposure to the equity market by investing into the Macquarie Australian Enhanced Equities Fund.

Partial index replication

The first part of our enhanced equities investment process focuses on index replication on about 90% of the Macquarie Australian Enhanced Equities Fund. We achieve this replication by investing in stocks in the S&P/ASX 300 Index in proportion to their index weights.

Low risk enhancement strategies

To maintain a risk-controlled profile in managing the Macquarie Australian Enhanced Equities Fund, we implement and closely monitor a comprehensive range of disciplined, risk-controlled strategies. These strategies aim to add value without any one position greatly increasing the overall risk. Each enhancement position is monitored on a daily basis to ensure it remains within strict stock and sector limits and that the reasons for holding it are still valid.

The investment process ranks stocks from best to worst based on the combination of statistical measures such as changes to forecast earnings, price momentum, company valuation and quality indicators. In addition the ranking may include opportunistic events such as floats & placements, share buybacks and index management.

Use of derivatives

The Macquarie Australian Enhanced Equities Fund may use derivative securities such as futures and options:

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

If we decide to use derivatives, we ensure that the Macquarie Australian Enhanced Equities Fund can always meet its commitments without having to borrow.

Stock lending

The Macquarie Australian Enhanced Equities Fund may lend securities to third parties by entering into securities lending transactions. This type of transaction occurs where the Macquarie Australian Enhanced Equities Fund lends some of its securities to a borrower for a period of time in return for a fee. The borrower may subsequently trade on the securities borrowed. In order to reduce the counterparty risk to which this practice exposes the Fund, the borrower is required to place collateral assets (typically cash) with the Fund. Further to this, legal contracts between the parties govern the rights and obligations of stock lending participants.

Ethical investments

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

What the Fund invests in

The Fund invests into the Macquarie Australian Enhanced Equities Fund. The Macquarie Australian Enhanced Equities Fund is managed by replicating the S&P/ASX 300 Accumulation Index on approximately 90% of the fund before using a range of disciplined, risk-controlled enhancement strategies seeking to add value on the remaining portion.

Fund performance

Performance history and Fund size information can be obtained from:

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

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

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

The benefits

This Fund offers investors:

- > **Return** – A potential return comprising both income and capital growth. The Fund aims to outperform the Index by using a range of disciplined enhancement strategies;
- > **Style Neutral investment philosophy** – which may lead to more consistent returns by not depending on the growth and value cycles of the share market. These cycles are typically unpredictable and hard to exploit and we instead focus on value adding strategies that arise from our statistical and event driven indicators;

- > **Experienced managers** – a team of investment professionals with an average of over ten years' investment experience each, adopting Macquarie's proven investment process which has been used across our Australian equities funds for over 15 years.

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

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

The risks

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

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

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

Volatility risk is the potential for the price of the Fund's investments or the unit price of the Fund itself to vary, sometimes markedly and over a short period of time. Recently, equity markets have generally fallen and have become more volatile; indeed volatility in some markets is at very high levels. Investing in such highly volatile conditions implies a greater level of risk for investors than an investment in a more stable market. You should

carefully consider this additional volatility risk before making any investment in the Fund. As an indicator of risk, the greater the volatility of returns the more likely it is that returns will differ from those expected over a given time period. Investments in equity securities are traditionally towards the higher end of the risk-return spectrum and an investment in the Fund should be considered a speculative investment. This may lead to fluctuations in the unit price and/or amounts distributed to unit holders, including fluctuation over the period between a redemption request being made and the time of redemption.

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

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

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

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

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

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

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

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

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

Fees and other costs

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

Did you know?

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

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

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable.

Ask Macquarie or your financial adviser.

To find out more

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

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

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund You may also incur a buy/sell spread ¹ when your money moves in or out of the Fund.		
Establishment fee The fee to open your investment.	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment.	Nil	Not applicable
Redemption fee The fee on each amount you take out of your investment.	Nil	Not applicable
Termination fee The fee to close your investment.	Nil	Not applicable
Management costs		
The fees and costs for managing your investment²	0.718% pa ³ of net asset value (inclusive of the net impact of GST). ⁴	The management fee accrues daily and is payable quarterly in arrears. It is deducted from the Fund's assets and is reflected in the Fund's unit price.
Service fees⁵		
Switching fee This is the fee for when you switch between investment options. You may also incur a buy/sell spread when switching between investment options.	Nil	Not applicable

1 See 'Buy/sell spread' under section Additional explanation of fees and costs.

2 Additional fees may apply, as well as the abnormal expense recovery – see section Additional explanation of fees and costs.

3 This figure has been rounded to three decimal places.

4 For sophisticated and professional investors, the amount of this fee can be negotiated. See Differential fees under section Additional explanation of fees and costs.

5 See 'Adviser service fee' under section Additional explanation of fees and costs.

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

Example of annual fees and costs of the Fund

This table provides an example of how the fees and costs in the Fund can affect your investment over a one year period. You should use this table to compare the Fund with other managed investment products. The example assumes an account balance of \$150,000 invested in the Fund, assuming no variation in the value of your investment over this period. In practice:

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

Example		Balance of \$150,000 with total contributions of \$5,000 ¹ during year
Contribution fees	Nil	For every additional \$5,000 you put in, you will not be charged a contribution fee.
PLUS management costs (management fee) ²	0.718% pa	And , for every \$150,000 you have in the Fund, you will be charged \$1,077.00 each year.
EQUALS cost of Fund		If you had an investment of \$150,000 at the beginning of the year and you put in an additional \$5,000 during that year, you will be charged fees of \$1,077.00. ² What it costs you will depend on the fees you may be able to negotiate with us.

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

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

Additional explanation of fees and costs

Buy/sell spread estimate

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

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

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

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

The example below is based on an application or redemption of \$150,000 and an estimated buy/sell spread of 0.25%, which is indicative of an estimated spread in normal trading conditions. This may not be the applicable spread at the time of your application or redemption of units:

	Buy /sell Spread	Cost
Application	+ 0.25%	\$375.00
Redemption	- 0.25%	\$375.00

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

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

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

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

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

Reinvested distributions do not incur the buy/sell spread.

Maximum fees we are allowed to charge

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

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

Expense recoveries

The constitution of the Fund allows certain properly incurred expenses to be recovered directly from the Fund.

Normal expenses include custody fees, registry costs, compliance committee costs, audit, accounting fees, tax consulting fees, postage and printing costs. However, we currently choose to pay these expenses out of the management fee and do not seek a reimbursement from the Fund.

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

Additional services and charges

Adviser service fee

You may agree to pay your adviser a fee for any financial advice that they provide to you. However, these are separate to any fees we charge in respect of your investment in the Fund, as set out in the table on page 7.

Commissions and soft dollar payments

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

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

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

Differential fees

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

Related party transactions

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

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

Other related party issues

The Macquarie Group is a diversified provider of financial and investment banking services, engaging in a broad range of activities including securities underwriting, sales and trading, investment banking, lending, financial advisory services, investment research, asset management and other activities. Macquarie Investment Management Limited, as responsible entity and manager of the Fund, generally has no control over these activities. As a result, from time to time the Fund's activities may be restricted, for example due to regulatory constraints applicable to the Macquarie Group, and/or its internal policies designed to comply with such constraints.

Change to fees and expenses

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

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

Tax

Income tax

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

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

Tax position of resident investors

Capital Gains Tax (CGT)

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

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

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

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

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

Franked dividends

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

Foreign tax credits

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

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

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

GST

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

Tax position of non-resident investors

Non-resident withholding tax

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

General Information

Transaction taxes

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

Tax statement

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

Tax advice

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

How to invest

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

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

Direct investors

To invest directly, please complete the application form that accompanies this PDS. Please ensure that you provide all the required verification material, as described in the application form. Initial investments made directly must be for a minimum of \$100,000.

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

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

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

Returning the completed application form

The completed application form can be returned by:

1. Mail

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

2. Facsimile

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

Important note

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

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

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

Delays when an application form is incomplete

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

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

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

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

Indirect investors

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

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

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

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

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

Cut-off times for applications

Investments made via Exigo and RTGS

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

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

Investments made via bank transfer

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

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

Cooling off period

Direct investors

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

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

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

Indirect investors

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

Accessing your money

We generally process and pay redemptions within five business days where the request is received before 12.00pm Sydney time on any business day in Sydney. If we receive a redemption request after this, or on a non-business day for us, we treat it as having been received before 12.00pm Sydney time on the next business day in Sydney. Units will be redeemed at the redemption unit price last calculated prior to the time of payment of redemption proceeds, which is normally based on the valuation of assets at the close of business on the day the request is accepted. The Fund's constitution allows us 30 days to redeem your Units or, if relevant markets are closed or disrupted, such longer period as is reasonable in the circumstances to allow a sale of the Fund's assets.

Direct investors

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

Direct investors can make a redemption request by:

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

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

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

Confirmation of instructions

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

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

- > change of authorised signatory / signatories;
- > change of postal address.

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

Appointing an agent

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

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

Indirect investors

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

Delay of redemptions

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

Distributions

Income distributions and reinvestment

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

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

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

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

Unit pricing

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

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

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

Direct investors

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

www.macquarie.com.au/unit_prices

Indirect investors

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

Timing changes

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

Transferring units

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

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

Keeping in touch with you

Direct investors

We provide access to:

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

Indirect investors

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

MFG Online - Macquarie Managed Investments

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

Updated information

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

www.macquarie.com.au/updatedinformation

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

Continuous disclosure documents

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

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

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

Our legal relationship with you

Macquarie as the responsible entity

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

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

Corporations Act

Our duties under the Corporations Act include:

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

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

Constitution

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

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

- > the nature of units (subject to any special terms of issue, identical rights attach to all units);
- > how and when redemptions are paid;
- > unitholder meetings (a resolution may bind you, regardless of how or whether you voted);

- > the circumstances in which we are and are not liable to you;
- > our indemnification out of assets of the Fund for all costs incurred by us in relation to the administration or management of the Fund (subject to the proper performance of our duties);
- > your rights to share any Fund income, and how we calculate it;
- > when we can retire as responsible entity of the Fund.

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

The compliance plan

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

The compliance committee

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

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

Rights and liabilities of an investor

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

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

The custodian

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

Proxy voting and corporate governance

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

Enquiries and complaints

Direct investors

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

Complaints can be sent to:

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

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

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

The contact details are:

Financial Ombudsman Service
 GPO Box 3
 MELBOURNE, Victoria, 3001
 Telephone: 1300 780 808
 Fax: (03) 9613 6399

Indirect investors

Please contact your IDPS operator.

We respect your personal details

Direct investors

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

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

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

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

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

For more information

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

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

Access to your information

We may provide access to your information to:

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

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

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

Indirect investors

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

About this PDS

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

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

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Contact

Macquarie Funds Group

PO Box R1723
Royal Exchange
New South Wales 1225

Client Service

Telephone

1800 814 523 or
61 2 8232 6491
8.30am to 6.00pm (Sydney time)
Monday to Friday

Facsimile

61 2 8232 4730

Email

mfg.clientservice@macquarie.com

Website

www.macquarie.com.au/mfg

