

APN Wholesale Plus AREIT Fund

Product Disclosure Statement (PDS)










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Prepare for the best.



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How to read this PDS

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

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

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

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



1. About BT Funds Management Limited

BT Funds Management Limited (BTFM, we, us, our) is the responsible entity of the Fund, which is a registered managed investment scheme under the *Corporations Act 2001* (Cth) (Corporations Act). We offer investors a wide choice of investments as well as ongoing monitoring and analysis. We're also responsible for the day-to-day administration and operation of the Fund, and for ensuring it complies with the constitution and legislation. This responsibility includes establishing, implementing and monitoring the Fund's investment objective and strategy. We're the issuer of units in the Fund offered in this PDS and have prepared and issued this PDS.

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

Investment management of the Fund

The Fund will invest into the APN AREIT Fund ARSN 134 361 229 APIR APN0008AU (Underlying Fund), a registered managed investment scheme under the Corporations Act. The responsible entity and investment manager of the Underlying Fund is APN Funds Management Limited ABN 60 080 674 479 AFSL 237500 (Manager). The Manager has consented to statements about it in this PDS, in the form and context in which they appear and has not withdrawn its consent before the date of this PDS.



2. How the Fund works

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

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

Generally, the Fund isn't open to direct investors. The Fund is only accessible through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service, a managed account or any other service or platform approved by us (collectively referred to as an 'investment service') or through a superannuation fund. This means the rights that apply to someone who invests directly in the Fund are not available to you, but rather to the operator or custodian of the investment service or the trustee or custodian of the superannuation fund (each referred to as the 'Operator').

Where you are accessing the Fund via an investment service or superannuation fund, the terms 'you' and 'your' used in this PDS refer to you as an investor through such products. However, the Operator will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

You will need to instruct your adviser or Operator to increase your investment in the Fund by reinvesting distributions or making an additional investment, or to decrease your units by making a withdrawal.

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

Unit prices

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

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

Minimum initial investment

Generally, the Fund isn't open to investment by direct investors. You should refer to the offer document for the investment service or superannuation fund that you invest in as you may be subject to minimum balance requirements.

How to withdraw

You should refer to the relevant offer document for the investment service or superannuation fund, or contact your financial adviser or the Operator, for information regarding processing of transactions relevant to them.

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

How we process transactions

We'll act on instructions from your Operator. Generally, if we receive a correctly completed application and monies or a correctly completed withdrawal request before 10am (Sydney time) on a Business Day, it will be processed with the unit price calculated for that day. Where we receive correctly completed documentation and monies (where applicable) after 10am (Sydney time) on a Business Day, it will be processed using the unit price determined for the following Business Day.

Distributions

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

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

Distribution payments are typically paid to you (or your Operator) as soon as practicable after the end of the distribution period of the Underlying Fund.

You should check with your Operator to see when it will pass distributions on to you.

Indirect investors

We authorise the use of this PDS as disclosure to people who wish to access the Fund indirectly through an investment service or superannuation fund.



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

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

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



3. Benefits of investing in the Fund

Key features

The Fund invests into the Underlying Fund, which is an actively managed portfolio of Australian Securities Exchange (ASX) listed Australian Real Estate Investment Trusts (AREITs) and cash/fixed interest. The Underlying Fund does not invest in direct property.

Key benefits

Some of the benefits that may arise from an investment in the Fund include the following.

- **Active management:** The Manager is an active investment manager and constructs portfolios independent of index weightings. By evaluating the potential risks and rewards of the underlying AREIT stocks and actively investing in stocks outside of the S&P/AREIT 300 Index, the Underlying Fund aims to provide greater diversification benefits and lower risk returns than the market.
- **Income returns:** A significant focus for the management of the Underlying Fund is on generating sustainable and regular income returns. This typically means that the Underlying Fund targets those investments it believes can deliver relatively high and sustainable income returns.
- **Exposure to commercial real estate:** Direct investment in commercial real estate can be difficult and is often beyond the realm of possibility for many retail investors due to the large capital commitment and specialist knowledge that is generally required to invest in this sector. The Underlying Fund provides exposure to a diversified and professionally managed portfolio of quality commercial real estate. The distributions from real estate securities predominantly come from rental income of the underlying commercial properties.
- **Non index weightings:** Unlike many property securities funds which invest significantly on the basis of the weighting of a particular property security investment in an index, the Underlying Fund will invest on the basis of the Manager's determination of the relative value and attractiveness of the property security investment.
- **Limiting exposure to higher risk earnings:** The Manager limits the Underlying Fund's exposure to earnings derived from international assets and active business activities, such as development or funds management type activities, which are generally considered riskier earnings. This strategy aims to deliver a lower risk compared to the risk of investing in the AREIT Index.



4. Risks of managed investment schemes

All investments carry risk.

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

The significant risks for the Fund are as follows.

Asset class risk

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

Market risk

These are factors that can influence the direction and volatility of an overall market as opposed to security specific risks. These factors can be specific to one country or affect a number of countries. Macroeconomic, technological, geopolitical or regulatory conditions and even market sentiment changes can

mean the value of investment markets change. These factors include shocks to an economy, such as a spike in the price of oil, terrorist threats, political elections, environmental catastrophes, or changes to monetary or fiscal policy.

Security specific risk

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

Liquidity risk

This is the risk that a security or asset may not be converted to cash in a timely manner. The liquidity of the Fund will depend on the liquidity of the Underlying Fund and the ability of the Underlying Fund to satisfy withdrawal requests.

Interest rate or duration risk

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

Derivatives risk

The Underlying Fund may use derivatives (such as futures) to gain exposure to investment markets. Risks associated with derivatives include the value of the derivatives failing to move in line with the underlying asset, issues associated with the management of the assets backing a derivative so the Underlying Fund may not be able to meet payment obligations as they arise, and counterparty risk in the case of over-the-counter derivatives where no clearing house acts as an intermediary party (where the counterparty to the derivative contract cannot meet its obligations under the contract).


Fund performance risk

There is the risk that active management of the Underlying Fund could deviate from the benchmark and lead to underperformance. In addition, there is the risk that because of different levels of cash being held by this Fund and the Underlying Fund it invests in, and the timing of applications and redemptions, the performance of the two stated funds could be different.

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

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

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

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

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

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

5. How we invest your money

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

APN Wholesale Plus AREIT Fund

Investment objective	To provide investors with a consistent, relatively high level of income combined with some capital growth, sourced primarily from AREITs listed on the ASX. The Underlying Fund aims to: <ul style="list-style-type: none"> > have a gross annual income yield (before management fees and expenses) that equates to at least 110% of the average yield of the benchmark > have a tax advantaged income component of distributed income > provide investors with a level of capital growth which at least matches increases in the Consumer Price Index (CPI) over a 5–7 year time horizon, and > provide lower than market volatility compared with the S&P/ASX 300 AREIT Index.
Benchmark	S&P/ASX 200 AREIT Index Dividend Yield
Minimum suggested timeframe	5 years
Investment strategy	The Underlying Fund will invest in AREITs and cash/fixed interest. The Underlying Fund will not invest in direct property. The Manager will continually review and, if appropriate, re-weight the Underlying Fund's investments with the objective of optimising the Underlying Fund's distributable income. The constitution of the Underlying Fund allows the Manager to borrow on behalf of the Underlying Fund. It is the current intention of the Manager that the Underlying Fund will not undertake direct borrowing. The entities in which the Underlying Fund will invest may borrow.

APN Wholesale Plus AREIT Fund

It is the Manager's current policy not to use derivatives for leverage or risk management purposes within the Underlying Fund. The entities in which the Underlying Fund will invest may use derivatives.

The target asset allocation of the Underlying Fund is:

	Long term asset allocation ranges	Indicative asset allocation
Units or shares in AREITS	90% – 100%	98%
Cash/Fixed interest	0% – 10%	2%

Risk level High – High risk of short-term loss.

Changes to Fund details and investments We have the right to make changes to the Fund at any time, and in some cases without prior notice. This could include closing or terminating the Fund, or amending its investment parameters, including the investment objective and strategy, investment manager(s), buy-sell spread or asset class allocation ranges and currency strategy (if applicable). Changes to the Underlying Fund may also impact the Fund. We will inform you about any material change to the Fund's details in your next regular communication or as otherwise required by law. Details of any change will be available on bt.com.au/pdsupdates.



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

► Go to Section 5 of the Additional Information Booklet at bt.com.au/WholesalePlus.

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

6. Fees and costs

DID YOU KNOW?

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

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

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

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

TO FIND OUT MORE

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

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

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

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

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

Type of fee or cost ¹	Amount
Fees when your money moves in or out of the Fund	
Establishment fee	Not applicable
Contribution fee	Not applicable
Withdrawal fee	Not applicable
Exit fee	Not applicable
Management costs	

Type of fee or cost ¹	Amount
The fees and costs for managing your investment ²	0.65% pa of the net asset value of the Fund, consisting of a management fee ² and indirect costs ³ .

- 1 Fees in this PDS can be individually negotiated if you're a wholesale client under the Corporations Act.
- 2 The management fee is directly paid from the assets of the Fund and is reflected in the unit price of your investment.
- 3 The indirect costs included in the amount above are based on an estimate for the year ending 30 June 2018, based on the costs incurred by the Underlying Fund. Refer to the 'Indirect costs' section below and Section 6 of the Additional Information Booklet for more information about indirect costs.

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

Example of annual fees and costs for the Fund

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

Example – Balance of \$50,000 ¹ with a contribution of \$5,000 ¹ during the year		
Contribution fee	\$0	For every additional \$5,000 you put in, you will be charged \$0.
PLUS		
Management costs ²	0.65%	And, for every \$50,000 you have in the Fund you will be charged \$325.00 each year.
EQUALS		
Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees of: \$325.00 ² What it costs you will depend on the fees you negotiate.

- 1 This amount is prescribed by legislation. The example above assumes that the \$50,000 is invested for the entire year, the value of the investment is constant over the year and the additional \$5,000 is invested at the end of the year. Therefore management costs are calculated using the \$50,000 balance only.
- 2 Additional fees may apply. Please note this example doesn't capture all the fees and costs that may apply to you, such as the buy-sell spread.

Additional explanation of fees and costs

Management fee

We charge a management fee for managing the assets of the Fund and overseeing the operations of the Fund. The management fee is charged as a percentage of the value of assets of the Fund. It's accrued daily and paid from the Fund monthly. The constitution for the Fund allows us to charge a management fee of up to 4% pa (excluding GST) of the value of the assets in the Fund.

Changes in fees and costs

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

Indirect costs

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

The amount included in the table of fees and costs constitutes an estimate of the indirect costs incurred in relation to the year ended 30 June 2018 in connection with managing the underlying assets of the Fund. These indirect costs may vary from year to year.

The Fund may incur indirect costs via investments through the Underlying Fund (including funds in which the Underlying Fund may invest, where applicable). Typical indirect costs include costs incurred within the Underlying Fund which reduce the valuation of that Underlying Fund.

Transaction costs (including buy-sell spreads)

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

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

arising from applications or redemptions. Buy-sell spreads are determined after the daily unit price is calculated and are applied to the daily unit price for applications (ie the application price) and deducted from the daily unit price for redemptions (ie the redemption price).

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

We estimate that the total transaction costs for the Fund during the year ended 30 June 2018 were 0.08% of the Fund's net asset value. Over the same period, a buy-sell spread amount of 0.19% was recouped when applications and redemptions took place. These costs may vary in future.

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



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

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

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

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

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



7. How managed investment schemes are taxed

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

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

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

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



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

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

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

8. How to apply

Generally, you're only able to access the Fund indirectly through an investment service or superannuation fund. Accordingly, you should contact the Operator of your investment service or superannuation fund if you would like to invest in this Fund.

Before investing in the Fund, you should read the entire PDS, the Additional Information Booklet and the Additional Information – buy-sell spreads, to ensure the Fund meets your needs.

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

The Operator will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor. Indirect investors are subject to different conditions from those that would apply if investing directly in the Fund. You should refer to the offer document for the investment service or superannuation fund, or contact your financial adviser or Operator for any investor queries.

Cooling-off rights don't apply to any investments in the Fund acquired through an investment service or superannuation fund. Indirect investors should contact their Operator and read the Operator's offer document for more information on any cooling-off rights that may apply in relation to the relevant investment service or superannuation fund.

If you wish to raise a complaint, please contact your investment service or superannuation fund Operator. Customer Relations can assist you in this regard on 1800 287 873.

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

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

9. Other information

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

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

Updated information

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

- > Contact your investment service or superannuation fund Operator (for indirect investors).
- > Contact your financial adviser.
- > Call our Customer Relations team on 1800 287 873.
- > Email us at WholesalePlus@btfinancialgroup.com.



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


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

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

For more information



 bt.com.au

 1800 287 873

 WholesalePlus@btfinancialgroup.com



Wholesale Plus Funds
GPO Box 2337
Adelaide, SA 5001