

PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2

Product Disclosure Statement

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CONTACT DETAILS

If you have any questions or would like a copy of the PDS or any updates, any information incorporated by reference in the PDS or more information about Perpetual Wholesale Smaller Companies Fund No. 2:

Phone 1800 022 033 – for investors
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Fax 02 8256 1427

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Sydney NSW 2001, Australia

Website www.perpetual.com.au/wholesalesmallercompaniesfund2

Email investments@perpetual.com.au

IMPORTANT NOTES

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

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

We may update the PDS with changes that are not materially adverse via disclosure on our website. You can also obtain a paper copy of any updates free of charge on request.

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

**PRODUCT DISCLOSURE STATEMENT (PDS)
ISSUE NUMBER 9 DATED 1 MARCH 2017**

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

Perpetual 

1. ABOUT PERPETUAL INVESTMENT MANAGEMENT LIMITED

Perpetual Investment Management Limited (PIML) is:

- the responsible entity of Perpetual Wholesale Smaller Companies Fund No. 2 (Fund)
- the issuer of units in the Fund and this PDS
- the investment manager of the Fund.

PIML is one of Australia's leading investment managers with \$31.9 billion in funds under management (as at 31 December 2016). PIML is a wholly owned subsidiary of Perpetual Limited (ABN 86 000 431 827) and part of the Perpetual Group, which has been in operation for over 130 years. By employing some of the industry's best investment specialists and applying a proven investment philosophy, PIML has been able to help generations of Australians manage their wealth.

As the responsible entity of the Fund our main responsibilities are to manage the Fund according to its constitution (copy available free of charge by contacting us) and investment policy as well as properly administering it. We have established an investment review committee to set the investment objectives, investment guidelines and investment approach for the Fund. We may change the Fund's investment policy whenever we believe it's in the best interests of investors, without prior notice.

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

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

Subject to the Corporations Act:

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

2. HOW PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2 WORKS

The Fund is a managed investment scheme that is registered (ARSN 110 147 503) with the Australian Securities and Investments Commission (ASIC).

The Fund commenced in November 2005.

INVESTORS

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

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

'You' or 'your' refers to indirect investors in the Fund.

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

VALUE OF YOUR INVESTMENT

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

INVESTMENTS AND WITHDRAWALS

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

As you are investing indirectly through a Service, you should contact your Service operator for details about your Service operator's requirements relating to the following:

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

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

HOW UNITS ARE ISSUED OR WITHDRAWN

If our Sydney office receives and accepts an investment application or withdrawal request by 3.00pm on any business day, the investment or withdrawal will be processed using that day's entry or exit price. If received and accepted after 3.00pm, it will be processed using the next calculated entry or exit price. If it's a non-working day for Perpetual in Sydney, the investment or withdrawal will be processed using the next available entry or exit price.

The number of units issued to your Service operator is determined by dividing the investment amount by the applicable entry price. The number of units redeemed for withdrawals is determined by dividing the withdrawal amount by the applicable exit price.

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

We have the discretion not to accept applications and can delay processing them if we believe that's in the best interests of investors or if required by law.

The proceeds from any withdrawal will usually be available to your Service operator within 14 business days from when we have accepted the request, given normal operating conditions, but no later than 70 days after we have accepted the request.

SUSPENSION OF APPLICATIONS AND WITHDRAWALS

In certain emergency situations that impact the effective and efficient operation of a market for an asset in the Fund or in circumstances where we otherwise consider it to be in investors' interests, we may suspend processing all applications or withdrawals for the Fund in accordance with the Fund's constitution. This means that there may be times when your Service operator on your behalf is unable to:

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

WITHDRAWAL OF LARGE INVESTMENTS

We can in certain circumstances also delay or stagger the payment of large withdrawal requests.

DISTRIBUTIONS

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

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

At the end of each distribution period, the Fund's unit price will typically fall as it is adjusted to reflect the amount of any distribution paid. As the distribution amount you receive is based on the entire distribution period, the closer you invest before the end of a distribution period the greater the possibility is that you may receive back some of your capital as income in the distribution paid for that period.

Distribution of the Fund's distributable income to investors generally occurs half-yearly as at 30 June and 31 December and proceeds are generally paid to your Service operator within 21 days after the end of the distribution period. However, the Fund's constitution allows up to 90 days after the end of the distribution period.

The Fund's constitution lets us make special distributions on an interim basis without prior notice to you. Any realised net capital gains are generally included in the 30 June distribution.

You still have to pay tax on the distribution even if it is reinvested (if available) – see 'Distributions' under 'Tax' on page 8.

If the Fund elects into the AMIT regime, there may be implications for distributions (see 'Tax' on page 8 for details).

REGULAR REPORTING

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

UPDATED INFORMATION

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

HOW UNITS ARE PRICED AND INVESTMENTS ARE VALUED

Unit prices for the Fund are calculated by:

- establishing the net asset value of the Fund
- for entry unit prices – adding the applicable transaction costs (buy spread) to the net asset value and then dividing the adjusted net asset value by the number of units on issue to determine the entry unit price
- for exit unit prices – deducting the applicable transaction costs (sell spread) from the net asset value and then dividing the adjusted net asset value by the number of units on issue to determine the exit unit price.

We generally determine the net asset value of the Fund on each business day. Valuations may also be made when money is deposited into, or withdrawn from, the Fund. The net asset value is calculated by deducting the value of the Fund's liabilities from the value of its gross assets.

The net asset value of investments in the Fund includes unrealised gains and losses and any income and realised gains accrued but not yet distributed. If unrealised gains are realised in the future, any assessable portion will be distributed to investors.

Investments are valued at their market value. In all cases, we determine the valuation method according to the Fund's constitution. For the Fund's investments in any other managed funds, the market value will normally be based on the exit price of the units in the underlying fund(s). We generally calculate and apply entry and exit unit prices each business day.

We can defer the calculation of unit prices where permitted by the Fund's constitution and the law. For example, if significant delays occur where an underlying fund does not calculate or provide a price, transactions requiring the purchase and/or sale of units in the Fund may not be processed until the underlying fund's unit price is determined.

A copy of our unit pricing policy, including details of any discretions that we may exercise in various circumstances, is available at our website or can be obtained free of charge by contacting us.

INTEREST EARNED ON APPLICATION, WITHDRAWAL AND DISTRIBUTION ACCOUNTS

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

3. BENEFITS OF INVESTING IN PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2

The Fund aims to provide investors with long-term capital growth and income through investment in quality Australian shares which, when first acquired, do not rank in the S&P/ASX 50 Index.

The Fund provides investors with the potential to benefit from the growth of quality smaller or emerging companies, through active management by one of Australia's most experienced investment management teams.

4. RISKS OF MANAGED INVESTMENT SCHEMES

All investments carry risk. The value of your investment may fall for a number of reasons, which means that you may receive back less than your original investment when you withdraw or you may not receive income over a given timeframe. Before making an investment decision, it's important to understand the risks that can affect the value of your investment. While it's not possible to identify every risk relevant to investing in the Fund, we have detailed in the following table significant risks that may affect your investment. Different strategies may carry different levels of risk, depending on the assets that make up the strategy, and assets with the highest long-term returns may also carry the highest level of short-term risk due to their generally larger fluctuations in returns.

While we can't completely eliminate these risks, we aim to manage their impact by setting consistent and carefully considered investment guidelines.

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

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

SIGNIFICANT RISKS

TYPE OF RISK	DESCRIPTION OF RISK
Company risk	When an investment in a company is made, an investor is exposed to many risks to which the company is exposed and may impact the value of the security. In addition, the market price of a company's securities may fluctuate in an unrelated or disproportionate way to the operating performance of the company.
Market and economic risk	Certain events may have a negative effect on the price of all types of investments within a particular market. These events may include changes in economic, social, technological or political conditions, as well as market sentiment.
Liquidity risk	The absence of an established market or shortage of buyers for an investment can result in a loss if the holder of the investment needs to sell it within a particular timeframe. This may impact the liquidity of the Fund and may also result in delays in the payment of withdrawals from the Fund.
Derivatives risk	Derivative market values can fluctuate significantly and, as a result, potential gains and losses can be magnified. Losses can occur where the value of the derivative fails to move in line with the underlying asset or where a greater exposure to a market is created through the derivative position than is backed by the assets of the Fund. Other risks applying to derivatives include counter-party risk and liquidity risk, or where the derivative position is difficult or costly to reverse. See 'Use of derivatives' on this page for further details about how derivatives may be used in managing the Fund.
Legal and regulatory risk	Changes in legislation and differences between rules (including interpretation of the law) in domestic and foreign markets, including those dealing with taxation, accounting and investments, may adversely impact your investment.
Other risks	<p>The investment professionals employed to manage the Fund may change, which may affect the future performance of the Fund.</p> <p>Investing in the Fund may have a different tax outcome than investing directly because of the application of tax laws to the Fund and the impact of investments and withdrawals by other investors. One result is that you may receive back some of your capital as income in a distribution.</p> <p>Transactions may be suspended, which may result in delays in paying withdrawal requests.</p> <p>The Fund may be terminated.</p>

5. HOW WE INVEST YOUR MONEY

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

FUND INVESTMENTS

SHARES

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

CASH

Cash investments may include bank bills, short-term deposits and money market funds which may invest in fixed income instruments and loans. Cash provides a relatively consistent rate of return in the form of regular interest payments, generally in line with short-term interest rates and is widely considered the lowest investment risk.

INVESTMENT APPROACH

PIML researches companies of all sizes using consistent share selection criteria. Our priority is to select those companies that represent the best investment quality and are appropriately priced. In determining investment quality, investments are selected on the basis of four key investment criteria:

- conservative debt levels
- sound management
- quality business and
- in the case of industrial shares, recurring earnings.

Derivatives may be used in managing the Fund.

USE OF DERIVATIVES

A derivative is a financial instrument that derives its value from the price of a physical security or market index. Derivatives may be used in the management of the Fund for a range of investment activities including, but not limited to, the following purposes:

- managing investment risk and volatility of a stock, security or market
- achieving asset exposures without buying or selling the underlying securities
- generating additional income.

The use of derivatives is consistent with the Fund's investment guidelines and objective.

ENVIRONMENTAL, SOCIAL AND ETHICAL FACTORS AND LABOUR STANDARDS

PIML is a signatory to the United Nations-supported Principles for Responsible Investment (PRI). PRI signatories undertake to consider environmental, social (including labour standards) and corporate governance (ESG) factors in their investment decision-making and ownership practices. This consideration of ESG factors does not include making ethical or moral judgements on particular practices or issues. Instead, when deciding whether to buy, retain or sell an investment, our investment managers consider those ESG risks only to the extent that they are relevant to the current or future value of the investment. We may also actively engage with companies to encourage them to improve their ESG practices where we believe it is in the interest of the Fund's investors.

BORROWING

The Fund currently doesn't intend to borrow as part of its investment strategy. However, borrowing may occur in the management of the Fund. The Fund may borrow from a variety of sources, including companies associated with the Perpetual Group (in which case the terms are set on a commercial basis).

FUND PROFILE

PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2

Suitability

Designed for investors with the appropriate risk level, investment timeframe and objective – see below.

Risk level¹

7 – Very high

Minimum suggested timeframe²

Five years or longer

Investment return objective

Aims to provide long-term capital growth and income through investment in quality Australian shares which, when first acquired, do not rank in the S&P/ASX 50 Index.

Investment guidelines³

Australian smaller company shares ⁴	80-100%
Cash	0-20%

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

RISK BAND	RISK LABEL	ESTIMATED NUMBER OF NEGATIVE ANNUAL RETURNS OVER ANY 20 YEAR PERIOD
1	Very low	Less than 0.5
2	Low	0.5 to less than 1
3	Low to medium	1 to less than 2
4	Medium	2 to less than 3
5	Medium to high	3 to less than 4
6	High	4 to less than 6
7	Very high	6 or greater

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

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

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

- 2 This is a guide only and not a recommendation. You should discuss your investment in the Fund with your financial adviser to ensure that it meets your needs.
- 3 This provides an indication of what the Fund will invest in. You can obtain information on the actual asset allocations (updated as at the end of each month) at our website or by contacting us.
- 4 The Fund may invest in shares listed on or proposed to be listed on any recognised Australian exchange.

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 investment 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 us or your financial adviser.

TO FIND OUT MORE

If you would like to find out more or see the impact of 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.

The following information can be used to compare costs between different managed investment schemes. You should read all information about fees and costs because it's important to understand their impact on your investment.

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

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

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

We may change our fees without your consent. However, we won't increase our fees, or introduce new fees, without giving your Service operator at least 30-days' written notice.

PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
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FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE MANAGED INVESTMENT SCHEME

Establishment fee	Not applicable.	Not applicable.
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The fee to open your investment

Contribution fee	Nil. ^{1,2}	Not applicable.
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The fee on each amount contributed to your investment

Withdrawal fee	Nil. ^{1,2}	Not applicable.
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The fee on each amount you take out of your investment

Exit fee	Not applicable.	Not applicable.
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The fee to close your investment

PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
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MANAGEMENT COSTS

The fees and estimated costs for managing your investment	1.27% pa of the net asset value of the Fund. ^{1,3}	Management costs may be charged directly by the Fund and/or incurred indirectly in underlying funds. The management fee is calculated and accrued daily and paid to us monthly. It is deducted directly from the Fund's assets and reflected in the unit price of the Fund each day. Indirect costs are payable when incurred.
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SERVICE FEES

Switching fee The fee for changing investment options	Not applicable.	Not applicable.
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- 1 See 'Maximum fees and charges' on page 7 for details of the maximum fee amounts allowed under the Fund's constitution.
- 2 A buy/sell spread will generally apply (see 'Transaction costs' on page 7 for details).
- 3 This percentage comprises our management fee of 1.25% per annum plus estimated indirect costs of 0.02% based on the financial year ended 30 June 2016, which may vary in future years (see 'Management costs' on this page for further details).

EXAMPLE OF ANNUAL FEES AND COSTS

This table gives an example of how the fees and costs in Perpetual Wholesale Smaller Companies Fund No. 2 can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products.

EXAMPLE - PERPETUAL WHOLESALE SMALLER COMPANIES FUND NO. 2		BALANCE OF \$50,000 ¹ WITH A CONTRIBUTION OF \$5,000 DURING YEAR
Contribution fees	0.00%	For every additional \$5,000 you put in, you will be charged \$0.00. ²
PLUS Management costs ¹	1.27%	And , for every \$50,000 you have in the Fund, you will be charged \$635.00 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 that year, you would be charged fees of \$635.00 . ^{1,2} What it costs you will depend on the amount of the Fund's indirect costs each year and, if applicable, the fees you negotiate with your financial adviser or Service operator.

- 1 We have assumed a constant value of \$50,000 for the whole year.
- 2 A buy spread of 0.15% (as at the issue date of this PDS and which may have since changed), equal to \$7.50 on a \$5,000 contribution, will also apply.

ADDITIONAL EXPLANATION OF FEES AND COSTS

MANAGEMENT COSTS

The total management cost for the Fund comprises:

- our management fee
- indirect costs.

The amounts shown in this PDS include all management fees and estimated indirect costs as at the date of the PDS. The indirect costs information is based on information available and (if applicable) estimates as at the date of this PDS. Any updates from time to time, which are not materially adverse, will be available at our website.

Management costs may vary in future years. Updated details will also be available at our website each year.

MANAGEMENT FEE

We receive a management fee of 1.25% per annum for managing your investments in the Fund.

DIFFERENTIAL FEES

We may negotiate a rebate of all or part of our management fee with wholesale clients (as defined by the Corporations Act) and employees of the Perpetual Group. The payment and terms of rebates are negotiated with wholesale clients but are ultimately at our discretion, subject to the Corporations Act and ASIC policy.

INDIRECT COSTS

Indirect costs include both our expense recoveries deducted directly from the Fund and other costs incurred indirectly in underlying funds. Indirect costs may also be incurred if the Fund or underlying fund invests in derivatives.

EXPENSE RECOVERIES

We're entitled to charge to the Fund or be reimbursed from the Fund for any expenses incurred in the proper performance of our duties and obligations relating to the management and administration of the Fund.

There is no limit in the Fund's constitution on the amount that can be recovered for expenses that are reasonably and properly incurred.

NORMAL OPERATING EXPENSES

Normal operating expenses are those incurred in the day-to-day operation of the Fund.

We currently choose to pay normal operating expenses out of our management fee.

ABNORMAL OPERATING EXPENSES

Abnormal operating expenses aren't generally incurred during the day-to-day operation of the Fund and aren't necessarily incurred in any given year. They're due to abnormal events like the cost of running an investor meeting, or legal costs incurred by changes in the Fund's constitution.

Any abnormal operating expenses are not paid out of our management fee and, if incurred, are additional to the 1.25% per annum management fee described above. Abnormal operating expenses incurred during the financial year ended 30 June 2016 were 0.00%.

OTHER INDIRECT COSTS

The Fund may invest in assets directly or in other Perpetual managed funds that have compatible investment objectives and authorised investments. As at the issue date of the PDS, the Fund invests solely into Perpetual Wholesale Smaller Companies Fund (ARSN 091 188 082), although this may change at any time without notice.

The following applies where the Fund invests into an underlying fund. Any relevant indirect costs incurred in underlying funds for the financial year ended 30 June 2016, which may vary in future years, are included in the management costs percentage in the fees and costs table on page 5-6.

MANAGEMENT FEES IN UNDERLYING FUNDS

Managers of underlying funds will generally charge a management fee for their services. These fees will be deducted from the underlying funds and reflected in their unit price. Perpetual, however, will compensate the Fund for these amounts so they are not an indirect cost to you.

PERFORMANCE-RELATED FEES IN UNDERLYING FUNDS

Managers of underlying funds may also charge fees based on investment performance. These fees will be deducted from the underlying funds and reflected in their unit price. If charged, these amounts will be an indirect cost to you.

OTHER UNDERLYING MANAGEMENT EXPENSES

Managers of underlying funds may also charge expense recoveries to their underlying funds, which will usually be deducted from the assets of the underlying funds and reflected in their unit price, and/or the underlying funds themselves may incur indirect costs. If charged, these amounts will usually be an indirect cost to you.

TRANSACTION COSTS

In managing the investments of the Fund, transaction costs such as brokerage, settlement costs, clearing costs and government charges may be incurred by changes in the Fund's investment portfolio, or when the Fund experiences cash flows in or out of it.

When the Fund incurs transaction costs from changing its investment portfolio, they are paid out of the Fund's assets and reflected in its unit price.

Transaction costs that are incurred because investors buy or sell units in the Fund are also paid from the Fund's assets, but they are offset by the transaction cost allowances that are included in the calculation of the Fund's entry and/or exit unit prices, as described under 'Buy/sell spread' below.

The following transaction cost information for the Fund based on the most recently completed financial year is publicly available at our website or can be obtained free of charge by contacting us:

- total estimated transaction costs
- estimated transaction costs offset by the buy/sell spread
- estimated net transaction costs borne by all investors (the estimated percentage by which the Fund's investment return has been reduced by transaction costs), which was 0.28% for the financial year ended 30 June 2016.

BUY/SELL SPREAD

Estimated transaction costs are allocated when an investor buys or sells units in the Fund by incorporating a buy/sell spread between the Fund's entry and exit unit prices, where appropriate. This aims to ensure that other investors aren't impacted by the transaction costs associated with a particular investor buying or selling units in the Fund. We have discretion to waive the buy/sell spread on applications or withdrawals where no transaction costs are incurred.

The buy/sell spread is an additional cost to you. The spread is based on our estimates of the average transaction costs incurred by the Fund. However, it is not a fee paid to us and is retained in the Fund to cover the actual transaction costs as they are incurred.

The buy/sell spread will impact the return on your investment. As it is built into the Fund's unit prices, it won't be recorded separately on investor statements.

Estimated transaction costs, which are used to determine the buy/sell spread, are reviewed regularly. Consequently, the buy/sell spread current as at the issue date of this PDS may change (increase or decrease) during the life of this PDS. The buy/sell spread for the Fund is publicly available at our website or can be obtained free of charge by contacting us.

GST is not applicable to any buy/sell spread when you buy or sell units in the Fund.

MAXIMUM FEES AND CHARGES

The Fund's constitution allows us to charge maximum fees as outlined in the table below.

FEE OR COST	MAXIMUM
Contribution fee	5% of the investment amount
Withdrawal fee	5% of the withdrawal amount
Management fee	3% pa of the Fund's gross asset value
Expense recoveries	Unlimited

Amounts disclosed are inclusive of GST.

TAX

Tax information, including GST, is set out on page 8.

ADVISER REMUNERATION

FINANCIAL ADVISER COMMISSIONS

No commissions are paid to your financial adviser.

OTHER BENEFITS

As a result of your investment in the Fund your financial adviser and/or Service operator may receive other non-monetary benefits (where allowed by law), which are not an additional cost to you.

PAYMENTS TO DEALER GROUPS

Where the payment and receipt of dealer payments are allowable under the law, certain dealer groups (of which your adviser may be a part) may also receive payments. If these payments are made, they are not paid by you or the Fund, rather they are paid by us. These amounts may be up to 1.0% per annum (including GST, if applicable) of the funds invested via the dealer group.

PRODUCT ACCESS PAYMENTS

We may make payments to platform providers for distributing the Fund on their investments menu (where allowed by law). These payments may help them recover their costs incurred in establishing the Fund on their menu and certain other marketing and distribution costs. These amounts may be up to 1.0% per annum (including GST, if applicable) of the funds invested with us. If these payments are made, they are not paid by you or the Fund, but rather they are paid by us.

BENEFITS RECEIVED

As a result of brokerage paid by the Fund, we may receive benefits such as investment research, which we may use for any investment purpose, including for the Fund.

FURTHER INFORMATION

The Fund's latest transaction costs and current buy/sell spread details, which form part of this PDS, are publicly available at our website or can be obtained free of charge by contacting us.

You should read the important information about the transaction costs and buy/sell spread before making a decision. Go to www.perpetual.com.au/wholesalesmallercompaniesfund2updates.

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

7. HOW MANAGED INVESTMENT SCHEMES ARE TAXED

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

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

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

ATTRIBUTION MANAGED INVESTMENT TRUST (AMIT) REGIME

The Federal Government passed new tax legislation in May 2016 applicable to eligible managed investment schemes. Where a managed investment scheme meets the eligibility requirements and Perpetual Investment Management Limited, as the responsible entity, makes an election to apply the new tax rules, the Fund will become an Attribution Managed Investment Trust (AMIT).

The current tax rules will continue to apply unless an election to enter the AMIT regime is made. We will provide notification on our website if/when this election occurs.

TAX POSITION OF THE FUND

Generally, Australian income tax won't be payable by the Fund.

CURRENT TAX LAW

Investors will be 'presently entitled' to all of the distributable income of the Fund each year ending 30 June. If there is net income of the Fund that no investor is 'presently entitled' to, the Fund will be subject to tax at the highest marginal tax rate (plus Medicare levy).

AMIT REGIME

If the Fund elects into the AMIT regime, investors will be subject to tax on the income of the Fund that is attributed to them under the AMIT rules each year ending 30 June. If there is income of the Fund that is not attributed to an investor, the Fund will be subject to tax at the highest marginal tax rate (plus Medicare levy).

AUSTRALIAN RESIDENT INVESTORS

DISTRIBUTIONS

For information about the calculation of your distribution entitlement, see 'Distributions' on page 3.

The net income of the Fund allocated to you must be included in your income tax return for the year of the entitlement even if the distribution is received or reinvested in the following year.

AMIT REGIME

If the Fund elects into the AMIT regime, the new rules will also allow us to:

- reinvest part or all of your distribution and/or
 - accumulate part or all of the Fund's income in the Fund, in which case the income of the Fund that is attributed to you will be more than the distribution you receive.¹
- 1 If this were to occur, the Fund's unit price would only fall by the amount of the actual distribution and not by the additional amount attributed to investors. Investors would need to increase the cost base of their units for tax purposes by the amount that has been attributed to them but not paid as a distribution. This information will be provided on your annual tax statement.

CAPITAL GAINS TAX

In addition to any realised net capital gains distributed to you, any withdrawal from the Fund may create a taxable gain or loss, which will be treated as a capital gain or loss, or as ordinary income, depending on your circumstances.

ANNUAL TAX STATEMENT

Your Service operator will use the information we provide to prepare their statements for you.

NON-RESIDENT INVESTORS

Australian tax will be deducted from certain Australian sourced income and capital gains distributed to non-resident investors. Non-resident investors may also be subject to tax in the country they reside in, but may be entitled to a credit for some or all of the tax deducted in Australia.

TAX FILE NUMBER (TFN)/ AUSTRALIAN BUSINESS NUMBER (ABN)

Providing your TFN isn't compulsory but without it or the appropriate exemption information your Service operator will have to withhold tax from your distributions at the highest marginal tax rate (plus Medicare levy) until your TFN or exemption is provided.

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

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

GOODS AND SERVICES TAX (GST)

GST generally applies to the fees, costs and expenses payable by the Fund, including management costs and other fees payable to us.

Generally, the Fund can't claim a credit for all of the GST paid but may be entitled to claim a reduced input tax credit (RITC), which represents a portion of the GST applicable to management costs and certain other expenses, as set out in the GST law.

Unless otherwise stated, the management costs and other fees specified in the PDS show the approximate net cost to the Fund of these amounts payable to us, on the basis that the Fund is entitled to claim RITCs for the GST on these amounts.

8. HOW TO APPLY

You can invest in the Fund by directing your Service operator to lodge an investment application with us. You should complete any relevant forms provided by your Service operator.

The PDS may be updated or replaced from time to time and you should read the current version before making any investment application in relation to the Fund. You can obtain a copy of the current PDS at our website or from your Service operator.

YOUR COOLING-OFF RIGHTS

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

INQUIRIES AND COMPLAINTS

Any inquiries or complaints about your investment through the Service or about the Service should be directed to your Service operator.

