

Legg Mason Martin Currie Ethical Values with Income Fund Product Disclosure Statement



Issued by Legg Mason Asset Management Australia Limited ("Legg Mason Australia") ABN 76 004 835 849 AFSL No. 240 827
Legg Mason Martin Currie Ethical Values with Income Fund ("Fund")

ARSN 613 725 036
APIR SSB0064AU
mFund LMA14



Contents

1. About Legg Mason Australia
2. How the Fund works
3. Benefits of investing in the Fund
4. Risks of managed investment schemes
5. How we invest your money
6. Fees and costs
7. How managed investment schemes are taxed
8. How to apply
9. Other information

Contact us

Address	Level 47, 120 Collins Street, Melbourne VIC 3000
Client Service	1800 679 541
Website	www.leggmason.com.au
Email	auclientadmin@leggmason.com

About this Product Disclosure Statement ("PDS")

This PDS is a summary of significant information and contains a number of references to important information (each of which forms part of the PDS). You should consider this information before making a decision about the Fund. The information provided in the PDS is general information only, is not a recommendation to invest in the Fund and does not take into account your personal financial situation or needs. You should obtain financial advice tailored to your personal circumstances.

The offer to which this PDS relates is available only to persons receiving the PDS (electronically or otherwise) in Australia.

Investments are subject to risks, some of which are outlined in this PDS. Legg Mason Australia ("Responsible Entity", "we", "our" or "us") does not guarantee any payment of income or repayment of capital or the performance of your investment in the Fund. It is important that you understand and accept the risks before you invest in the Fund.

The Responsible Entity is solely responsible for the management of the Fund, which includes day-to-day administration and making investment decisions.

All terms in "**bold**" are defined terms under Interpretations and definitions in Section 9 of this PDS.

Updated information

The information in this PDS is up to date at the time of preparation. However, information relating to the Fund that is not materially adverse information is subject to change from time to time. We may update this information.

Where the change is not considered materially adverse to investors, the information may be updated on the Legg Mason website (www.leggmason.com.au). For updated information about the Fund please contact us or consult your financial adviser.

We will provide you with a paper copy of any updated information without charge upon request. If there is a change in information which we consider is materially adverse we will generally issue a new PDS.

1 About Legg Mason Australia

Legg Mason Australia is part of Legg Mason, Inc. ("Legg Mason"), one of the world's largest investment management groups. Listed on the New York Stock Exchange, Legg Mason comprises a group of independent global investment managers with differentiated expertise across the full spectrum of asset classes. Operating from Sydney and Melbourne, Legg Mason Australia has had an established presence in Australia since 1954. Clients include corporate funds, industry funds, charities, endowments, universities, retail banks, private banks, insurance companies, SMSFs and private investors.

Awarded Fund Manager of the Year in 2015, 2017 and 2018*, Legg Mason Australia has earned a reputation as one of the country's most highly acclaimed investment managers. Accolades include industry awards for several funds, many of which have received high ratings from independent research specialists.



Investment manager

Martin Currie Australia (a division of Legg Mason Australia) is investment manager of the Fund. Martin Currie Australia benefits from the resources, oversight and support of Martin Currie Investment Management, an active specialist equity investment manager headquartered in Edinburgh, Scotland. Founded in 1881, it has been a part of the Legg Mason group since 2014 and has a significant presence in Australia through Martin Currie Australia, dating back to 1954.

Martin Currie believes a stock-focused approach, driven by in-depth fundamental research and skilled portfolio construction, is the best way to exploit market inefficiencies and generate consistent outperformance. They achieve this through a highly disciplined research process that scrutinises and identifies those companies that meet their rigorous selection criteria. By making the connections others often miss, they aim to construct portfolios to deliver attractive, consistent risk-adjusted returns.

Please note: You should read the important information about Legg Mason Australia before making a decision. Go to the 'About Legg Mason' section of the Additional Information Booklet which is available at www.leggmason.com.au.

The material relating to Legg Mason Australia may change between the time when you read the PDS and the day when you acquire the Fund.

2 How the Fund works

About the Fund and structure

The Fund is a registered managed investment scheme that is an unlisted Australian unit trust. The Fund comprises assets which are acquired by the Responsible Entity in accordance with the investment strategy for the Fund. The Fund is governed by a "**Constitution**". The terms and conditions of the Constitution are binding on each Unit holder (and all persons claiming through them).

A Unit holder's interest in the Fund is represented by "Units". A Unit holder has an interest in the assets of the Fund as a whole, subject to the liabilities of the Fund. A Unit holder does not have an interest in any particular asset of the Fund.

Investors can acquire interests in the Fund by applying for Units and can redeem from the Fund by making a withdrawal

request in relation to the Units they hold. The price at which Units are acquired ("Application Price") or redeemed ("Redemption Price") is determined in accordance with the Constitution. The Application Price and the Redemption Price on a "**Business Day**" are, in general terms, equal to the product of the Net Asset Value ("NAV") of the Fund divided by the number of Units on issue and:

- for the Application Price, adjusted up for transaction costs (called the "buy spread"); and
- for the Redemption Price, adjusted down for transaction costs (called the "sell spread").

The Application Price and the Redemption Price are generally determined each Business Day.

The Application Price and the Redemption Price will increase as the market value of the Fund's assets increases and will decrease as the market value of the Fund's assets decreases.

Funds on the mFund Settlement Service ("**mFund**") are not traded on an exchange and investors will not trade Units with other investors on the market.

How we process your money

An investor can acquire Units by making an application for Units. An application for Units is made by lodging either an "Application Form for New Investors" or an "Application Form for Existing Investors" (application forms) or by making an application through mFund by placing a buy order for Units with your licensed broker.

Application forms need to be received by the administrator, "**RBC Investor & Treasury Services**", and appropriate funding provided to the Fund's nominated bank account by 11.00am on a Business Day to receive that day's Application Price. Refer to Section 8 "How to apply" for more information.

mFund applications

Please note, a buy or sell order ("order") for settlement through mFund received prior to 11:00am on a Business Day by your licensed broker will likely be given the same date value, but this is not guaranteed.

Any order or instruction received prior to our cut-off times will generally be processed at the Unit price for that Business Day. Where an order or instruction is received after our cut-off times, it will generally be processed at the Unit price for the following Business Day.

Your confirmation statement will be sent when your instruction is processed or the transaction settles through CHES. Please contact your broker or Legg Mason Australia if you have not received your statement.

If you invest via mFund, your broker will complete your identification requirements. Please contact your broker to effect any changes to these details.

The broker will transmit the updated information via CHES or in certain situations to us, where necessary.

Your broker will complete any required Anti-Money Laundering and Counter-Terrorism Financing paperwork.

Classes of Units

The Responsible Entity may offer or withdraw classes of Units. Currently under this PDS one class of Units is offered: "Class A". The Responsible Entity has the ability to issue further classes of Units under separate PDSs or other offer documents from time to time.

Access to your money

A Unit holder can dispose of Units by making a redemption from the Fund. A redemption is made by lodging a Redemption

Form with the Responsible Entity or by making an application through mFund by placing a buy order for Units with your licensed broker.

Redemption requests need to be received by the administrator, RBC Investor & Treasury Services, by 11.00am on a Business Day to receive that day's Redemption Price.

Redemptions are typically paid within five Business Days although the Constitution allows us up to 30 Business Days or longer in certain circumstances. Redemption proceeds will be paid to an investor's nominated bank account.

In some circumstances, such as suspension of trading on the Australian Securities Exchange, Unit holders may not be able to redeem their Units within the usual period upon request. If the Fund becomes illiquid, for the purposes of the "Corporations Act", then you may only redeem from the Fund in accordance with the terms of a redemption offer (if any) made by the Responsible Entity in accordance with the Corporations Act.

There is no obligation on the Responsible Entity to make a redemption offer. The Responsible Entity anticipates that the Fund will generally be liquid.

Minimum investment

Unless otherwise determined by us, the minimum initial investment is \$30,000. Additional investments can be made at any time. The minimum additional investment amount is \$5,000.

Valuation of Fund assets and unit pricing

The Fund's assets are typically valued each Business Day. Unit prices are usually calculated each Business Day. We may declare Unit prices more or less frequently or delay calculation in certain circumstances. A formal written policy has been established by us in relation to the guidelines and any relevant factors that are taken into account when exercising any discretion in calculating Unit prices (including determining the value of assets and the amount of liabilities). A copy of our policy is available to investors on request free of charge.

Distributions and payment methods

The Fund may distribute income at 30 September, 31 December, 31 March and can determine to make an additional distribution from time to time. At present, the Fund intends to distribute all undistributed income at 30 June each year, but the Constitution for the Fund does allow us to accumulate income where the Fund is an Attribution Managed Investment Trust or AMIT for the relevant year. A Unit holder's entitlement to distributions of income is determined based on the number of Units held at the end of the relevant distribution period. Distributions will be paid within 60 days of the end of the relevant distribution period. Unit holders who redeem Units during a distribution period will not receive a distribution of income in respect of those Units for that distribution period. The Constitution for the Fund does provide us with the power to, where Units are redeemed during a year for which the Fund is an AMIT, attribute tax components to a redeeming Unit holder in certain circumstances where the redemption constitutes a "Significant Redemption". Income attributable to each Class may be impacted by the total level of fees charged to the Fund. You may use the "Application Form for New Investors" to elect a distribution preference. If you are an existing investor, you can change your distribution preference through the "Change of Details Form". Reinvested distributions will be taken to be issued on the next day after the end of the relevant distribution period. The Application Price for Units issued on the reinvestment of distributions will be based on the NAV of the Fund used to calculate the last Application Price for the relevant distribution period adjusted for certain income amounts.

Distributions, except for capital gains, will be paid in cash unless otherwise directed by you.

Reinvestment of capital gains

A key consideration for investors that want to generate income is the need to maintain invested capital. In order to facilitate this, an estimate of the capital component of the distribution as at 30 June each year will automatically be reinvested into additional Units in the Fund. Accordingly, Unit holders will see the number of Units they hold in the Fund increase as a result of any reinvested component of the distribution. The additional Units in the Fund will be processed at a Unit price not adjusted up with any buy spread. Unit holders can separately apply to redeem Units in the Fund.

Reinvested distributions will be taken to be issued on the next Business Day after the distribution calculation date.

Please note: You should read the important information about how the Fund works before making a decision. Go to the "About the Funds" section of the Additional Information Booklet which is available at www.leggmason.com.au.

The material relating to the acquisition and disposal of interest in the Fund may change between the time when you read the PDS and the day when you acquire the Fund.

3 Benefits of investing in the Fund

Significant features

The Fund seeks to provide a growing income stream by investing in a diversified portfolio of ethically screened high-quality companies.

The investment manager's approach is premised on the philosophy that high-quality companies that have solid earnings can sustain dividends, match rises in the cost of living and are likely to be less volatile than the wider equity market.

The investment manager relies on complementary fundamental and quantitative research, and collective insights into the current investment landscape, to identify the most attractive opportunities.

The Fund is managed in a tax-aware manner in order to potentially benefit from franking credits.

Significant benefits

The Fund offers a number of significant benefits:

- exposure to an actively managed portfolio of Australian income-orientated listed securities;
- certified as a Responsible Investment product by RIAA according to the strict operational and disclosure practices required under the Responsible Investment Certification Program;
- an ethical screen which actively screens out companies that do not meet the Fund's ethical investment criteria (see "Ethical Investment Criteria" in Section 5);
- the opportunity to receive regular income distributions from dividends (including "franked dividends") and net gains on the disposal of assets;
- targets lower volatility than the S&P/ASX 200 Index measured over the long term;
- professional management of your investment with an experienced investment manager;
- diversification benefits that would be difficult to achieve through direct investment;

- disciplined portfolio construction; and
- web-based reporting that includes performance, market commentary and portfolio strategy.

4 Risks of managed investment schemes

You should note:

- all investments carry risk;
- different funds may carry different levels of risk depending on the assets that make up the strategy;
- assets with the highest potential long-term returns may also carry the highest level of short-term risk;
- the value of investments will vary;
- the level of returns will vary and future returns may differ from past returns; and
- returns are not guaranteed, and you may lose some of your money.

The laws affecting registered managed investment schemes may change in the future. Your personal risk level will vary depending on a range of factors, including, age, investment time frames, where other parts of your wealth are invested and your risk tolerance.

The significant risks of investing in the Fund include:

- market risks, including declines in asset prices, unfavourable economic conditions, changes in government regulation, “inflation” and lack of liquidity (in this context, “lack of liquidity” means investments may not be readily disposed of);
- manager risks, including human error, system failures, poor procedures, lack of management controls, termination of the Fund, counterparty risk, changes in fees, replacement of the Responsible Entity and replacement of the investment manager;
- counterparty risks, including when a counterparty either cannot or will not meet its obligations; and
- investment risks, including benchmark performance that is below Unit holder expectations and/or the Fund not meeting its investment objective.

Techniques used to manage risks include:

- extensive research;
- active portfolio management;
- risk management systems and controls;
- compliance monitoring;
- monitoring economic factors;
- maintaining disciplined management controls; and
- auditing operational procedures.

Please note: You should read the important information about investment risks before making a decision. Go to the “Risks” section of the Additional Information Booklet which is available at www.leggmason.com.au.

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

5 How we invest your money

Warning: you should consider the likely investment return, the risk, and your investment timeframe when choosing whether to invest in the Fund.

What is the Fund’s investment objective?

The Fund aims to provide an after tax income yield above the S&P/ASX 200 Index and to grow this income above the rate of inflation.

What does the Fund invest in?

The Fund predominately invests in Australian listed securities. The Fund aims to hold investments so that at the time of purchasing securities:

- exposure to an individual stock is no more than 6% of the portfolio; and
- exposure to an individual sector (as determined by Martin Currie Australia) is no more than 25%.

Companies that do not meet the Fund’s ethical investment screen are excluded from the investment universe (see Ethical Investment Criteria section).

While the maximum holding of cash or cash equivalents is 10%, the portfolio is intended to be fully invested in securities at all times with cash being held for liquidity purposes only.

The Fund does not use derivatives.

The Fund does not intend to borrow.

Certified Responsible Investment product

The Fund has been certified by RIAA according to the strict disclosure practices required under the Responsible Investment Certification Program.

The Certification Symbol signifies that a product or service offers an investment style that takes into account environmental, social, governance or ethical considerations. The Symbol also signifies that the Legg Mason Martin Currie Ethical Income with Values Fund (Fund) adheres to the strict operational and disclosure practices required under the Responsible Investment Certification Program for the category of Product Provider. The Certification Symbol is a Registered Trade Mark of the Responsible Investment Association Australasia (RIAA). Detailed information about RIAA, the Symbol and Legg Mason Martin Currie’s methodology, performance and stock holdings can be found at www.responsiblereturns.com.au, together with details about other responsible investment products certified by RIAA.¹



1. The Responsible Investment Certification Program does not constitute financial product advice. Neither the Certification Symbol nor RIAA recommends to any person that any financial product is a suitable investment or that returns are guaranteed. Appropriate professional advice should be sought prior to making an investment decision. RIAA does not hold an Australian Financial Services Licence.

Environmental, social and ethical considerations

Environmental, social and governance (ESG) considerations (including labour standards and ethical considerations) are taken into account by Martin Currie Australia in determining the value of a company and in the selection, retention and realisation of investments.

Martin Currie has been a signatory to the United Nations-supported Principles for Responsible Investment (PRI) since 2009 reflecting the belief that an assessment of a company’s

governance and sustainability enhances fundamental research, and can help identify those business models that are most likely to sustain high returns and resist competitive pressures.

Ethical Investment Criteria

In addition to assessing companies on stringent investment criteria, Martin Currie Australia actively screens out companies that do not meet the Fund's ethical investment criteria.

The Fund does not invest in companies that have any of the following characteristics:

- Companies with revenues related to any one of the following activities that represent more than 5% of the company's total revenue, or revenues from a combination of any of the following activities ("Excluded Activities") that represent more than 10% of the company's total revenue:
 - Alcohol; Adult entertainment; Defence and weapons; Fur; Gambling; Genetically modified crops; Nuclear power; Tobacco
- Companies directly involved in:
 - mining, extraction and transportation of thermal coal
 - power generation from thermal coal
- Companies that, in the opinion of Martin Currie Australia, are not operating in accordance with widely accepted international norms and principles, including the:
 - Universal Declaration of Human Rights; International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work; United Nations Global Compact; United Nations policy on trafficking in humans; OECD Guidelines for Multinational Enterprises; and the Catholic Health Australia Code of Ethical Standards.

Regular reviews are undertaken to ensure that the Fund's investments continue to meet the Fund's ethical investment criteria. When it is identified that a company no longer meets the Fund's ethical investment criteria, the position will be exited in a timely manner.

Martin Currie Australia utilises various services, including MSCI ESG Impact Monitor, to assess ESG controversies involving publicly listed companies that potentially qualify for inclusion in the Fund. The evaluation framework of the MSCI ESG Impact Monitor is consistent with international norms and principles and widely accepted global conventions. MSCI ESG Research will assess the severity of a company's involvement in major ESG controversies and identify companies for exclusion from the Fund's investment universe. Should a company that forms part of the Fund's investment universe not be researched by MSCI ESG Research, Martin Currie Australia will conduct further analysis to ensure that there are no material ESG controversies before that company can be potentially included in the portfolio.

What is the suggested investor profile and minimum time frame for investment?

A minimum time frame for investment of three years is suggested. The Fund is designed for investors seeking an ethical investment strategy that provides sustainable income and who may have low-tax liabilities, such as retirees, charitable trusts, non-for-profit organisations and other low-tax entities.

Risk level

The Responsible Entity considers the risk level of the Fund to be medium. The investment manager has risk control methodologies in place which aim to mitigate the overall level of risk.

Performance

Investment performance of the Fund is published on our website at www.leggmason.com.au. Past performance is not necessarily a guide to future performance.

Changing the investment objective

The Responsible Entity is permitted to change how it invests the assets of the Fund at any time. If the Responsible Entity changes the investment objective of the Fund the Responsible Entity will advise Unit holders of the change.

Investment options

There are no other investment options for the Fund.

Switching

Switching is not available for the Fund.

Please note: 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 Fund.

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

Type of fee or cost	Amount
Fees when your money moves in or out of the Fund	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Termination fee	Nil
Management Costs	
The fees and costs for managing your investment	0.85% ¹ p.a. of the NAV of the Fund.
¹ The amount of this fee can be negotiated. This fee is inclusive of GST and net of reduced input tax credits ("RITCs").	

The information in the table above can be used to compare costs between different managed investment schemes. Fees and costs are deducted from the assets of the Fund and reduce the investment return to Unit holders.

What do the Management Costs pay for?

The Management Costs include the management fees and Responsible Entity fees payable to us. Out of the Management Costs we will also pay certain other costs the Constitution of

the Fund otherwise gives us, as the Responsible Entity, the right to recover. These other costs include custodian fees, administration fees, audit fees, cost of interposed vehicles (if any) and other expenses and costs connected with the compliance committee and the compliance plan. While we choose to pay these other costs out of the Management Costs, we reserve the right to recover some or all of the expenses from the Fund.

The Management Costs is calculated and accrued daily based on the NAV of the Fund. The Management Costs reduce the Fund's NAV and are reflected in the Unit price.

The Management Costs do not include certain transactional and operational costs. Please refer to the Additional Information Booklet for further information.

Differential fee arrangements

We may enter into individual fee arrangements with "wholesale clients" (as defined in the Corporations Act) in accordance with applicable ASIC class order relief.

Example of annual fees and costs for this investment option

This table gives an example of how the fees and costs for the Legg Mason Martin Currie Ethical Values with Income Fund can affect your investment over a one-year period. You should use this table to compare this product with other managed investment products.

Example - Legg Mason Martin Currie Ethical Values with Income Fund		Balance of \$50,000 with a contribution of \$5,000 during year
Contribution Fees	Nil	For every additional \$5,000 you put in, you will be charged \$0.
PLUS		
Management Costs	0.85%	And, for every \$50,000 you have in the Legg Mason Martin Currie Ethical Values with Income Fund you will be charged \$425 each year. ¹
EQUALS		
Cost of Legg Mason Martin Currie Ethical Values With Income 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: \$425. ² What it costs you will depend on the Unit class you choose and the fees you negotiate.

¹You should note that this example assumes a constant investment balance of \$50,000 in Class A Units throughout the year. Management Costs will also be charged in relation to any additional contributions you make during the year and the amount you pay will depend on the proportion of the year during which the additional contributions are invested.²Assumes the additional \$5,000 was invested at the end of the year. If it is assumed the additional \$5,000 was invested at the beginning of the year, the Management Costs would be \$468 (\$55,000 x 0.85%). Please note this is an example only as the actual investment balance of your holding will vary on a daily basis. **Note:** This is an example. In practice, the actual investment balance of an investor will vary daily and the actual fees and expenses we charge are based on the value of the Fund, which also fluctuates daily.

Change in fees

We may vary the fees specified at any time at our absolute discretion, without Unit holder consent, subject to the maximum fee amounts specified in the Constitution. If the variation is an increase we will give you 30 days advance written notice.

At the date of this PDS we do not intend to charge a contribution fee, redemption fee or performance fee nor do we intend to increase the Management cost we charge you.

We can recover out of the assets of the Fund all expenses which are properly incurred in operating the Fund including, without limitation, amounts payable in connection with custody, compliance, legal and tax consulting fees, banking, accounting and audit.

Warning: Additional fees may be paid to a financial adviser if an investor consulted a financial adviser. Where an investor receives financial advice, investors should refer to their Statement of Advice or their adviser's Financial Services Guide for full details of these fees.

Buy/sell spread estimate

The buy/sell spread is an estimate of the transaction costs that are incurred in buying and selling the underlying assets of the Fund as a result of applications and redemptions. The Application Price is adjusted up by a buy spread of 0.25% and the Redemption Price is adjusted down by a sell spread of 0.25%. We can change the buy/sell spread at any time without prior notice.

Calculator

The Australian Securities and Investments Commission provides a fees calculator at www.moneysmart.gov.au. This calculator can be used to calculate the effects of fees and costs on your investment.

mFund Settlement Service

You must use an mFund accredited and licensed broker to facilitate your transactions on mFund. Your chosen broker may charge you additional fees which are not outlined in the "Fees and Costs" section of this PDS.

Information about the Fund's NAV will be published monthly at www.asx.com.au/mfund.

Please note: You should read the important information about fees and costs of investing in the Fund before making a decision. Go to the "Fees and other costs" section of the Additional Information Booklet available at www.leggmason.com.au.

The material relating to the fees and costs of investing in the Fund may change between the time when you read the PDS and the day when you acquire the Fund.

7 How managed investment schemes are taxed

Warning: Investing in a registered managed investment scheme is likely to have tax consequences. You are strongly advised to seek professional tax advice.

You should note that:

- the Responsible Entity and the Fund is not expected to pay tax on behalf of Australian resident Unit holders;
- Unit Holders are assessed for tax on the taxable components of the Funds that are generated by the Fund; and
- you will be provided with a statement (known as an "AMMA statement" where the Fund is an AMIT, or as a "distribution statement" where the Fund is not) that sets out the taxable components of the Funds on which you may be assessed.

We recommend you seek advice from your financial or tax adviser.

Please note: You should read the important information about how managed investment schemes are taxed before making a decision. Go to the “Taxation” section of the Additional Information Booklet available at www.leggmason.com.au.

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 Fund.

8 How to apply

How to invest in the Fund

To invest in the Fund, read this PDS with the “Additional Information Booklet” and complete an Application Form. The Additional Information Booklet and Application Forms are available online at www.leggmason.com.au or by calling 1800 679 541. If you are not already an investor with Legg Mason Australia, you will be required to provide certain supporting documents detailed in Section 1 of the Application Form for New Investors.

We authorise the use of this PDS by investors (“Indirect Investors”) who wish to access the Fund through an authorised master trust or wrap account, investor directed portfolio service, investor directed portfolio service-like scheme or nominee or custody service (collectively referred to as “Master Trust or Wrap Service”) located in Australia. The operator of a Master Trust or Wrap Service is referred to in this PDS as the Operator and the disclosure document for a Master Trust or Wrap Service is referred to as the Master Trust or Wrap Guide. If you invest through a Master Trust or Wrap Service, your rights and liabilities will be governed by the terms and conditions of the Master Trust or Wrap Guide. Indirect Investors should apply for Units by using the Master Trust or Wrap Guide and applicable application form provided by the Operator of the Master Trust or Wrap Service.

Complaints handling

We have established procedures for dealing with complaints.

If you have invested via a Master Trust or Wrap Service and have a concern, you should first contact the Operator of the Master Trust or Wrap Service through which you invested in the Fund. The Operator will handle your complaint in accordance with its complaint handling procedures and may, in accordance with those procedures, refer the complaint to us.

If you have an inquiry or complaint, you can either phone us on 1800 679 541 during business hours or write to:

Attention: Complaints Officer

Legg Mason Australia

GPO Box 24011
Melbourne VIC 3001

Your written complaint will be acknowledged within five business days and we will make every effort to resolve your issues within 30 days of being notified.

If any complaint remains unresolved after 45 days or the issue has not been resolved to your satisfaction, you can lodge a complaint with the Australian Financial Complaints Authority, (AFCA). AFCA provides a fair and independent financial complaint resolution service that is free to consumers.

Website: www.afca.org.au

Email: info@afca.org.au

Telephone: 1800 931 678 (free call)

In writing to: Australian Financial Complaints Authority,
GPO Box 3, Melbourne VIC 3001

Cooling off

If you are a “Retail investor”, after you invest in the Fund you have a period of 14 days (the cooling off period) during which you can cancel the investment and have your funds repaid to you. The entire value of your investment may not be repaid depending on the impact of market movements, taxes, management fees, transaction costs etc. during the time you are invested in the Fund.

The right to cool off does not apply to you if you invest in the Fund through a Master Trust or Wrap Service as you do not acquire the rights of a Unit holder in the Fund.

If you have any questions about cooling off rights please contact your financial planner or us on 1800 679 541.

Please note: You should read the important information about applying to invest in the Fund before making a decision. Go to the “How to apply” section of the Additional Information Booklet available at www.leggmason.com.au.

The material relating to how to apply may change between the time when you read the PDS and the day when you acquire the Fund.

9 Other information

Consents

The investment managers mentioned in Section 1 have not prepared, authorised or caused the issue of this PDS. The investment managers have consented only to the inclusion in the PDS of the statements about them in the form and context in which they are included, and this consent has not been withdrawn.

Related party transactions

Subject to the Corporations Act, we and our associates may hold Units in the Fund. We are also permitted by the Constitution (subject to the Corporations Act), to deal with ourself (as Responsible Entity of the Fund or in another capacity), an associate or any Unit holder; have an interest in any contract or transaction with ourself (as Responsible Entity of the Fund or in another capacity), an associate or any Unit holder and retain for our own benefit any profits or benefits derived from such contract or transaction and act in the same or similar capacity in relation to any other managed investment schemes.

Unit holders’ rights and the Constitution

Your rights as Unit holder in the Fund are governed by the Fund’s Constitution and the Corporations Act. The Fund is governed by the Constitution which sets out how the Fund is to be operated. The terms of the Constitution are binding on the Responsible Entity and all Unit holders.

Reports

We will provide you with the following reports and information about your investment in the Fund:

- Transaction confirmations and distribution statements.
- Fund annual financial report (and if applicable half yearly financial reports and continuous disclosure notices) via our website.
- Annual Periodic and tax statements as required by the Corporations Act.

Disclosing Entity

If at any time the Fund becomes and continues to be a disclosing entity under the Corporations Act, it will be subject to regular reporting and disclosure obligations.

We comply with ASIC's Good Practice Guidance on continuous disclosure.

Please note: Go to the "Other information" section of the Additional Information Booklet which is available at www.leggmason.com.au.

Protecting your privacy

Your right to privacy is important to us.

Our Privacy Policy contains important information in relation to our collection, storage, use and disclosure of your personal information.

As Responsible Entity, we may collect and use personal information to ensure compliance with various government and regulatory bodies where permitted or required to do so.

We may also disclose your personal information to:

- our service providers, related bodies corporate or other third parties for the purpose of account maintenance and administration and the production and mailing of statements, amongst other operational activities; and
- to improve customer service, and/or allow our associated organisations and selected third parties to promote their products and services to customers.

All personal information collected by Legg Mason will be collected, used, disclosed and stored by us in accordance with our Privacy Policy, a copy of which will be made available on request.

Please note: You should read the important information about privacy, the operation of the Fund and the retirement of the Responsible Entity before making a decision. Go to the "Additional important information" section of the Additional Information Booklet available at www.leggmason.com.au.

The material relating to privacy, the operation of the Fund and the retirement of the Responsible Entity may change between the time when you read the PDS and the day when you acquire the Fund.

Interpretations and definitions:

In this PDS:

"Business Day" means a day, other than a Saturday or Sunday on which banks are open for business in Melbourne, Victoria.

"Constitution" is a legally enforceable document between the Responsible Entity and Unit holders that sets out some or all of the rights, duties and liabilities of the Responsible Entity in its operation of the Fund.

"Corporations Act" means the Corporations Act 2001 (Cth).

"Franked dividends" means payments made to shareholders out of income on which the company has already paid tax.

"Inflation" is defined as the All Groups Consumer Price Index as published by the Australian Bureau of Statistics.

"mFund" is an unlisted managed fund admitted for settlement under the ASX Operating Rules and available to investors through the mFund Settlement Service.

"RBC Investor & Treasury Services" is a specialist provider of asset services, custody, payments and treasury services to Legg Mason Australia as a Responsible Entity.

"Retail investor" is an investor that does not satisfy one of the requirements to be classified as a wholesale investor.

"RITCs" means reduced input tax credits.

"Significant redemption" is defined in the "About the funds" section of the Additional Information Booklet.

"Wholesale clients" is defined in the "How to apply" section of the Additional Information Booklet.

In this PDS, all fees and costs are expressed in Australian dollars inclusive of GST less any RITC. References to "you" or "your" refers to you as the reader of the PDS.

Need more information?

Please contact Legg Mason Australia:

Freecall:

1800 679 541

Website:

www.leggmason.com.au

Email:

auclientadmin@leggmason.com

*Legg Mason Australia was awarded the Money Management/Lonsec Fund Manager of the Year in 2015, 2017 and 2018