

Sandhurst IML Industrial Share Fund

Product Disclosure Statement Dated 31 May 2023

This Product Disclosure Statement ('PDS' or 'Statement') is issued by Sandhurst Trustees Limited (ABN 16 004 030 737, AFSL No. 237906) ('Sandhurst', 'we', 'us' or 'our'), as the responsible entity of the Sandhurst IML Industrial Share Fund (ARSN 095 143 294, APIR STL0101AU) ('the Fund').

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The latest version of this PDS and the Reference Guide is available at bendigobank.com.au/managedfundsforms. Information in this PDS is subject to change from time to time. Where the changes are not materially adverse, Sandhurst will make updated information available at bendigobank.com.au/managedfundsforms.

You may request a copy of this PDS, the Reference Guide and any updated information at any time free of charge by contacting your licensed financial adviser, Platform operator, phoning Sandhurst on **1800 634 969** or visiting bendigobank.com.au/managedfundsforms.

Important Information

This PDS is a summary of significant information relating to the Sandhurst IML Industrial Share Fund and contains a number of references to important information (each of which forms part of the Statement) and will help you decide whether this product will meet your needs, and compare this product with others you may be considering.

The important information referred to in this PDS is contained in the Sandhurst IML Industrial Share Fund Reference Guide (Reference Guide) and each of these references in this PDS begins with an exclamation mark **!**

You should consider the information in this PDS in its entirety, before making a decision about the Sandhurst IML Industrial Share Fund.

The information in this PDS is general information only and does not take account of your personal financial situation or needs. You should assess your own objectives, financial situation and needs before deciding to acquire an interest in the Fund. Before making an investment decision, you should obtain financial advice tailored to your personal circumstances.

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1. About Sandhurst

Sandhurst is the Fund's responsible entity and investment manager. Sandhurst is responsible for overseeing the Fund's operation, and managing and administering the Fund in the best interests of investors.

Sandhurst is a wholly owned subsidiary of Bendigo and Adelaide Bank Limited (ABN 11 068 049 178, AFSL No. 237879) (Bendigo Bank).

We are a highly regarded financial services provider and part of Bendigo Bank's wealth management arm. Established in 1888, we have evolved from a traditional trustee company to a modern full-service wealth manager.

Like Bendigo Bank, we have a strong focus in supporting the people, communities and initiatives from which we draw our ongoing success.

Sandhurst manages the Fund by investing in the Sandhurst Industrial Share Fund (ARSN 090 472 325, APIR STLO100AU) (Underlying Investment), for which Sandhurst is the responsible entity, and in which the assets are managed by Investors Mutual Limited (IML) (ABN 14 078 030 752, AFSL No. 229988).

Sandhurst as the responsible entity for the Underlying Investment selects asset managers on the basis of quantitative and qualitative factors, including performance, experience, investment strategy and key personnel. It also reviews the performance of the Underlying Investment on a regular basis and, as a part of its investment review process, may replace the asset manager, or appoint additional asset managers, at any time without notice.

2. How the Sandhurst IML Industrial Share Fund works

Structure

The Fund is a registered managed investment scheme, whereby your money is pooled with other investors' money. Sandhurst invests this money on behalf of all the Fund's investors. This means that you have access to certain investments that you may not otherwise be able to access on your own. The ASIC website www.moneysmart.gov.au has more information on managed investment schemes.

The Fund is a 'feeder fund' meaning that it indirectly gains exposure to underlying asset classes by predominantly investing in the Underlying Investment.

The Fund is established under a constitution (Constitution), which sets out your rights and the powers and responsibilities of Sandhurst. You can obtain a copy of the Constitution free of charge by contacting us.

Under the Corporations Act 2001 (Corporations Act), the Fund is required to have a compliance plan lodged with ASIC. The compliance plan is audited annually and sets out measures that Sandhurst will implement to ensure that the Fund's operation complies with the Corporations Act and the Constitution.

About units and unit pricing

The Fund is unitised, meaning that when you invest in the Fund, you purchase units that represent a beneficial interest in the Fund's assets (but not in any particular underlying asset).

The unit price is calculated each business day (i.e. any day that is not a weekend or a public holiday in Melbourne, Victoria) by dividing the Fund's net asset value by the number of units on issue, and is adjusted for transaction costs including the buy/sell spread (see section 6 'Fees and costs' in this PDS and section 3 'Fees and costs' in the Reference Guide for further information). Valuations of the Fund's assets are conducted at any time determined by Sandhurst, at regular intervals appropriate to the nature of the asset, and such times as

required in the Constitution. The unit price will vary as the market value of the assets in the Fund rises or falls. The latest unit prices are available at bendigobank.com.au/managedfundprices

Sandhurst has adopted a unit pricing policy setting out the principles which we apply when exercising unit pricing discretions under the Constitution. You can request a copy of the policy and other documents relating to unit pricing discretions free of charge by calling Sandhurst.

Applications and withdrawals

You can make applications and withdrawals at any time, subject to the following minimum requirements (which Sandhurst may change at its discretion):

- Minimum initial investment \$50,000
- Minimum additional investment \$100 or a minimum of \$50 per month via the regular savings plan
- Minimum withdrawals \$1,000
- Minimum switches \$1,000
- Minimum investment balance \$50,000

Note: Sandhurst may accept lesser amounts at its discretion.

Sandhurst will retain any interest earned on application money before it is paid into the Fund.

Initial investment

To acquire units in the Fund, you will need to complete an Application Form. If a completed Application Form is received and accepted before 12 noon Melbourne time on a business day, the application will be processed using the Fund's application price calculated as at the close of business on that day. Otherwise, the following business day's application price will be used (these conditions also apply to additional investments – see below). Payment can be made by cheque or direct debit (if using direct debit, you will need to complete the relevant section of the Application Form) or other method acceptable to Sandhurst. In certain circumstances, Sandhurst reserves the right to refuse an application or accept only part of an application or change processing times. The Application Form is available at bendigobank.com.au/managedfundsforms

Additional investments

You can increase your investment by acquiring units in the Fund at any time, with payment made by BPAY[®], cheque, direct debit or other method acceptable to Sandhurst. Units will be issued in accordance with the initial investment timings listed above. You should obtain a copy of the most up-to-date PDS for this Fund when making additional investments, as the investment will be made on those terms. In certain circumstances, Sandhurst reserves the right to refuse an additional investment or accept only part of an additional investment, (for example, if the Fund is closed to additional investments) or change processing times.

The Investment Contribution Form is available at bendigobank.com.au/managedfundsforms

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Regular savings plan

The Fund offers a regular savings plan with a minimum investment of \$50 per month. Simply complete this election on your Application Form, or alternatively, you can establish a regular savings plan at any time by completing the Investment Contribution Form available at bendigobank.com.au/managedfundsforms and nominate your contribution amount.

Withdrawal requests

You can decrease your investment by withdrawing some or all of your units by sending Sandhurst a completed Withdrawal Form. If your Withdrawal Form is received and accepted before 12 noon Melbourne time on a business day, the withdrawal will be

processed using the Fund's withdrawal price calculated as at the close of business on that day. Otherwise, the following business day's withdrawal price will be used. If you make a withdrawal request which would result in your investment balance falling below the minimum investment balance set out above under the heading "Applications and withdrawals", Sandhurst may, at its discretion, treat your withdrawal request as relating to all of your remaining units in the Fund.

The Withdrawal Form is available at bendigobank.com.au/managedfundsforms

After Sandhurst has received and accepted a completed Withdrawal Form, withdrawals are normally paid within 5 business days of the withdrawal date (however, the Constitution allows up to 30 days or such longer period as Sandhurst determines in certain circumstances). Withdrawals will be credited directly to your nominated account or a cheque can be sent to you upon request.

In extraordinary circumstances, Sandhurst reserves the right to suspend withdrawals from the Fund, such as if in the reasonable opinion of Sandhurst, it is in the best interests of investors as a whole to do so. In some circumstances, such as when there is a freeze on withdrawals, you may not be able to withdraw your units in the Fund within the usual period for withdrawal requests. Sandhurst reserves the right to change processing times.

Minimum investment balance

If the current value of your investment falls below the minimum investment balance as set out above under the heading "Applications and withdrawals". Sandhurst may at its discretion, by giving at least 30 days' notice, redeem your interests in the Fund and pay the proceeds to you.

Switching and transfers

You may switch from the Fund to other funds operated by Sandhurst and which are listed on the Switch Form (available at bendigobank.com.au/managedfundsforms).

When you request a switch we will redeem your existing units in the Fund at the next available redemption price and we will use the proceeds to buy units in the new fund at the relevant application price. There is no charge for switching between funds, however buy/sell spreads do apply. Switching from one fund to another fund may give rise to tax consequences and it is recommended that you check the tax implications with your accountant or financial adviser before switching.

When making a switch the minimum balance and transaction amounts of the respective funds must be met. You should obtain a copy of the most up-to-date PDS for each fund when requesting a switch, as the switch will be made on the terms of that PDS and the Switch Form. These documents and the Switch Form are available at bendigobank.com.au/managedfundsforms

You can also transfer your units in the Fund to another person. To discuss what is required for a transfer, please contact us on **1800 634 969**.

Income distributions

The Fund may earn income such as dividends, interest and other distributable income, as well as net realised capital gains on the sale of underlying assets. It is Sandhurst's intention that the full amount of the Fund's taxable income in each financial year be distributed to investors. Distributions are calculated half yearly as at 30 June and 31 December, and normally paid within 2 months.

Your entitlement to distributions is calculated by dividing the total distribution amount by the total number of units on issue at the distribution date, and multiplying the result by the number of units you hold on that date. If you withdraw units prior to the distribution date, you will not receive any distribution for the

period you held those units in the relevant distribution period. However, the Fund's unit price will incorporate the distribution up to the withdrawal date.

You can choose to have your distributions either:

- reinvested in further units in the Fund; or
- paid to you by direct credit to your nominated account.

If you do not make a choice, or if a direct credit rejection occurs, then your distributions will be automatically reinvested by acquiring additional units in the Fund at the unit price applicable at the end of the relevant distribution period (the buy/sell spread does not apply to reinvested distributions). You can change your choice for receiving distribution payments by advising Sandhurst at least 10 business days before the end of the relevant distribution period. Otherwise, the change to your distribution instructions will not occur until after the next distribution is paid. Distributions will not be paid by cheque.

Platform investors

If you are investing through a master trust, wrap account or other investor directed portfolio-type service (collectively referred to as a 'Platform'), it is generally the operator of the Platform which becomes the investor in the Fund, not you. Accordingly, they have the rights of an investor and can exercise them in accordance with their arrangements with you.

If you invest through a Platform, you are subject to the conditions that are prescribed by the operator of the Platform which may differ from the conditions outlined in this PDS (such as procedures for making investments, switches and withdrawals, cooling off periods, cut-off times for transacting, timing for distributions, additional fees and costs and investor reporting).

Sandhurst is not responsible for the operation of any Platform through which you invest. In addition to reading this PDS, you should read the document that explains the Platform, as issued by your Platform operator.



You should read the important information about 'Acquisition and disposal of units' before making a decision. Go to section 1 of the Reference Guide at bendigobank.com.au/managedfundsforms. The material relating to the 'Acquisition and disposal of units' may change between the time when you read this Statement and the day when you acquire the product.

3. Benefits of investing in the Sandhurst IML Industrial Share Fund

The significant features and the significant benefits of the Fund include:

- **Access to growth assets:** The Fund, predominantly through holdings in the Underlying Investment, provides exposure to high growth assets with the potential for long term growth via an actively managed portfolio of Australian Securities Exchange (ASX) listed industrial shares. The Fund provides access to investment opportunities and markets that may not otherwise be accessible to all investors.
- **Access to a leading professional asset manager:** Through holdings in the Underlying Investment, Sandhurst has selected IML to manage the Fund's ASX listed industrial share assets. IML is a highly regarded asset manager that specialises in managing Australian shares using a disciplined value based approach. This means that IML seeks to invest in reasonably priced companies that show potential to deliver growing earnings.
- **Capital growth and income:** The Fund is designed to be a long term investment that aims to deliver income and capital growth through holdings predominantly in the Underlying Investment. If you choose to reinvest your distributions you can benefit from the power of compounding, which allows you to generate

returns on your reinvested distributions to optimise your investment earnings over the long term.

- **Ready-made diversification:** This Fund, predominantly through holdings in the Underlying Investment, gives you the opportunity to broaden your exposure across a range of diversified ASX listed industrial share investments, allowing you to moderate the volatility of your investment risk and return over the long term.
- **A simple and convenient way to invest:** The Fund is designed to make investing easy for you. We handle all the investment decisions, paperwork and administration, and provide you with regular information and reporting on your investment. Our application process is straightforward and our friendly staff are on hand to assist you with any queries regarding your investment.
- **Flexible ways to invest:** The Fund offers flexible ways to add to your investment. You can increase your investment at any time by using BPAY, direct debit or cheque.
- **Regular savings plan:** The Fund offers the convenience of a regular savings plan so you can add to your investment on a regular basis with as little as \$50 per month. Regular investments can be deducted straight from your bank account.
- **A responsible entity with a proven record:** Sandhurst aims to create wealth for investors by employing a disciplined and conservative approach to managing quality investments.

4. Risks of managed investment schemes

The purpose of this section is to inform you of the types of significant risks that may apply to an investment in the Fund and is a summary only. It does not purport to be a comprehensive statement of all the risks.

In identifying the significant risks associated with the Fund itself, as the only non-cash investment held by the Fund is the investment in the Underlying Investment, the risks associated with the Underlying Investment are also risks of the Fund. We have therefore also considered the risks resulting from the asset management activities of IML as the asset manager of the Underlying Investment.

All investments carry risk. Different investment strategies may carry different levels of risk, depending on the assets that make up the investment strategy. Generally, assets with the highest long-term returns may also carry the highest level of short-term risk.

The significant risks of investing in the Fund are summarised as follows:

- **Individual investment risk:** The Fund invests by acquiring and holding units in the Underlying Investment which is another managed fund. That fund holds investments that will fluctuate in value, meaning that they can, and do, fall in value for many reasons. This is an inherent risk associated with all managed funds. The Underlying Investment aims to reduce investment risk by holding a diversified portfolio of ASX listed industrial shares, and having an experienced asset manager, IML, which undertakes thorough analysis and research of all of that Fund's assets.
- **Market risk:** The Fund may be impacted by market risk. Factors that may influence the market include changes to economic, technological, climate, political, taxation, country, legal conditions and/or market sentiment. The Fund mitigates market and political risks through its holdings in the Underlying Investment. IML conducts research and analysis to form a view on these risks and by diversifying the Underlying Investment's holdings.
- **Fund risk:** The Fund may not achieve its investment return objective or Sandhurst could underperform other investment managers. The Fund could be terminated, the fees and costs

could change, Sandhurst could be replaced as the responsible entity and/or investment manager, the asset manager of the Underlying Investment could be replaced, or key personnel could change, or the Underlying Investment could be terminated. Sandhurst aims to minimise fund risk by operating within established operational risk and compliance structures, monitoring how fund risks may impact on the Fund and by acting in the best interests of investors.

- **Derivatives risk:** Through its holdings in the Underlying Investment, the Fund has exposure to derivatives from time to time for both gaining and hedging exposure to assets and/or asset classes. Derivatives risk includes the value of derivative positions not moving in line with the movement in the underlying asset, potential illiquidity of the derivative, and being unable to meet payment obligations in relation to derivative contracts. Although this risk cannot be eliminated, Sandhurst has, and requires the asset manager of the Underlying Investment, IML, to have, procedures in place to govern the use of derivatives.
- **Liquidity risk:** The Fund's assets may not be able to be converted into cash in a timely manner in order to pay withdrawal requests. Sandhurst manages liquidity risk by holding units in the Underlying Investment, the units in which ordinarily can be readily converted into cash.
- **Counterparty risk:** Counterparty risk represents the loss that would be recognised if counterparties (i.e. the other parties to the contracts such as securities dealers or derivative counterparties) fail to perform as contracted. Sandhurst has managed this risk by choosing IML, an appropriate and reputable asset manager. IML through its investment of the assets of the Underlying Investment, is also responsible for managing this risk.
- **Asset manager risk:** As IML is the asset manager for the Underlying Investment, the Fund's performance is dependent upon IML's performance. Sandhurst monitors IML's performance on an ongoing basis. In the event that IML fails to meet its obligations, Sandhurst may replace IML with another asset manager.
- **Regulatory risk:** Investment performance may be affected by changes to government policies, regulations and taxation laws.

The significant risks of investing in managed investment schemes include that:

- the value of investments will vary over time;
- the level of returns will vary and future returns may vary from past returns;
- returns are not guaranteed and you may lose some of your money;
- laws affecting managed investment schemes may change in the future; and
- the level of risk for you 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 performance of the Fund is regularly monitored to assess whether the investment policy and the objectives of the Fund are being met. However, we do not guarantee future profitability, Fund returns, distributions or return of capital.

You should consult with your financial adviser to properly understand the risks associated with the Fund and your attitude to investment risk.

Sandhurst, Bendigo Bank and its related entities do not guarantee the repayment of capital invested, the payment of income or the Fund's investment performance. An investment in the Fund does not represent a deposit with, or a liability of Sandhurst, Bendigo Bank or its related entities. Bendigo Bank does not stand behind or guarantee the performance of Sandhurst.

Sandhurst is not an authorised deposit-taking institution within the meaning of the Banking Act 1959.

5. How we invest your money

The Fund offers a single investment option.

The Fund is a 'feeder fund' meaning that it indirectly gains exposure to ASX listed industrial shares via holdings in an underlying managed investment scheme, the Underlying Investment, for which IML is currently the asset manager.

The Underlying Investment uses an 'active' approach, meaning that assets are selected based on changing market conditions, with the aim of achieving the Fund's investment return objective. The Fund, via this investment, provides exposure to a pool of ASX listed industrial shares (excluding resource shares) selected and managed by IML. Sandhurst manages the cash and short term securities component of the Fund and the Underlying Investment in its capacity as responsible entity.

Whilst the Fund's assets will have exposure to ASX listed industrial shares, from time to time the underlying manager may invest in asset classes that are not listed on the ASX including derivatives and hybrid securities such as preference shares.

Warning: When choosing whether to invest in the Fund, you should consider:

- the likely investment return;
- the risk; and
- your investment timeframe.

Labour standards, or environmental, social or ethical considerations

Sandhurst takes into account certain labour standards or environmental, social or ethical considerations in the selection, retention or realisation of investments relating to the Fund. See "Labour standards, or environmental, social or ethical considerations" under the heading "Investment Process" in the Reference Guide for more information.

! You should read the important information about the Fund's investment process before making a decision. Go to section 2 of the Reference Guide at bendigobank.com.au/managedfundsforms. The material relating to the Fund's investment process may change between the time when you read this Statement and the day when you acquire the product.

Sandhurst IML Industrial Share Fund

Investment return objective	To deliver investment returns before fees above the S&P / ASX 300 Industrial Accumulation Index on a rolling four year basis.								
Investment strategy	The Fund expects to invest predominantly in the Underlying Investment. To the extent that the Fund does so, it will be exposed to a diversified portfolio of quality ASX listed industrial shares (excluding resource shares) where these assets are identified by IML as being undervalued.								
Strategic asset class allocation	The Fund invests 80% to 100% of its assets in the Underlying Investment (with the uninvested portion held in cash). The strategic asset class allocation range of the Underlying Investment is set out below.								
	<table border="1"> <thead> <tr> <th></th> <th>Min</th> <th>Max</th> </tr> </thead> <tbody> <tr> <td>Australian shares (industrial)</td> <td>80%</td> <td>100%</td> </tr> <tr> <td>Cash and short term securities</td> <td>0%</td> <td>20%</td> </tr> </tbody> </table>		Min	Max	Australian shares (industrial)	80%	100%	Cash and short term securities	0%
	Min	Max							
Australian shares (industrial)	80%	100%							
Cash and short term securities	0%	20%							
Asset manager	In exceptional market conditions the Fund may have asset class allocations outside the stated minimum and maximum for short periods of time.								
	While the assets of the Fund are predominantly invested in ASX listed shares, up to 10% of its assets may be invested in unlisted shares, where these shares are expected to list on the ASX within 12 months of making the investment.								
Minimum suggested investment timeframe	In an endeavour to ensure the best possible result for investors and to meet the Fund's investment return objective, the performance of IML is regularly monitored and assessed by Sandhurst. Consequently, Sandhurst may replace the Underlying Investment, and therefore the underlying asset manager, from time to time without prior notice to you.								
	Recommended for at least a 5 year investment period.								
Type of investor for whom this investment is suited	This Fund is intended to suit an investor primarily seeking long term capital growth and income from a diversified portfolio of ASX listed industrial shares, with a limited exposure to cash and short term securities.								
Risk level	This Fund is considered by Sandhurst to be a high risk investment.								
Changes to the Fund	We have the right to terminate the Fund or change the Fund's investment return objective (including without limitation, the strategic asset class allocations and investment strategy), asset manager and the Underlying Investment without providing prior notice to investors in some cases. We will inform investors of any material changes to the Fund in accordance with the law.								

6. Fees and costs

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns. For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

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

You may be able to negotiate to pay lower fees. Ask the Fund or your financial adviser.

TO FIND OUT MORE

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

The managed funds fee calculator on the ASIC website (www.moneysmart.gov.au) can also be used to calculate the effect of fees and costs on account balances. Taxation information is set out in section 7 of this PDS.

The following table shows the 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. This information can be used to compare costs between different simple managed investment schemes.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

All the fees and costs shown in this section include GST less the applicable reduced input tax credits unless otherwise stated.

Fees and costs summary

Sandhurst IML Industrial Share Fund		
Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs		
<i>Management fees and costs*</i> The fees and costs for managing your investment	1.00% p.a.	The Fund's management fee is 0.95% p.a. and is calculated on the Fund's net asset value, accrued daily and paid quarterly in arrears to Sandhurst from the Fund's assets as a whole. Management fees and costs include indirect costs of 0.05% p.a. which are paid when they arise from the Fund's assets. The deduction of management fees and costs is reflected in the Fund's unit price.
<i>Performance fees</i> Amounts deducted from your investment in relation to the performance of the product	Nil	Sandhurst does not charge a performance fee for managing the Fund. However, the Fund may pay performance fees to some asset managers that manage interposed vehicles in which the Fund invests. These performance fees are recovered from the Fund as and when they are incurred. The deduction of performance fees from interposed vehicles is reflected in the Fund's unit price.
<i>Transaction costs</i> The costs incurred by the scheme when buying or selling assets	0.03% p.a.	Transaction costs incurred by the Fund are paid as and when they are incurred by a deduction from the Fund, and transaction costs incurred by an interposed vehicle in which the Fund has invested are paid by that interposed vehicle. In each case, these transaction costs are reflected in the Fund's unit price.
Member activity related fees and costs (fees for services or when your money moves in or out of the scheme)^		
<i>Establishment fee</i> The fee to open your investment	Nil	Not applicable
<i>Contribution fee</i> The fee on each amount contributed to your investment	Nil	Not applicable
<i>Buy-sell spread#</i> An amount deducted from your investment representing costs incurred in transactions by the scheme	Buy spread: 0.25% Sell spread: 0.25%	The buy spread applies to each application in the Fund and is deducted from your investment amount upon application. The sell spread applies to each withdrawal and is deducted from your investment amount upon withdrawal.
<i>Withdrawal fee</i> The fee on each amount you take out of your investment	Nil	Not applicable
<i>Exit fee</i> The fee to close your investment	Nil	Not applicable
<i>Switching fee</i> The fee for changing investment options	Nil	Not applicable

* The amount of this fee can be negotiated. See "Differential fee arrangements" under the heading "Additional explanation of fees and costs" in the Reference Guide for more information.

^ These fees do not include amounts payable to a financial adviser. See "Advice fee" under the heading "Additional explanation of fees and costs" in the Reference Guide for more information.

These spreads can increase materially in stressed market conditions. See "Buy/sell spread" under the heading "Additional explanation of fees and costs" in the Reference Guide for more information.

Warning: Additional fees may be paid to a financial adviser if a financial adviser is consulted. Please refer to the Statement of Advice in which details of the fees are set out.

Example of annual fees and costs for the Fund

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

EXAMPLE: Sandhurst IML Industrial Share 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 Fees and Costs	1.00% p.a.	And , for every \$50,000 you have in the Sandhurst IML Industrial Share Fund, you will be charged or have deducted from your investment \$500 each year.
PLUS Performance Fees	Nil	And , you will be charged or have deducted from your investment \$0 in performance fees each year.
PLUS Transaction Costs	0.03% p.a.	And , you will be charged or have deducted from your investment \$15 in transaction costs.
EQUALS Cost of Sandhurst IML Industrial Share Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees and costs in the range of: \$515 to \$567 What it costs you will depend on the fees you negotiate.

Additional explanation of fees and costs

Management fees and costs

Management fees and costs are incurred in managing the Fund, comprising the management fee paid to Sandhurst as responsible entity for administering the Fund, other investment-related expenses and reimbursements in relation to the Fund, amounts paid or payable for investing in the assets of the Fund, and indirect costs (excluding any transaction costs and performance fees, if any). Indirect costs are based on the actual costs of the past financial year.

Indirect costs are any amounts that directly or indirectly reduce the returns on the units that is paid from, or reduce the amount or value of, the income or assets of the Fund (including an underlying investment of the Fund).

The Constitution allows Sandhurst to pay or recover, from the Fund, all costs, charges, expenses and outgoings reasonably and properly incurred by Sandhurst in the proper performance of its duties in administering the Fund. These are included as part of the indirect costs of the Fund.

Management fees and costs are based on the latest available information as at the date of this PDS. Management fees and costs may increase or decrease over time depending on the amounts comprising the management costs described above.

Performance fees

A performance fee is an amount paid or payable, calculated by reference to the performance of the Fund and interposed

vehicles in which the Fund invests, whether from income or capital appreciation (realised or unrealised). As at the date of this PDS, Sandhurst does not charge a performance fee for managing the Fund.

The performance fees set out above in the fees and costs summary have been calculated by reference to the average performance fees over a previous period, except where the Fund or the relevant interposed vehicle was first offered in the current financial year, in which case a reasonable estimate of the performance fees was used in the calculation.

Transaction costs

Transaction costs are incurred when acquiring and disposing of certain assets. These costs may include clearing costs, brokerage, stamp duty and buy/sell spreads charged by us or charged to us by asset managers we engage. The amount of total gross transaction costs is 0.11% p.a. The transaction costs shown in the 'Fees and costs summary' are shown net of any amount recovered by the buy/sell spread charged by Sandhurst as set out in the 'Fees and costs summary'.

Changes to fees and costs

Fees and costs can be changed at any time by Sandhurst in accordance with the Constitution without your consent. If fees payable to Sandhurst increase, you will be given 30 days' prior notice. Other costs may change at any time without prior notice to you.

Tax

For information about tax, please see section 7 "How managed investment schemes are taxed".

! You should read the important information about 'Fees and costs' before making a decision. Go to section 3 of the Reference Guide at bendigobank.com.au/managedfundsforms. The material relating to the 'Fees and costs' may change between the time when you read this Statement and the day when you acquire the product.

7. How managed investment schemes are taxed

Warning: Investing in a registered managed investment scheme is likely to have tax consequences. The Australian taxation system is complex and individual investors have different circumstances. Persons are strongly advised to seek professional tax advice.

In summary, when investing in the Fund, investors should note that:

- Registered managed investment schemes generally do not pay tax on behalf of investors.
- Investors will be assessed for tax on income and capital gains generated by the Fund in the year to which their entitlement relates, irrespective of whether the income is reinvested or the income payment occurs at a later date.
- Tax components of Fund distributions will be allocated to investors on a fair and reasonable basis.
- The Fund will pass through the investors' share of any tax credits received during the year.
- The Fund has made a 'capital election' under the tax regime for Managed Investment Trusts (MITs) and it continues to be an eligible MITs.
- Investors may be liable for tax on capital gains realised on the sale of units in the Fund, either by withdrawal, switch or transfer.

The brief summary of taxation information provided above relates only to Australian tax residents who hold their Fund units on capital account for income tax purposes. You should not rely on this summary.

 You should read the important information about 'How managed investment schemes are taxed' before making a decision. Go to section 4 of the Reference Guide at bendigobank.com.au/managedfundsforms. The material relating to 'How managed investment schemes are taxed' may change between the time when you read this Statement and the day when you acquire the product.

8. How to apply

Investing in the Fund is a two step process:

1. **Complete the Application Form** which is available at bendigobank.com.au/managedfundsforms; and
2. **Send your application** and initial investment money to Sandhurst in accordance with the instructions contained in the Application Form.

Cooling-off

Subject to the Corporations Act and the Corporations Regulations, retail investors have the right to return their units in the Fund to Sandhurst and to have their investment repaid. However, this right does not apply in certain circumstances, such as where the units acquired were offered or issued under distribution reinvestment plans, acquired as additional contributions and where the units were issued at the time when the Fund is not liquid.

If after investing in the Fund you change your mind and wish to exercise your cooling-off right, you may notify Sandhurst in writing or electronically and request that your investment be repaid. The right to cool off can only be exercised during the period of 14 days from the earlier of:

- the time you receive written confirmation of your investment from Sandhurst; and
- the end of the 5th business day after the day on which the units were issued to you.

The amount refunded will be adjusted to take account of any increases or decreases in the price of units in the Fund and any reasonable administration expenses and transaction costs. If a distribution has occurred between acceptance of your application by Sandhurst and receipt of your notification to cool off during the cooling-off period, there may be taxation implications for you. We suggest that you seek professional tax advice in these circumstances.

Resolving Complaints

We consider internal dispute resolution to be an important and necessary first step in the complaint handling process as it gives us an opportunity to hear when we do not meet our customers' expectations and address them genuinely, efficiently and effectively.

You can raise your complaint with us by:

- contacting us on **1800 634 969**
(Monday to Friday 8.30 am to 5.00 pm, Melbourne time)
- emailing us at managedfunds@sandhursttrustees.com.au
- writing to us at:
Sandhurst Trustees Limited Funds Administration
GPO Box 4314
Melbourne VIC 3001

If you are not satisfied with the response provided you can refer your complaint directly to the appropriate external dispute resolution scheme.

We are a member of the Australian Financial Complaints Authority (AFCA). You can contact AFCA at:

GPO Box 3
Melbourne Vic 3001
Telephone: **1800 931 678**

Email: info@afca.org.au

Web: www.afca.org.au

Time limits may apply to complain to AFCA and so you should act promptly or otherwise consult the AFCA website to find out if, or when the time limit relevant to your circumstances expire.

9. Other information

Continuous disclosure requirements

The Fund is considered a 'disclosing entity' while it has 100 or more investors. A disclosing entity is subject to regular reporting and continuous disclosure requirements under the Corporations Act. While the Fund is a disclosing entity, copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. If applicable, you may also obtain from Sandhurst, free of charge, copies of:

- the most recent annual financial report lodged with ASIC;
- any half yearly financial report lodged with ASIC; and
- any continuous disclosure notices lodged with ASIC.

Some of these documents (including continuous disclosure notices) will also be available from sandhursttrustees.com.au

Consents

Bendigo Bank and IML have given and have not, before the date of this PDS, withdrawn their written consent to be named in this PDS and Reference Guide and to the statements in this PDS and/or Reference Guide concerning their roles and activities, in each case in the form and context in which they are included or named.

 You should read the important information about 'Other information' before making a decision. Go to section 5 of the Reference Guide at bendigobank.com.au/managedfundsforms. The material relating to the 'Other information' may change between the time when you read this Statement and the day when you acquire the product.