

Fidelity Global Emerging Markets Fund (Managed Fund)

Supplementary Product Disclosure Statement

Issued 18 December 2023

Issued by FIL Responsible Entity (Australia) Limited
ABN 33 148 059 009 AFS Licence No 409340.

Fidelity Global Emerging Markets Fund (Managed Fund)
(ARSN 627 296 959) (ASX code: FEMX).

Units in the product referred to above can be traded
on the ASX under the AQUA Rules.

About this Supplementary Product Disclosure Statement

This Supplementary Product Disclosure Statement (SPDS) dated 15 December 2023 updates the Product Disclosure Statement (PDS) dated 14 March 2022 for the Fidelity Global Emerging Markets Fund (Managed Fund). This SPDS must be read together with the PDS. All changes disclosed below will take effect from the date of issue of this SPDS.

A copy of this SPDS has been lodged with the ASX and ASIC. Neither ASIC nor the ASX take any responsibility for the contents of this SPDS.

Unless otherwise specified, terms used in this SPDS have the same meaning as in the PDS.

This SPDS sets out the following changes to the PDS.

1. Change to 'Fund description' section on page 12

Replace the Fund description with the following:

Fund description

The Fund provides investors with the potential for long-term capital growth by investing in a portfolio of listed emerging market shares. The companies invested in have their head office in, are listed in, or exercise a predominant part of their activity in developing markets including countries in Latin America, South East Asia, Africa, Eastern Europe and the Middle East.

Generally, a minimum of 70% of the portfolio will be invested in securities that are either incorporated in or listed in an emerging market. The remaining maximum limit of 30% will constitute up to 20% in frontier market securities and up to an additional 10% in companies that we deem to have exposure to emerging markets where the company generates at least 50% of revenues, profits or has substantial assets in emerging markets.

Fidelity believes that markets are semi-efficient and share prices don't always reflect inherent value. Through in-house, bottom-up company research, Fidelity aims to uncover the opportunities that it believes offer the greatest scope for outperformance.

Based on this research approach, Fidelity seeks out attractively valued companies it believes are positioned to generate returns through market cycles and have demonstrated a track record of strong corporate governance.

A minimum of 70% of the Fund's assets are invested in companies with favourable ESG characteristics. Favourable ESG characteristics are determined by reference to ESG ratings provided by external agencies or Fidelity ESG Ratings*.

A maximum of 30% of the Fund's assets can be invested in companies which demonstrate improving sustainable indicators, but do not maintain favourable ESG characteristics in accordance with the criteria above. Companies which demonstrate improving sustainable indicators are those classified as such through the trajectory outlook of Fidelity ESG Ratings or those which, in Fidelity's view, demonstrate the potential for improvement through the implementation and execution of a formal engagement plan. The criteria used to determine this reference rating may change over time*.

The Fund adheres to a principles-based exclusion policy incorporating both norms-based screening and negative screening of certain sectors, companies or practices based on specific ESG criteria**.

The following exclusions apply to the Fund:

Norms-based screening

Will not intentionally invest in companies which Fidelity considers have failed to conduct their business in accordance with accepted international norms, including as set out in the United Nations Global Compact.

Negative screening

Will not intentionally invest in certain companies* such as:

- Controversial weapons – those deriving any revenue from controversial weapons (biological, chemical, incendiary weapons, depleted uranium, non-detectable fragment, blinding lasers, cluster munitions, landmines and nuclear weapons).
- Conventional weapons – those deriving 5% or more revenue from the production of conventional weapons (a weapon of warfare which is not nuclear, chemical or biological in nature).

- Semi-automatic weapons – those deriving any revenue from the production of semi-automatic firearms intended for sale to civilians or those deriving 5% or more revenue from the sale of semi-automatic firearms to civilians.
- Tobacco – those deriving any revenue from the production of tobacco (or tobacco alternatives) or those deriving 5% or more revenue from tobacco retail, distribution, supply or licensing.
- Thermal coal – those deriving 5% or more revenue from thermal coal extraction and power generation. We will allow an exception to this exclusion if a company has less than 30% revenue from thermal coal related activities and meets either of the following two requirements:
 - The revenue share from renewable energy activities exceeds the revenue share from thermal coal activities, or
 - The company has made an effective commitment to a Paris Agreement aligned objective based on approved Science Based Targets, or alignment with a Transition Pathway Initiative scenario or a reasonably equivalent public commitment.
- Oil sands – those deriving 5% or more revenue from the extraction of oil sands. Arctic oil & gas – those deriving 5% or more revenue from the production of Arctic oil and gas (onshore and offshore).
- Gambling – those deriving 5% or more revenue from gambling operations, licensing or the provision of key supporting products and services.

If a company has confirmed that they are planning to divest a business unit or discontinue any business activities which fall within the exclusion criteria, we will not include it for exclusion but will continue to monitor the company to ensure that they follow through on the divestment.

*Further details on the methodology is provided at fidelity.com.au/sustainable-investing/our-framework and may be updated from time to time.

**Negative screening does not include the parent or subsidiaries of companies.

***This includes those companies producing delivery platforms whose exclusive use is linked to these weapons

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Important information

This Product Disclosure Statement (PDS) provides a summary of significant information relating to the Fidelity Global Emerging Markets Fund (Managed Fund) (ARSN 627 296 959) (Fund).

The information provided in this PDS is general information only and does not take account of your personal financial situation or needs. Before making an investment decision you should read the information contained in this PDS and obtain financial advice tailored to your personal circumstances. Terms in bold in this PDS are defined in section 11 'Glossary'.

A copy of this PDS has been lodged with **ASIC**. The **ASX** has approved the admission of the Fund to trading status and the units in the Fund are quoted for trading on the ASX pursuant to the **AQUA Rules**. No representation is made concerning the Fund's continued quotation on the ASX. Neither ASIC nor ASX takes any responsibility for the contents of this PDS.

Neither we, nor our employees, agents or officers guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund. An investor's investment does not represent deposits or other liabilities of the Fidelity Group companies.

Information in this PDS is subject to change from time-to-time. Information that is not materially adverse can be updated by us by placing it on our website or the ASX Market Announcements Platform. A paper copy of this information is also available free of charge on request by calling us.

The offer in this PDS is available only to persons receiving this PDS (electronically or otherwise) within Australia and distribution of this PDS outside Australia may be prohibited or restricted by the laws of other jurisdictions. This PDS does not constitute an offer or invitation in any jurisdiction, or to anyone, to whom it would be unlawful to make such an offer or invitation. Fidelity, Fidelity International and the Fidelity International logo and F symbol are trademarks of FIL Limited.

1. About FIL Responsible Entity (Australia) Limited

FIL Responsible Entity (Australia) Limited (ABN 33 148 059 009 **AFSL** No. 409340), referred to throughout this PDS as (FREAL, we, us, our) is the Responsible Entity for the Fund and is the issuer of this PDS.

As the Responsible Entity for this Fund, we are responsible for the day-to-day operation of the Fund and for ensuring it complies with its **Constitution** and relevant laws. This responsibility includes establishing, implementing and monitoring the Fund's investment objective and strategy.

FREAL is a member of the group of companies known as Fidelity International (Fidelity). FREAL has appointed FIL Investment Management (Australia) Limited (ACN 006 773 575, AFSL 237865) (FIMAL), also a member of Fidelity, as the investment manager of the Fund. FIMAL has the power under the terms of its appointment with us to sub-authorise other members of the Fidelity group to manage some or all of the Fund's assets and/or to perform certain tasks and services in relation to the Fund.

Fidelity is one of the world's leading asset managers with a global network researching investment opportunities in the US, Europe, the Middle East, Africa and Asia Pacific. Fidelity manages over A\$614billion¹ on behalf of both private and institutional investors.

Fidelity is an active asset manager with one of the largest global research capabilities with more than 400 investment professionals around the world. We believe access to the investment knowledge and expertise of Fidelity's global network provides Fidelity with a significant competitive advantage when choosing investments for our Funds.

We have been a signatory to the Principles for Responsible Investment (**PRI**) since 2012 and work closely with external environmental, social and governance (ESG)-related bodies in Australia and around the world to promote sustainable investing and social development.

For Australian investors, we offer a range of investment choices including Australian, Asian, global equity and sustainable funds.

¹ As at 31 December 2021

2. Key features at a glance

For more information on each of the features, please refer to the relevant sections below:

Feature	Summary	Section
Fund name	Fidelity Global Emerging Markets Fund (Managed Fund)	
ARSN	627 296 959	
ASX code	FEMX	
Responsible Entity	FIL Responsible Entity (Australia) Limited ABN 33 148 059 009 AFSL No. 409340	1
Investment manager	FIL Investment Management (Australia) Limited ACN 006 773 575 AFSL 237865	1
About the Fund	<p>The Fund is a registered managed investment scheme and provides investors with the potential for long-term capital growth by investing in a portfolio of listed emerging market shares. The companies invested in have their head office in, are listed in, or exercise a predominant part of their activity in developing markets including countries in Latin America, Asia, Africa, Eastern Europe and the Middle East.</p> <p>The Fund has been admitted to trading status on the ASX under the AQUA Rules and provides investors with the ability to invest or withdraw from the Fund by buying or selling units on the ASX.</p>	3, 7
Investment return objective	To achieve returns in excess of the benchmark (MSCI Emerging Markets Index NR) over the medium to long term.	7
Asset classes and allocation ranges	Global securities: 90% to 100%. Cash: 0% to 10%	7
Risks	All investments are subject to risk. The risks associated with the Fund are described in this PDS.	6
Unit price and iNAV	<p>The net asset value (NAV) represents the market value of the assets, less liabilities (including estimated fees), of the Fund. The unit price is calculated by dividing the NAV by the number of units on issue in the Fund.</p> <p>An indicative NAV per unit (iNAV) will be published on the Fund's website throughout the Trading Day.</p>	3
Buying or selling units	Investors can invest and withdraw from the Fund by trading units on the ASX in a similar fashion to securities traded on the ASX, subject to market liquidity.	3
ASX liquidity	On behalf of the Fund, we may provide liquidity to investors on the ASX by acting as a buyer and seller of units. At the end of each Trading Day, we will create or cancel units by applying for or redeeming our net position in units bought or sold on the ASX. We have appointed a market participant to act as our Market Making Agent to transact and facilitate settlement on our behalf.	3
Distributions	The Fund may pay distributions annually. When distributions are paid, they are usually paid within 14 Business Days after year end.	3
Fees and other costs	The management fee is 0.99% pa. A detailed explanation of fees and other costs are provided in this PDS.	8
Transaction confirmations	Investors buying or selling units on the ASX will receive transaction confirmations from their broker.	3
Annual tax reporting	Annual tax statements will be made available to investors in respect of the Fund.	9

3. How the Fidelity Global Emerging Markets Fund (Managed Fund) works

How the Fund operates

When you invest money in the Fund, your money is pooled together with other investors' money. This pool is used to buy investments that are managed on behalf of all investors in the Fund in accordance with the Fund's investment strategy. By investing in the Fund, you gain access to investments that otherwise may not be available to you and can benefit from the expertise and insights of Fidelity's investment team.

Units and unit price

The total value of the net assets in the Fund is divided into units of equal value and a unit price is calculated in accordance with the Constitution each Business Day. When you make an investment in the Fund, you will be issued with 'units' in the Fund representing your investment. Each unit carries an equal beneficial interest in the Fund as a whole, but does not give an investor an interest in any particular asset of the Fund.

The unit price is calculated as that day's net asset value (NAV) divided by the number of units on issue. The unit price is published daily on our website. The unit price is commonly also referred to as the NAV per unit.

The Constitution governs the calculation of unit prices and this is undertaken by the fund administrator on our behalf. We will exercise any discretion we have under the Constitution for the Fund in relation to unit pricing in accordance with our Unit Pricing Discretions Policy, which is available on our website.

Units are quoted on the ASX under the AQUA Rules and can be traded in a similar fashion to securities traded on the ASX, subject to liquidity. The price at which units trade on the ASX may not reflect either the unit price or the iNAV. See 'ASX liquidity' later in this section for more information.

iNAV

The price at which investors buy or sell units on the ASX is the price at which units are offered for sale or purchase on the ASX. We have appointed an independent agent to calculate and disseminate an indicative NAV per unit (iNAV). The iNAV will generally be calculated each day on which units trade on the ASX (Trading Day) and will be published on our website throughout the Trading Day. The iNAV will fluctuate during the day as it is updated for price and foreign exchange movements of the Fund's assets through live market prices. Where a live market price is unavailable during the Trading Day, (for example, if the relevant market is closed), the iNAV will only reflect the fair value of the Fund's assets.

No assurance can be given that the iNAV will be published continuously or that it will be up to date or free from error. To the extent permitted by law, neither we, nor our appointed Market Making Agent shall be liable to any person who relies on the iNAV. The price at which units trade on the ASX may not reflect the unit price or the iNAV, see 'ASX liquidity' later in this section for more information.

How to invest

You can invest in the Fund by purchasing units via your broker. You do not need to complete an Application form. The purchase of your units will be settled via the **CHESS** settlement service, generally two Business Days following your purchase. The price at which you buy units on the ASX will be the prevailing market price for the purchase of the units at the time of the transaction. This price may not reflect either the unit price or the iNAV. You will receive a transaction confirmation from your broker informing you of the purchase price.

There is no requirement to purchase a minimum number of units on the ASX. You can add to your investment at any time by purchasing additional units on the ASX through your broker.

How to make withdrawals

You can buy units and sell units to other investors in the secondary market in the same way as ASX listed securities. You can withdraw from the Fund by selling units on the ASX via your broker. You will receive the proceeds from the sale of your units in the same way you would receive proceeds from the sale of listed securities via the CHESS settlement service. You will receive a transaction confirmation from your broker informing you of the sale price.

Your withdrawal price will be the price you sold units on the ASX less any brokerage fee payable to your broker. There is no minimum number of units that must be sold on the ASX.

Off-market withdrawals

If the Fund ceases to comply with the AQUA Rules or if our approval as an AQUA product issuer is suspended or revoked, the ASX may suspend trading of units in the Fund. If the ASX suspends trading in the Fund's units (for five consecutive Trading Days) and the Fund is liquid, investors may withdraw off-market (directly with us). Investors can obtain a Withdrawal request form by contacting us.

The ability to withdraw from the Fund off-market will not however be available where we consider that it is desirable for the protection of the Fund or in the interests of investors (as a whole) of the Fund to suspend withdrawals. We may suspend a withdrawal request in respect of the Fund in circumstances including but not limited to:

- Where it is, for any reason, impracticable for us to calculate the unit price of the Fund due to events outside of our reasonable control, trading restrictions, or because of the requirements of any law
- Where the Fund is deemed to be illiquid, (under the **Corporations Act**, in general terms the Fund is illiquid if it has less than 80% liquid assets: generally, cash and marketable securities)
- Where assets of the Fund are restricted, or otherwise unavailable, due to circumstances outside our reasonable control or because of the requirements of any law

If the Fund is deemed illiquid, units may only be withdrawn directly with us pursuant to a withdrawal offer made to all investors in the Fund, in accordance with the Constitution and the Corporations Act.

Investors withdrawing from us directly may be subject to a sell spread on withdrawal.

ASX liquidity

ASX liquidity refers to the availability of sellers or buyers on the ASX if an investor wishes to buy or sell units. We, on behalf of the Fund, may provide liquidity to investors on the ASX by acting as a buyer and seller of units. At the end of each Trading Day, we will issue or cancel units by applying for, or redeeming, our net position in units bought or sold on the ASX. We have appointed a Market Making Agent to act as our agent to execute our market making activities.

The price at which we may buy or sell units will reflect our view of the unit price (as referenced by the iNAV), market conditions, an allowance to cover transaction costs, and supply and demand for units during the Trading Day. The Fund will bear the risk of the market making activities undertaken by us on the Fund's behalf, which may result in either a cost or a benefit to the Fund. The risks of market making are explained in section 6.

Distributions

The Fund may pay distributions annually (30 June). When distributions are paid, they are usually paid within 14 Business Days after year end.

Your distribution is calculated by dividing the distributable income of the Fund by the number of units on issue at the end of the distribution period. This gives the distributable income amount per unit. Your distribution entitlement is then determined by multiplying the number of units you hold by the distributable income amount per unit. If there is no net income or net capital gains earned in a particular year, the Fund may not pay a distribution in respect of that year.

The distribution investors may receive will be based on the number of units they hold at the end of the relevant distribution period. It is not pro-rated according to the time that investors have held their units.

The distributions you receive are generally classed as assessable income. If you invest during a distribution period, you may get back some of your capital as income.

The Fund's use of derivatives may affect the realised gains and losses of the Fund and this may affect the Fund's ability to distribute income.

Distributions will be paid directly into your Australian bank account. Your broker can provide information on how to provide us with your bank account details.

If we offer a Distribution Reinvestment Plan (DRP), investors can choose to have their distributions reinvested as additional units in the Fund. Should we offer a DRP in respect of the Fund, information will be made available on our website. Elections to participate in the DRP must be made by the election date announced by us in respect of each relevant distribution.

4. About the AQUA Rules and CHESS

AQUA Rules

Units in the Fund are quoted on the ASX under the AQUA Rules, not the **ASX Listing Rules**. The AQUA Rules are accessible at www.asx.com.au.

The AQUA Rules provide a tailored framework for the quotation of managed funds, exchange traded funds and structured products on the ASX. The following table sets out the key differences between the ASX Listing Rules and the AQUA Rules.

Requirement	ASX Listing Rules	AQUA Rules
Continuous disclosure	Issuers are subject to continuous disclosure requirements under ASX Listing Rule 3.1 and section 674 of the Corporations Act.	<p>Issuers of products quoted under the AQUA Rules are not subject to the continuous disclosure requirements in ASX Listing Rule 3.1 and section 674 of the Corporations Act.</p> <p>We will comply with the disclosure requirements in section 675 of the Corporations Act. This means that we will disclose to ASIC information which is not generally available and that a reasonable person would expect, if the information were generally available, to have a material effect on the price or value of the units, provided that such information has not already been included in this PDS (as supplemented or amended).</p> <p>We will publish such information on the ASX announcements platform and our website at the same time as it is disclosed to ASIC (if required).</p> <p>In addition, under the AQUA Rules, we must immediately notify the ASX of any information the non-disclosure of which may lead to the establishment of a false market in the units or which would be likely to materially affect the price of the units.</p> <p>Under AQUA Rules 10A.4.2 and 10A.4.3, we must disclose:</p> <ul style="list-style-type: none">■ Information about the NAV of the Fund daily■ Information about redemptions from the Fund■ Information about distributions paid in relation to the Fund■ Any other information which is required to be disclosed to ASIC under section 675 of the Corporations Act■ Any other information that would be required to be disclosed to the ASX under section 323DA of the Corporations Act if the units were admitted under the Listing Rules
Periodic disclosure	Issuers are required to disclose half-yearly and annual financial information and reports to the ASX announcements platform.	Financial reports relating to Fidelity are not required to be disclosed to the ASX. However, periodic financial reports relating to the products quoted under the AQUA Rules must be disclosed to the ASX at the same time they are lodged with ASIC under Chapter 2M of the Corporations Act.
Corporate governance	Listed companies and listed managed investment schemes are subject to notification requirements under the Corporations Act and the ASX Listing Rules relating to takeover bids, buy-backs, change of capital, new issues, restricted securities, disclosure of directors' interests and substantial shareholdings.	<p>Although the units will be quoted under the AQUA Rules, neither us nor the Fund are listed under the ASX Listing Rules and are therefore not subject to certain corporate governance requirements.</p> <p>We are required to comply with the Corporations Act and we may be removed by an extraordinary resolution of members on which we would not be entitled to vote. An extraordinary resolution is a resolution passed by a majority of the total votes that may be cast by members entitled to vote on the resolution.</p>

Requirement	ASX Listing Rules	AQUA Rules
Related party transactions	Chapter 10 of the ASX Listing Rules relates to transactions between an entity and a person in a position to influence the entity and sets out controls over related party transactions.	Chapter 10 of the ASX Listing Rules does not apply to products quoted under the AQUA Rules. We will still be required to comply with the related party requirements in Chapter 2E of the Corporations Act, as modified by Part 5C.7.
Auditor rotation obligations	Division 5 of Part 2M.4 of the Corporations Act imposes specific rotation obligations on auditors of listed companies and listed managed investment schemes.	Issuers of products quoted under the AQUA Rules are not subject to the auditor rotation requirements in Division 5 of Part 2M.4 of the Corporations Act. However, as Responsible Entity of the Fund we will continue to be required to undertake an independent audit of our compliance with the Fund's compliance plan in accordance with section 601HG of the Corporations Act, and the auditor must not be the auditor of the Fund's financial statements (but may be from the same firm).
Spread requirements	There are requirements under the ASX Listing Rules that issuers satisfy certain minimum spread requirements (i.e. a minimum number of holders each having a minimum parcel size).	These requirements do not apply to issuers of products quoted under the AQUA Rules. Under the AQUA Rules, unless and until a suitable spread of holders is achieved, the issuer must ensure a reasonable bid and volume is maintained for the quoted product on the ASX, except in permitted circumstances, or have in place other arrangements which meet the ASX's requirement for providing liquidity, generally through the appointment of a Market Making Agent.

About CHESS

Our Unit Registry participates in CHESS which is a fast and economical clearing and settlement facility which also provides an electronic sub-register service. The Unit Registry has established and will maintain an electronic sub-register with CHESS on our behalf.

We will not issue investors with certificates in respect of their units. Instead, when you purchase units on the ASX, you will receive a holding statement from the Unit Registry which will set out the number of units you hold. The holding statement will specify the Holder Identification Number (HIN) allocated by CHESS.

5. Benefits of investing in the Fidelity Global Emerging Markets Fund (Managed Fund)

Significant features

The Fund has features which include:

- An actively managed portfolio of listed shares exposed to emerging markets
- An investment approach driven by fundamental research that seeks to invest in attractively valued companies that we believe are positioned to generate returns through market cycles and have demonstrated a track record of strong corporate governance and sustainable capital allocation
- The ability for the portfolio manager to call on the research of a dedicated team of analysts based throughout emerging markets

Significant benefits

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

- Potential for long-term capital growth and enhanced performance from active management
- Access to the investment knowledge and expertise of Fidelity's global network of investment professionals
- The ability to trade the units on the ASX during normal ASX trading hours
- The ability to track the performance of the units on the ASX at frequent intervals throughout the day

6. Risks of managed investment schemes

Understanding your investment risk

Fidelity actively manages risk within its investment portfolios and employ a range of monitoring procedures with the aim of reducing overall portfolio risk and ensuring we always act in the best interests of our investors. We believe Fidelity's intensive research approach that focuses on regular company contact, and internal and external research of companies and the industries in which they operate, helps Fidelity to be better informed about investment risks and make better investment decisions.

Risk can be managed but cannot be eliminated. It is important to understand that the value of your investment and the returns on your investment will vary. Returns are not guaranteed, and you may lose some or all of the money you invest in the Fund. Future returns may also differ from past returns.

All investments carry risk. Different strategies may carry different levels of risk, depending on the assets that make up the strategy. The likely investment return and the risk of losing money are different for every investment. Assets with the highest long-term returns may also carry the highest level of short-term risk. When you make an investment, you are accepting the risks of that investment. It is important to understand these risks before deciding to invest. The appropriate level of risk for you will depend on a range of factors, including your age, investment time frame, where other parts of your wealth are invested and your overall risk tolerance. We recommend you obtain appropriate professional advice in relation to your individual circumstances before making any investment decision regarding the Fund.

Risks of the Fund

The significant risks associated with the Fund are as follows:

- **Asset liquidity risk:** In some circumstances, securities may be difficult or impossible to sell, either due to factors specific to that security or to prevailing market conditions. Liquidity risk is the risk that an asset is unable to be sold within a timely period and at a fair price, potentially resulting in delays or the suspension of redemption processing. In such circumstances, the Fund may be unable to liquidate sufficient assets to meet its obligations (including payments in respect of net purchases of units) as a result of our market making activities on behalf of the Fund or withdrawal requests made directly with us.
- **ASX liquidity risk:** The liquidity of trading in the units on the ASX may be limited. This may affect an investor's ability to buy or sell units. Investors will not be able to buy or sell units on the ASX during any period that the ASX suspends trading of units in the Fund. Where trading in the units on the ASX has been suspended for five consecutive Trading Days, investors may continue to withdraw directly with us subject to the provisions of the Constitution.

- **Conflicts of interest risk:** We and our related parties may from time to time act as issuer, investment manager, market maker, administrator, distributor or dealer to other parties or funds that have similar objectives to those of the Fund. It is therefore possible that we and our related parties may have potential conflicts of interest with the Fund.

We or our related parties may invest in, directly or indirectly, or manage or advise other funds which invest in assets which may also be purchased by the Fund. Neither us nor any of our affiliates nor any person connected, is under any obligation to offer investment opportunities to the Fund.

We intend to act as market maker to the Fund. A conflict might arise between the Fund and investors buying or selling units from the Fund on the ASX, due to the Fund's desire to benefit from its market making activities. We maintain a conflicts of interest policy to ensure that we have adequate arrangements to manage conflicts including to manage our obligations to the Fund and its investors such that any conflicts are managed fairly.

- **Counterparty risk:** There is a risk that the Fund may incur a loss arising from the failure of another party to a contract (the counterparty) to meet its obligations. Counterparty risk arises primarily from investments in cash, derivatives and currency transactions. Substantial losses can be incurred if a counterparty fails to deliver on its contractual obligations.
- **Currency risk:** The Fund has exposure to investments denominated in currencies other than Australian dollars. Currency risk is the risk that fluctuations in exchange rates between the Australian dollar and foreign currencies may negatively affect the value of investments.
- **Derivative risk:** The value of a derivative is derived from the value of an underlying asset. Derivative risk is the risk that the value of the derivative may fail to move in line with, and may magnify losses, compared to holding the underlying asset. Other risks associated with using derivatives may include volatility in prices, illiquidity, the Fund failing to meet payment obligations as they arise, or the counterparty to the derivative contract failing to meet its obligations under the contract.
- **Emerging markets risk:** Investments in emerging market securities involve a range of risks in addition to those of developed markets, such as; potentially lower corporate governance standards, lower levels of investor protection, uncertain legal systems, currency instability, and market, liquidity, political, social and other risks. These risks could include adverse impacts from governmental restrictions on international trade, restrictive foreign exchange regulation, centrally managed adjustments in currency values, adverse taxation treatment of foreign investors, rapid depreciation of the currency in which investments are denominated, and reduced liquidity that could affect the realisation of depreciating assets. There may also be restricted access to emerging markets through limited numbers of brokers and other intermediaries and service providers, such as custodians, as well as less efficient and robustly regulated stock exchanges.

The laws and principles regarding corporate governance in many emerging markets are still developing and, even where developed, management may not follow corporate governance procedures. In some emerging markets the laws and regulations involving corporations, securities, taxation and foreign investment may be relatively new and untested, and subject to change. Such laws and regulations may also adversely and retrospectively affect corporations, securities, taxation and foreign investment. Therefore, in emerging markets, investors may not be adequately protected under local laws and the Fund may find it difficult to enforce its rights.

Typically, less information is available to investors in emerging markets and information may be out of date. Accounting, auditing and financial reporting standards, practices and disclosure requirements in emerging markets often differ from those of more developed markets.

Political risks may exist in emerging markets due to uncertainty regarding potentially adverse political decisions and the potential for political unrest.

Emerging markets investments may therefore experience a high volatility in asset price and there may be large movements in the unit price of the Fund over short or long periods of time.

- **Fund risk:** Refers to the specific risks associated with the Fund, such as changes to the terms of the Constitution, fees and expenses, responsible entity, investment manager or team, and the termination of the Fund. The Fund is governed by the AQUA Rules and is exposed to risks associated with being admitted to the ASX under the AQUA Rules, including the platform or settlements process being delayed or failing. The ASX may suspend or remove the units from quotation.
- **iNAV risk:** The iNAV published for the Fund is indicative only, may incorporate securities for which there are no live prices at the time of calculation, and might not be up to date or accurately reflect the underlying value of the Fund.
- **Legal and regulatory risk:** The Fund may be adversely affected by future changes in applicable laws and regulations (or their interpretation), including tax laws.
- **Market making risk:** We have appointed a Market Making Agent to provide market-making services with respect to the Fund. There is a risk that the Fund may suffer a loss as a result of these market making activities, which in turn may adversely affect the unit price or the iNAV of the Fund. Such a loss could be a result of an error in execution of its market making activities or its settlement processing obligations and how units are priced when traded on the ASX.
As many overseas stock markets in which the Fund invests are closed during the Trading Day, it is not possible to hedge the Fund's market making activities. In order to mitigate these risks, the AQUA Rules permit the cessation of market making subject to certain obligations being met, and also allow the spread charged on the buying or selling of units to be increased within accepted parameters. There is no guarantee of liquidity if there is a failure by either us or the Market Making Agent to make a market.
- **Market risk:** The market price of investments held by the Fund may decline, sometimes quickly or unpredictably, due to factors affecting the market. These factors may include economic, technological, political, legal, regulatory, and environmental impacts.
- **Price of units on the ASX:** The price at which the units may trade on the ASX may differ materially from the unit price and the iNAV. There is also a risk that the price at which units trade, may spike at certain times during the day. If you buy or sell units when there is a spike in the price, you will receive the trading price, which may be higher or lower than the unit price.
- **Removal from quotation by the ASX or terminated:** The ASX imposes certain requirements for the continued quotation of securities. There is a risk that the Fund will not be able to continue to meet the requirements in the future or that the ASX may change the quotation requirements. Further, we may elect, in accordance with the Constitution and Corporations Act, to terminate the Fund for any reason including if units cease to be quoted on the ASX or if the Fund's objectives can no longer be achieved. Information about the AQUA Rules applicable to quotation of units in the Fund on the ASX is set out in section 4 of this PDS.
- **Specific security risk:** Investments by the Fund made into shares in a company will be subject to many of the risks to which that company is itself exposed. These risks may impact the value of the securities of that company and hence the Fund. These risks include changes in internal operations or management of the company or changes in the business environment in which the company operates.
- **Spread risk:** Trading in the units is subject to variations in the applicable spread charged on the purchase and sale of units. We have the discretion to increase the spread at which we make a market, subject to our obligations under the AQUA Rules. Trading in the units at a time when spreads have been increased can affect the overall return of your investment.

7. How we invest your money

Before choosing to invest in the Fund, you should consider the likely investment return, the risk and your investment time frame.

Fidelity Global Emerging Markets Fund (Managed Fund)

Fund description

The Fund provides investors with the potential for long-term capital growth by investing in a portfolio of listed emerging market shares. The companies invested in have their head office in, are listed in, or exercise a predominant part of their activity in developing markets including countries in Latin America, Asia, Africa, Eastern Europe and the Middle East.

Generally, a minimum of 70% of the portfolio will be invested in securities that are either incorporated in or listed in an emerging market. The remaining maximum limit of 30% will constitute up to 20% in frontier market securities and up to an additional 10% in companies that we deem to have exposure to emerging markets where the company generates at least 50% of revenues, profits or has substantial assets in emerging markets.

Fidelity believes that markets are semi-efficient and share prices don't always reflect inherent value. Through in-house, bottom-up company research, Fidelity aims to uncover the opportunities that it believes offer the greatest scope for outperformance.

Based on this research approach, Fidelity seeks out attractively valued companies it believes are positioned to generate returns through market cycles and have demonstrated a track record of strong corporate governance.

The Fund's exposure to international securities will not be hedged back to Australian dollars. This means that the value of an investment in the Fund can be impacted by both a change in asset value and also movements in exchange rates.

A minimum of 50% of the Fund's assets are invested in securities deemed to maintain sustainable characteristics*. Sustainable characteristics are defined by reference to a combination of different measurements including ESG ratings provided by external agencies or Fidelity Sustainability Ratings.

The following exclusions apply to the Fund:

Norms-based screening

- Will not invest in companies which Fidelity considers have failed to conduct their business in accordance with accepted international norms, including as set out in the **United Nations Global Compact**

Negative screening**

Will not invest in companies

- That manufacture cigarettes and tobacco products, as defined by the **MSCI Global Industry Classification Standard Methodology**
- With involvement in the following categories of controversial weapons, the use of which is prohibited by international treaties or conventions:***
 - Cluster munitions
 - Landmines
 - Biological weapons
 - Chemical weapons
 - Blinding laser weapons
 - Incendiary weapons
 - Non-detectable fragments
- That have any link to nuclear weapons from countries that are non-signatories of the Treaty on the Non-Proliferation of Nuclear Weapons***.

* Further details on the methodology is provided at fidelity.com.au/sustainable-investing/our-framework and may be updated from time to time.

**Negative screening does not include the parent or subsidiaries of companies.

*** This includes those companies producing delivery platforms whose exclusive use is linked to these weapons.

Benchmark

MSCI Emerging Markets Index NR

Investment return objective

To achieve returns in excess of the benchmark over the medium to long term.

The Fund is suitable for

Investors seeking a global emerging markets investment who have tolerance for a high amount of risk.

Risk level

High

The potential for loss and unit price variability over the short term is high. Refer to section 6 'Risks of the Fund' for more information.

Minimum suggested time frame

5 years

Asset classes and ranges

Global securities: 90-100%

Cash 0-10%

Fidelity Global Emerging Markets Fund (Managed Fund)

Fund performance

For up-to-date information on the performance of the Fund, visit our website (fidelity.com.au).

Past performance is not a reliable indicator of future performance.

Labour standards, environmental, social and ethical considerations

We believe that high standards of corporate responsibility will generally make good business sense and have the potential to protect and enhance investment returns.

Fidelity International is a signatory to the PRI, a voluntary framework for incorporating ESG issues into investment decision-making and ownership practices. The **PRI Principles** are consistent with our approach to corporate social responsibility.

Fidelity's investment process takes into account key ESG issues as well as ethical considerations and labour standards in the selection, retention and realisation of investments in the Fund when, in Fidelity's view, these issues have a material impact on either investment risk or return.

The Fund will use ESG criteria provided by internal research teams, complemented by external ESG score providers, to form an assessment of a security's sustainable characteristics and adheres to the sustainability requirements and principle-based exclusion framework, detailed in the 'Fund description' earlier in this section.

Changes to Fund details

We may make changes to the Fund's investment return objective, and/or strategy, asset classes or investment ranges from time to time. Investors will be informed of any material changes as required by law.

Use of derivatives

We may make use of derivatives, such as index futures contracts. A derivative is a security with a price or value dependent upon, or derived from, an underlying instrument (such as shares, indices, interest rates, fixed income securities, commodities, currencies, etc).

A derivative contract is a contract between two or more parties with a value determined by fluctuations in the underlying asset. Generally, exchange traded derivatives will be used for cash flow management purposes. Any derivative exposure must be fully covered by cash or assets sufficient to meet any obligation that could arise. If derivatives are used, they will comprise a small portion of the Fund's assets and generally not exceed 10% of the NAV of the Fund.

Borrowing by the Fund

Although the Fund's Constitution allows us to borrow or raise money, it is not our intention for the Fund to enter into any long-term borrowing. Short-term borrowing may occur in the ongoing management of the Fund, including to meet day-to-day liquidity requirements.

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

Fees and other costs

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

Unless otherwise stated, the fees and costs in this section are shown inclusive of GST and net of reduced input tax credits. Information about how the Fund is taxed is set out in section 9 of this PDS.

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

ASIC provides a calculator, available at moneysmart.gov.au, which can be used to calculate the effect of fees and costs on account balances.

We have elected to apply the fees and costs disclosure requirements in ASIC Corporations (Disclosure of Fees and Costs) Instrument 2019/1070 to this PDS.

Fees and costs summary

Type of fee or cost	Amount	How and when paid
Ongoing annual fees and costs		
Management fees and costs The fees and costs for managing your investment	Estimated to be 0.99%p.a. of the NAV of the Fund, comprised of: <ul style="list-style-type: none"> ■ A management fee of 0.99% p.a. of the NAV of the Fund (Management Fee) ■ Estimated indirect costs of 0% of the NAV of the Fund^a. 	The Management Fee: <ul style="list-style-type: none"> ■ Accrues daily and is reflected in the Fund's unit price ■ Is paid to us monthly from the assets of the Fund If you are a wholesale investor, the amount of this fee may be negotiated ^b . The indirect costs are generally deducted from the assets of the Fund as and when they are incurred.
Performance fees Amount deducted from your investment in relation to the performance of the Fund	Nil	Not applicable
Transaction costs The costs incurred by the Fund when buying or selling assets	0.18% p.a. of the NAV of the Fund ^c .	These costs are paid from the assets of the Fund as and when they are incurred. They 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 Fund)		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment	Nil	Not applicable
Buy-sell spread An amount deducted from your investment representing costs incurred in transactions by the Fund	Estimated to be 0.30% of the withdrawal amount when selling units off-market ^{d,e} .	These are costs you incur in the very limited circumstances in which you can withdraw off-market ^d . The sell spread is deducted from the withdrawal amount paid to investors and effectively reduces the amount you receive when you withdraw units from the Fund off-market.
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Exit fee The fee to close your investment	Nil	Not applicable
Switching Fee The fee for changing investment options	Nil	Not applicable

- a. The estimated indirect costs are based on the indirect costs incurred for the financial year ending 30 June 2021 and may include reasonable estimates where we were unable to determine the exact amount.
- b. Refer to 'Negotiable fees' in 'Additional explanation of fees and costs' later in this section of the PDS for more information.
- c. The transaction costs are based on the actual amount incurred for the financial year ending 30 June 2021 and are shown net of any amount recovered by the buy/sell spread.
- d. The estimated sell spread applies in the limited circumstances in which investors can withdraw off-market, refer to section 3 'Off-market withdrawals' and 'Sell spreads' in the 'Additional explanation of fees and costs' later in this section of the PDS for more information.
- e. As at the date of preparation of this PDS, no units in the Fund have been sold off-market, and a sell spread has not been charged. The sell spread is subject to change. We do not accept off-market applications for units in the Fund. Investors buying units via the ASX may be subject to a bid/offer spread, refer to 'Bid and offer spreads' in the 'Additional explanation of fees and costs' later in this section of the PDS for more information.

Additional fees may apply. The fees and costs of the Fund can change, including those set out in the table on the previous page. For more detailed information on fees and costs refer to 'Additional explanation of fees and costs' later in this section of the PDS.

Example of annual fees and costs for the Fund

This table gives an example of how the ongoing annual fees and costs for the Fund can affect your investment over a one-year period. You should use the information in the table to compare this product with other products offered by managed investment schemes.

Example	Balance of \$50,000 with a contribution of \$5,000 during the year ^a	
Contribution fees	Nil	For every additional \$5,000 you put in you will be charged \$0
Plus Management fees and costs	0.99% p.a.	And , for every \$50,000 you have in the Fund, you will be charged or have deducted from your investment \$495 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	0.18% p.a.	And , you will be charged or have deducted from your investment \$90 in transaction costs.
Equals cost of the 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 of \$585 . What it costs you will depend on the fees you negotiate.	

^a The example above assumes the \$5,000 contribution was made on the last day of the year and the value of the investment is constant. This calculation is therefore calculated using the \$50,000 balance only.

Fees and other cost increases

We have the right to increase the fees without your consent (up to the maximum allowed under the Fund's Constitution). Any increase in the fees of the Fund will be announced to the ASX via the Market Announcements Platform at least 30 days before it occurs, or any longer notice period specified in the Constitution. The Constitution provides that the maximum Management Fee that can be charged by us is equivalent to 3% p.a. (ex GST) of the NAV of the Fund.

Additional explanation of fees and costs

Management Fee

A Management Fee is a fee charged directly by us for acting as Responsible Entity and manager of the operations and assets of the Fund. It includes the fee payable to FIMAL for managing and investing the assets of the Fund.

We pay most of the costs of running and administering the Fund (such as unit registry, fund accounting, audit costs etc) out of the management fees of the Fund, however we reserve the right to be re-imbursed for any expenses and liabilities we incur in the proper performance of our duties in relation to the Fund.

Indirect costs

The estimated indirect costs of the Fund are costs (excluding the Management Fee, transaction and buy/sell costs) incurred in managing the Fund's assets which we know, or reasonably estimate, have or will reduce the return on the Fund. Indirect costs include embedded costs within derivatives that we may use to gain exposure to the Fund's assets. These costs are generally deducted from the Fund's assets when incurred and are reflected in the unit price of the Fund. They are an additional cost to you and are not directly charged or retained by us for acting as the responsible entity of the Fund. The indirect costs may vary from year to year, reflecting the actual costs incurred.

Transaction costs

Transaction costs are incurred when assets are bought and sold by the Fund, and include brokerage, clearing, and settlement costs, incurred by the Fund. These costs are generally deducted from the Fund's assets when incurred and are reflected in the unit price of the Fund. They are an additional cost to you and are not directly charged or retained by us for acting as the responsible entity of the Fund.

For the financial year ending 30 June 2021 net transaction costs of 0.18% were incurred by the Fund. This is calculated as the total transaction costs of 0.18% p.a. minus the buy/sell spread recovery of 0%. Please note, historical transaction costs may not provide an accurate indicator of the actual transaction costs you may incur in the future.

Sell spread

In the limited circumstances in which it is possible for investors to withdraw off-market, (see section 3 'Off-market withdrawals' for more information), investors may be subject to a sell spread on withdrawal which will be deducted from the withdrawal amount paid to you. The sell spread is an additional cost to you when you sell your units off-market and is not a fee charged by us, it is retained in the assets of the Fund.

Bid and offer spreads

Investors buying and selling units on the ASX may incur a bid/offer spread, which may result in the price at which they transact being different from the prevailing iNAV. The prices on the ASX are determined in the secondary market by market participants who set their own prices at which they wish to buy or sell units in the Fund. Where we provide liquidity on the ASX, the price at which we buy or sell units may also reflect market conditions during the Trading Day. As such, the bid/offer spread may represent a cost, or possible benefit, of an investment in the Fund.

Broker fees

Investors will incur customary brokerage fees and commissions when buying and selling units on the ASX. Investors should consult their broker for more information in relation to their fees and charges.

Market Making Agent costs

We have appointed a Market Making Agent as our agent to execute our market making activities to provide liquidity in the units on the ASX and to facilitate settlement. The agent will earn a fee as a result of these activities. This fee is applicable to the value of the net units purchased and sold by the agent on behalf of the Fund. In addition, a separate fixed market making fee for the Fund will be paid to the Market Making Agent by us and will not be recovered from the Fund.

Negotiable fees

Investors who are 'wholesale clients' as defined in the Corporations Act, may be able to negotiate different management fee arrangements to those described, having regard to factors such as the amount of their investment. Further information can be obtained by contacting us on 1800 044 922.

Goods and Services Tax (GST)

Unless otherwise noted, all fees and management costs specified in this PDS are inclusive of GST, net of any available input tax credits. However, if expenses are recovered from the Fund and we are required to pay irrecoverable GST in respect of the expense, we may recover an amount equal to the GST from the assets of the Fund. Refer to section 9 'How managed investment schemes are taxed' for more information.

9. How managed investment schemes are taxed

This tax information is intended to be a brief guide only and should not be relied upon as a complete statement of the Australian income tax laws. It is intended primarily for Australian investors holding their units on capital account.

Discussion of Australian tax law is current as at the date of completion of this document. As Australian tax law is complex and may change and as the tax treatment applicable to particular investors may differ, investors should satisfy themselves of possible consequences by consulting their own tax advisers.

Tax position of the Fund

Income tax

The Fund has made an election to be treated as an Attribution Managed Investment Trust (AMIT) and it will be treated as 'flow through' for income tax purposes, where for each year of income, the investors of a Fund are taxed on the taxable income of that Fund and not FREAL.

If a Fund incurs a tax loss for an income year, the Fund cannot pass that loss to investors. Instead, the Fund may carry the loss forward to offset taxable income of subsequent income years, subject to the Fund meeting certain conditions.

Capital gains

The Fund has made an irrevocable election to treat eligible assets (such as company shares and units in unit trusts) on capital account and therefore realised gains on certain assets may be eligible for the capital gains discount concession.

Tax position of Australian investors

Distributions

As an AMIT, investors should not be taxed on the cash distributions they receive from the Fund but on the amount of income and capital gains of the Fund which has been attributed to them on a fair and reasonable basis. The tax character of income (e.g. dividends, capital gains - discounted or otherwise) will flow through the Fund to the investor.

Investors may also be attributed franking credits attached to dividend income and foreign income tax offsets (FITOs) for tax paid on foreign income. Investors should seek their own tax advice on the additional criteria which has to be met in order to claim these credits and offsets.

If investors receive distributions of cash in excess of taxable components attributed to them, they may be required to reduce the cost base of their units. Should the cost base of an investor's units be reduced below zero, the amounts in excess of the investor's cost base is a capital gain that should be included in the investor's calculation of their net capital gain or loss for the income year.

Conversely, if investors are attributed taxable amounts from a distribution which they have not received in cash, investors may be able to increase the cost base of their units in the Fund.

The Fund may attribute capital gains or income, arising on the sale of securities to meet a significant redemption, on a fair and reasonable basis to the redeeming investor, as permitted by the AMIT regime.

Investors will be provided with an AMIT Member Annual Statement, (AMMA) each year setting out the amounts to which they have been attributed and any adjustments to be made to the cost base of their units.

Disposal of units

Investors may realise a taxable capital gain or capital loss if they redeem their units from the Fund or otherwise dispose of their units in the Fund. Resident individuals, trust or complying superannuation entities that have held units for at least 12 months prior to the disposal or redemption of those units, may be entitled to discounted capital gains treatment. The capital gains discount is 50% for a resident individual or trust, and 33^{1/3rd}% for an investor that is a complying superannuation entity.

Capital losses may only be offset against capital gains that the investor makes in the same income year and any excess capital losses may be offset against capital gains derived in subsequent income years, subject to certain loss integrity rules. Further capital losses must be offset against the nominal capital gain before applying the discount concession. In calculating the capital gain or loss on the disposal of units, cost base adjustments may be required.

AMIT status of the Fund

If the Fund ceases to qualify as a Managed Investment Trust (MIT) and thereby as an AMIT for an income year, the tax position of the Fund and its' investors may change for that year. Flow through tax treatment remains, but the MIT and AMIT tax concessions will not apply. For example, investors will not receive the benefit of the capital gains discount concession on distributions of realised gains for that year.

Investors should check the Fund's AMIT status available at www.fidelity.com.au/funds/amt, before deciding to invest or continue to hold units in the Fund.

Tax position of non-resident investors

For non-resident investors, deductions of Australian tax will be made from distributions (or attributions) from certain Australian-sourced income and capital gains. The amounts withheld will depend on the type of income and the country of residence of the investor.

We recommend that non-resident and temporary resident investors consult their tax adviser before investing so that they can take into account their particular circumstances, the provisions of any relevant Double Taxation Agreement and /or Exchange of Information Agreement between Australia and their country of residence.

Providing a Tax File Number (TFN) or Australian Business Number (ABN)

The law strictly regulates how we may use TFNs and ABNs. Investors may choose to quote their TFN or ABN (if applicable) or claim an exemption in relation to their investment in the Fund. If the investor chooses not to quote a TFN or ABN or claim an exemption, we must deduct tax at the highest personal tax rate (plus Medicare Levy) before passing on each distribution to the investor. The investor may be able to claim a credit in the investor's tax return for any TFN/ABN tax withheld.

Goods and Services Tax (GST)

The Fund is registered for GST. The majority of goods and services that the Fund will acquire for its operations will be subject to GST including our fees. In certain circumstances, the Fund may be entitled to reduced inputs tax credits, which effectively reduces the GST cost to the Fund. No GST will apply on amounts received by the Fund for the issue of units, sale proceeds of the securities, or investment income and gains or buy/sell spreads applied.

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard

Australian legislation relating to the automatic exchange of financial information between jurisdictions gives effect to the OECD Common Reporting Standard for Automatic Exchange of Financial Account Information (CRS) and FATCA. These regimes cover the collection and reporting of tax residency information and other data to participating tax authorities. Accordingly, we may request that you provide certain information in order for the Funds to comply with the CRS and FATCA obligations. FREAL and the Funds are foreign Financial Institutions for these purposes.

10. Additional information

Keeping you informed

We will keep you up to date regarding your investment, you will receive the following information:

- A periodic statement detailing the transactions (including distributions) during the period and the balance of your investment
- A distribution statement (if and when distributions are paid)
- An annual AMMA statement containing a summary of your distributions for the financial year to assist you in completing your tax return

You may also visit our website (fidelity.com.au), for up-to-date information on the Fund such as performance, monthly updates (detailing Fund top holdings and exposures) and distribution history. Investors are encouraged to check the website regularly for such information.

A target market determination (TMD) has been prepared for the Fund and is available on our website, fidelity.com.au/funds/target-market-determination. A TMD is a document which describes the class of investors for which the Fund is likely to be appropriate based on their needs, objectives and financial situation (target market), when and how the target market may be reviewed, and any conditions around how the Fund can be distributed to investors.

Continuous disclosure

As a disclosing entity, the Fund is subject to certain reporting and disclosure obligations under the Corporations Act. We will meet our continuous disclosure obligations by publishing material information on our website, in accordance with the requirements of the law. Copies of the documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office. The following information can be obtained by visiting our website or by contacting us on 1800 044 922:

- The latest annual and any half-yearly financial report for the Fund lodged with ASIC
- Copies of announcements made to ASX via the ASX's Market Announcements Platform
- Information about distributions as soon as possible after they are declared
- Information about redemptions from the Fund
- The daily NAV for the Fund
- The iNAV for the Fund throughout the ASX trading day
- Monthly portfolio information for the Fund on a one-month lag basis
- The latest PDS for the Fund

ASX conditions of admission

As part of the Fund's conditions of admission to the ASX, the ASX has imposed certain conditions on us. We will abide by the conditions required by the ASX under the AQUA Rules.

Fund's Constitution

The operation of the Fund is governed under the law and the Constitution of the Fund which addresses matters such as the unit price, withdrawals, the issue and transfer of units, investor meetings, investors' rights, our powers to invest, borrow and generally manage the Fund, our fee entitlement, and our right to be indemnified from the Fund's assets.

We may alter the Constitution if we reasonably consider the amendments will not adversely affect investors' rights. Otherwise, we must obtain investors' approval at a meeting of investors. We may retire or be required to retire as Responsible Entity (if investors vote for our removal). No units may be issued after the 80th anniversary of the establishment of the Fund.

We may exercise our right to terminate the Fund earlier. Investors' rights to requisition, to attend and vote at meetings are mainly contained in the Corporations Act. Investors can inspect a copy of the Constitution at our head office or we can provide a copy free of charge.

Compliance plan

In accordance with the Corporations Act, a compliance plan has been prepared for the Fund and lodged with ASIC. The compliance plan, among other things, sets out the measures that we will apply to ensure that the Fund is operated in accordance with the Constitution and the Corporations Act. The compliance plan will be audited at least once a year by an external auditor who will report on their findings to us. A compliance committee, with a majority of external members, has been established for the purpose of monitoring our adherence to the Fund's compliance plan.

Cross trades

Fidelity may enter into trades for the Fund with the accounts of other clients managed by us or accounts owned by us or any of our related parties over which we can exercise control and influence (Cross trades). Such Cross trades will only be undertaken in accordance with requirements of the relevant authorities.

Responsible Entity indemnity

We are entitled under the Fund's Constitution to be indemnified out of the assets of the Fund for any liability incurred by us in the proper performance of our duties in relation to the Fund. This indemnity is in addition to the Management Fee paid to us and may include amounts payable to the investment manager for the management of the Fund, the cost of holding a unit holder meeting, costs associated with legal proceedings, and borrowing costs.

Retirement and removal of us as the Responsible Entity

We may be removed as Responsible Entity of the Fund in the circumstances set out in the Constitution and the Corporations Act, including where investors call a meeting and pass an extraordinary resolution to remove us as the responsible entity and select a new responsible entity. We may also seek to retire in accordance with the procedures set out in the Corporations Act which includes calling a meeting of investors and explaining the reasons for wanting to retire.

Termination of the Fund

We may terminate the Fund by giving notice to investors in accordance with the terms of the Constitution, or, in the circumstances provided in the Corporations Act, including pursuant to an extraordinary resolution passed by investors directing us to wind up the Fund.

Where the Fund is terminated, the Fund must be wound up in accordance with the procedure set out in the Constitution. Generally, we will distribute the net proceeds of assets sold during the winding up process to investors in proportion to the number of units held in the Fund.

ASIC relief

ASIC Class Order 13/721 exempts us from the ongoing disclosure requirements in section 1017B of the Corporations Act on the condition that we comply with section 675 of the Act as if the Fund was an unlisted disclosing entity.

We will comply with the continuous disclosure requirements of the Act as if the Fund was an unlisted disclosing entity.

ASIC Class Order 13/1200 exempts us from certain periodic statement requirements. In particular, we are not required (and do not propose) to include in periodic statements details of the price at which an investor transacts in units on the ASX, or information on the return on an investment for units bought on the ASX (for the year in which the units are acquired), if we are not able to calculate this and the periodic statement explains why the information was not included and how it can be obtained.

Unit pricing discretions

Under:

- ASIC Corporations (Managed investment product consideration) Instrument 2015/847
- ASIC Class Order [CO 13/655] and associated ASIC Class Order [CO 13/657]

we are required to prepare certain documents, including those that describe how any discretions are exercised when calculating unit prices. Our Unit Pricing Discretions Policy provides further information about how we exercise discretions in the calculation of the unit price for the Fund and can be found on our website.

Related parties and service providers

We may from time to time use the services of related parties and pay commercial rates for these services. We may also enter into financial or other transactions with related parties in relation to the assets of a Fund (including, but not limited to, broking, investment management and administration), such arrangements will be based on arm's length commercial terms.

In the course of managing a Fund we may come across conflicts in relation to our duties to the Fund, related funds and our own interests. We have internal policies and procedures in place to manage all conflicts of interest appropriately. In addition to complying with these policies and procedures, all conflicts will be resolved in a fair and reasonable manner in accordance with the relevant law and ASIC requirements.

Market Making Agent

Macquarie Securities (Australia) Limited (Macquarie) has been appointed as a Market Making Agent under a services agreement entered into between us and Macquarie, to provide market making services for us with respect to the Fund. The role of a market maker is to facilitate an orderly and liquid market in the Fund and to satisfy supply and demand for units on the ASX.

To qualify for admission as a market maker, a firm must meet admission requirements set out in the AQUA Rules, which require the firm to hold an Australian financial services licence that authorises it to carry on its business as a market maker or authorised participant to satisfy ASX of various matters, including organisational competence and business integrity.

The agreement with Macquarie specifies certain permitted circumstances in which the market making obligations may be suspended (which includes events such as market disruptions, unusual conditions, other events set out in the AQUA Rules, or failure to obtain the necessary government approvals).

Subject to the AQUA Rules and the agreement with Macquarie, we may replace or terminate Macquarie as the Market Making Agent. We may determine to no longer appoint a Market Making Agent in respect of the Fund in circumstances where it is no longer required to do so under the AQUA Rules.

Fund Administrator and Custodian

JPMorgan Chase Bank, N.A. Sydney Branch has been appointed to provide custodial and fund administration services to the Fund.

The role of a custodian is limited to holding the assets of the Fund on behalf of us and acting in accordance with the express instructions from us (except in circumstances where the custodian is obliged to act without express instructions per the terms of the agreement). This will include facilitating the settlement of transactions on our behalf with the Market Making Agent.

We have also appointed JPMorgan Chase Bank, N.A. Sydney Branch, as a fund administrator, under an investment administration agreement, to provide fund administration services for the Fund. These services include, fund accounting, maintenance of books and records, calculating distribution amounts, valuing the Fund's assets and liabilities, calculating the Fund's NAV, taxation and other services.

Unit Registry

Link Market Services Limited has been appointed as the Unit Registry of the Fund under a Registry Services Agreement. The Registry Services Agreement sets out the services provided by the Unit Registry on an ongoing basis together with the service standards.

The role of the Unit Registry is to keep a record of investors in the Fund. This includes information such as the quantity of units held, TFNs (if provided), bank account details and details of DRP participation.

Cooling off rights

Cooling off rights do not apply to units in the Fund as units are traded on the ASX under the AQUA Rules.

Complaints

We have established procedures for dealing with complaints. If you have any concerns or complaints, please contact our Client Services team on 1800 044 922. We will aim to acknowledge the complaint within one Business Day of receiving it, or as soon as practicable. We will endeavour to respond and resolve the complaint within 30 days. If you are not satisfied with the outcome, you can contact the Australian Financial Complaints Authority (AFCA) by calling 1800 931 678, by emailing info@afca.org.au or by writing to AFCA at GPO Box 3, Melbourne VIC 3001.

Consents

The following parties have given written consent (which has not been withdrawn at the date of this PDS) to be named in the form and context in which they are named, in this PDS.

- Link Market Services Limited
- JPMorgan Chase Bank, N.A. Sydney Branch
- Macquarie Securities (Australia) Limited

Each party named above who has consented to be named in the PDS:

- Has not been involved in the preparation of this PDS, or caused or otherwise authorised the issue of this PDS
- Has not independently verified the information contained in this PDS
- Takes no responsibility for the accuracy or completeness of the information contained in this PDS
- Does not guarantee the success or the performance of the Fund nor the repayment of capital or any particular rate of capital or income return

Privacy and collection and disclosure of personal information

The Privacy Act 1988 (Cth) regulates, among other things, the collection, disclosure and access to personal information.

We collect, hold, use, disclose and protect personal information for the primary purpose of providing products and services to you in relation to your investment in accordance with our Privacy Policy. A copy of our Privacy Policy is available on request or can be accessed on our website. You should contact us if you have any questions about our practices relating to the handling of personal information.

If you do not provide information that we request, we may not be able to provide a product or service to you.

We may disclose your information to related or third parties to provide services in relation to your investment.

We also use and collect your personal information to comply with applicable laws such as Anti-Money Laundering/Counter Terrorism Financing laws, Australian taxation laws and Foreign Account Tax Compliance Act (FATCA), and may be required to disclose your personal information to various Australian government regulators and agencies, including the Australian Taxation Office and the Australian Transaction Reports and Analysis Centre, and foreign governments agencies and regulators.

Under FATCA and the Common Reporting Standard rules, we are required to collect information about your tax residency status and may have reporting obligations in relation to taxation information-sharing agreements between Australia and other countries.

11. Glossary

AFSL means Australian financial services licence.

AQUA Rules means Schedule 10A of the **ASX Operating Rules** and related rules and procedures, as amended, varied or waived from time to time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the case requires.

ASX Listing Rules means the listing rules of the ASX as amended, varied or waived from time to time.

ASX Operating Rules means the operating rules of the ASX as amended, varied or waived from time to time.

Business Day(s) has the meaning given in the ASX Operating Rules.

CHES means the Clearing House Electronic Sub-Register System operated by the ASX.

Constitution means the constitution governing the Fund, as amended or replaced from time to time.

Corporations Act means Corporations Act 2001 (Cth).

Market Making Agent means Macquarie or such other market participant of ASX appointed by us from time to time to provide market making services with respect to the Fund.

MSCI Global Industry Classification Standard Methodology (GICS) is a four-tiered, hierarchical industry classification system developed by MSCI and Standard & Poor's (S&P) for use by the global financial community. Companies are classified quantitatively and qualitatively. The GICS structure consists of 10 sectors, 24 industry groups, 68 industries and 154 sub-industries into which S&P has categorised all major public companies.

NAV means the net asset value of the Fund and represents the net market value of its assets. It is calculated by deducting the liabilities (including estimated fees) from the gross value of the assets of the Fund.

Principles for Responsible Investment (PRI) means the United Nations' Principles for Responsible Investment which is an international UN supported organisation that advocates for sustainable investment and the inclusion of ESG factors in investment and ownership decisions.

PRI Principles means the PRI's six principles of responsible investment.

United Nations Global Compact (UNGC) is a non-binding United Nations (UN) pact to encourage businesses worldwide to take steps to adopt, implement and report on the implementation of universal sustainability and socially responsible principles and policies. Participants are required to incorporate the UNGC's ten principles in the areas of human rights, labour, environment and anti-corruption in their daily operations and advocate for the UNGC.