

ENHANCED INDEX SHARE FUND

Product Disclosure Statement

Platform (Class A units)

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Important information

This Product Disclosure Statement (PDS):

- provides a summary of significant information about the Enhanced Index Share Fund (the Fund) and your investment in the Fund, and
- incorporates a number of references to further important information, each of which forms part of this PDS. This 'incorporated information' is indicated by the symbol // and is available online at www.ampcapital.com.au/pds/wei/a.

Before making a decision about investing or reinvesting in the Fund, all investors should consider the information in the PDS and all the incorporated information. A copy of the current PDS and incorporated information can be obtained free of charge, on request by contacting us on 1800 658 404.

Information in this PDS can help investors compare the Fund to other funds they may be considering. The information in this PDS is general information only and does not take into account any investor's personal objectives, financial situation or needs. All investors should obtain financial advice that is tailored to their circumstances.

No company in the AMP Group or any investment manager assumes any liability to investors in connection with investment in the Fund or guarantees the performance of the Responsible Entity's obligations to investors, the performance of the Fund or any particular rate of return. The repayment of capital is not guaranteed. Investments in the Fund are not deposits or liabilities of any company in the AMP Group.

AMP Capital has provided consent to the statements made by or about AMP Capital in this PDS and has not withdrawn that consent prior to the issue of this PDS. No company in the AMP Group other than the Responsible Entity is responsible for any statements or representations made in this PDS.

ENHANCED INDEX SHARE FUND

| | |
|--------------------------------------|--|
| Issued | 18 December 2017 |
| PDS version | Enhanced Index Share PDS_A.5 |
| Issuer and responsible entity | AMP Capital Funds Management Limited – referred to in this PDS as 'the Responsible Entity'. |
| Investment manager | AMP Capital Investors Limited (ABN 59 001 777 591, AFSL 232497) – referred to in this PDS as 'AMP Capital', 'we', 'our' or 'us'. |
| Fund | Enhanced Index Share Fund – also referred to in this PDS as 'the Fund' (ARSN 087 396 932, APIR code AMP0257AU). |
| Unit class | On-platform Class A |

This PDS was prepared in accordance with Subdivision 4.2C of Division 4 of Part 7.9 of the Corporations Regulations 2001.

This PDS may be used by master trusts or platform operators, referred to in this PDS as 'platform operators', to apply for units in the Fund, and to give to their customers (indirect investors) to provide them with Fund information they may use in making a decision about instructing the platform operator to invest in the Fund on their behalf, and to compare to other funds they may be considering. Platform operators are unitholders in the Fund; their rights differ from the rights of indirect investors, who are not unitholders.

1. ABOUT AMP CAPITAL FUNDS MANAGEMENT LIMITED

The Responsible Entity of the Fund and issuer of this PDS is AMP Capital Funds Management Limited, a member of the AMP Group, which includes AMP Capital. AMP Capital is 85% owned (indirectly) by AMP Limited. As part of the AMP Group we share a heritage that spans over 160 years. The Responsible Entity is responsible for the overall operation of the Fund and can be contacted on 1800 658 404.

AMP Capital has been appointed by the Responsible Entity to provide investment management and associated services in respect of the Fund. This includes being responsible for selecting and managing the Fund's investments. AMP Capital has also been appointed by the Responsible Entity, under an agreement, to provide other Fund related services, including responding to investor enquiries and the preparation of this PDS on behalf of the Responsible Entity. No company in the AMP Group other than the Responsible Entity is responsible for the preparation and issue of this PDS or for any statements or representations made in this PDS.

AMP Capital

AMP Capital is a global investment manager with a large presence in Australia. Our asset class specialists, investment strategists and economists work together with the aim of delivering strong investment outcomes for clients. That is why our clients trust us to invest over A\$178.9 billion (as at 30 June 2017) on their behalf, across a range of single sector and diversified funds.

More information about AMP Capital is available online at www.ampcapital.com.au/about-us.

2. HOW THE ENHANCED INDEX SHARE FUND WORKS

The Fund provides investors with access to a diversified portfolio of shares listed, or about to be listed, on the Australian Securities Exchange. Diversification is achieved primarily through investment in a large number of stocks across a range of industries and issuers.

This enhanced index approach is tailored to the Australian market and provides greater potential for enhanced, risk-adjusted returns than would be achieved through investment in a pure index fund.

In constructing the portfolio, we employ a systematic rules-based approach which we believe is a cost-effective way of equities investing.

Investing in a managed investment scheme

The Fund is a managed investment scheme structured as a unit trust and registered under the *Corporations Act 2001* (Cth) (Corporations Act). A managed investment scheme is where investors' money is pooled together to purchase the Fund's assets, and it is the investment manager, not investors, who has day to day control of the Fund. The Fund's constitution, along with the Fund's PDS, the Corporations Act and other relevant laws, sets out the relationship between the Responsible Entity and investors.

The value of your investment

Investors in a Fund are issued with 'units', each of which represents a share of the value of the Fund's assets. The Fund may have a number of classes of units. Investments made through this PDS relate to On-platform Class A units.

Unit prices can rise and fall on a daily basis depending on a number of factors, including the market value of the Fund's assets. Consequently, the value of your investment will vary from time to time.

Platform operators The value of your investment at any point in time is calculated by multiplying the number of units you hold, by the On-platform Class A unit price current at that time. Unit prices are updated regularly online at www.ampcapital.com.au and can also be obtained by contacting us.

Indirect investors When you invest through this PDS, the platform operator holds units on your behalf. The value of your investment at any point in time is calculated by multiplying the number of units held for you, by the unit price set by the platform operator. Your financial adviser or platform operator can provide you with the current unit price relevant to your investment in the Fund.

Investing in the Fund

Who can invest?

Applications to invest in the Fund through this PDS can only be made by platform operators, investing directly in the Fund, and indirect investors, investing in the Fund through a master trust or platform, who receive the PDS (including electronically) within Australia. We can only accept applications signed and submitted from within Australia. The Responsible Entity reserves the right to refuse or reject an application.

How to apply

All investments are made on the basis of the PDS current at the time of contributing any investment amount. You can obtain a current PDS online at www.ampcapital.com.au or by contacting us.

Platform operators You will need to complete an application form and submit it with your initial investment amount of at least \$500,000. You can then make additional investments of at least \$5,000 at any time. The Responsible Entity reserves the right to accept lower investment amounts. Application forms can be obtained by contacting us on 1800 658 404.

Indirect investors Your financial adviser or platform operator will provide you with information about how to apply, including the form you will need to complete, minimum initial and additional investment amounts, and payment methods.

Accessing your money

Platform operators Contact us in writing at any time, telling us how much you wish to withdraw and giving your account details. A balance of \$500,000 is generally required to keep your investment open.

Indirect investors Contact your financial adviser or platform operator for details about how to withdraw money, how your withdrawal will be paid, and the minimum withdrawal amount and account balance set by the platform operator.

Payment times

The proceeds of your withdrawal request will usually be available within five (5) Business Days. A Business Day for us is any day other than Saturday, Sunday or a bank or public holiday in Sydney, NSW. However, under the Fund's constitution, payment and processing of withdrawal requests may take up to 30 days, or longer in some circumstances, such as if there is insufficient cash available in the Fund to meet withdrawal requests within the 30 day period.

Distributions

Platform operators The Fund aims to pay distributions half-yearly. Distributions paid are based on the income earned by the Fund and the number of units you hold at the end of the distribution period. You should be aware that although the Fund aims to pay distributions half-yearly, the amount of each distribution may vary or no distribution may be payable in a distribution period.

Indirect investors Distributions are paid directly to platform operators. You should contact your financial adviser or platform operator for details about how often distributions are paid, and the distribution payment method.

// You should read the important information about how the Fund works before making a decision. Go to www.ampcapital.com.au/pds/wei/a – select 'Incorporated information' from the PDS information menu, and go to 'Distributions', 'Investing in the Fund', 'Accessing your money' and 'Other important information'. The material relating to how the Fund works may change between the time when you read this PDS and the day when you acquire the product.

3. BENEFITS OF INVESTING IN THE ENHANCED INDEX SHARE FUND

Significant features

The Fund is managed through the use of an enhanced index approach which combines strong risk controls which aim to minimise the risk of significant deviations from the benchmark returns, with a stock selection model specifically designed for the Australian share market. The stock selection model ranks stocks from the highest to the lowest expected return, with expected returns based on the combined output of three investment styles:

- **Momentum** - which exploits the market's tendency to under react to short-term changes in the underlying fundamentals of stocks
- **Value** - which exploits the tendency of the market in the longer term to overreact to the underlying fundamentals of a stock and push share prices either well above or below the intrinsic value of a stock, and
- **Quality** - which exploits the tendency of stocks with strong business models to exceed expectations and consequently grow earnings faster than market expectations and other, lower quality, stocks.

Systematic investment strategies can develop and change over time and, as markets evolve, we may adopt different investing styles to those noted above, or determine not to use one or more of these styles.

Benefits of investing

For investors seeking to invest in a diversified portfolio of Australian shares managed with an enhanced index approach, the Fund provides:

- the potential for total returns above the Fund's performance benchmark by combining strong risk controls with our systematic modelling
- portfolio diversification through investment in a large number of stocks across a range of industries and issuers
- a proprietary systematic stock selection model which seeks to capture stock specific risks that typical quantitative methodologies can overlook, and
- access to AMP Capital's expertise in managing Australian share investment portfolios.

// You should read the important information about the features of the Fund before making a decision. Go to www.ampcapital.com.au/pds/wei/a – select 'Incorporated information' from the PDS information menu, and go to 'Fund features' and 'Other important information'. The material relating to the Fund's features may change between the time when you read this PDS and the day when you acquire the product.

4. RISKS OF MANAGED INVESTMENT SCHEMES

All investments carry risk

Assets with the highest long term returns may also carry the highest level of short term risk, particularly if you do not hold your investment for the minimum suggested investment timeframe. Additionally, different investment strategies may carry different levels of risk, depending on the assets in which a fund invests.

When you invest in a Fund, you should be aware that:

- returns are not guaranteed – future returns may differ from past returns, and the level of returns may vary, and
- the value of your investment may vary, and there may be the risk of loss of invested capital.

The value of your investment may also be affected by the Fund-specific risks noted below and by other risks or external factors such as the state of the Australian and world economies, consumer confidence and changes in laws and regulations including tax laws and government policies relating to managed investment schemes.

Other factors such as your age, the length of time you intend to hold your investment, other investments you may hold, and your personal risk tolerance will affect the levels of risk for you as an investor. As the risks noted in this section do not take factors such as these into account, you should consider obtaining appropriate financial advice before making a decision about investing or reinvesting in the Fund.

Risks specific to the Fund

Risks specific to the Fund may include or be associated with:

- **share market investments** – the value of the Fund's investment in listed securities may decrease as a result of adverse share market movements.
- **companies** – factors such as management changes may affect a company's performance.
- **investment management** – there is a risk that the investment manager will not perform to expectation or factors such as changes to the investment team or a change of investment manager may affect the Fund's performance.
- **derivatives** – the use of derivatives may magnify any losses incurred.
- **liquidity** – assets subject to liquidity risk may be difficult to trade and it may take longer for their full value to be realised, and in circumstances where the Fund's portfolio ceases to be 'liquid' for Corporations Act purposes, there may be significant delays or a freeze on withdrawal requests.
- **property investments** – although we do not invest in property directly, factors such as the quality of underlying properties and geographic location may affect the Fund's performance through the investment in Real Estate Investment Trusts (REITs).
- **sector** – returns may be adversely affected where the Fund's investments have a high exposure to a particular sector or sectors.
- **securities lending** – although engaging in securities lending may benefit the Fund by providing increased returns, there is a risk of capital loss.
- **small companies** – the specific risks relating to small companies, which include disappointing profits and dividends, as well as management changes, may be magnified for small companies due to their scale of operations.

// You should read the important information about risks before making a decision. Go to www.ampcapital.com.au/pds/wei/a – select 'Incorporated information' from the PDS information menu, and go to 'Risks of investing'. The material relating to risks may change between the time when you read this PDS and the day when you acquire the product.

5. HOW WE INVEST YOUR MONEY

The Fund

The Fund is a registered managed investment scheme which invests primarily in shares and other securities listed, or about to be listed, on the Australian Securities Exchange (ASX).

The Fund may be suitable for investors seeking to invest in a diversified portfolio of Australian shares managed with an enhanced index approach.

Asset allocation

The Fund may invest up to 100% in shares and other securities listed, or about to be listed, on the ASX, and may also invest up to 5% in cash and fixed income securities if these are seen to add value or assist in managing risk.

Investment return objective

To provide total returns (capital growth and income) after costs and before tax, above the Fund's performance benchmark on a rolling 12 month basis.

Performance benchmark S&P/ASX 200 Accumulation Index

Suggested minimum investment timeframe

5 years

Summary of risk level

Risk band

| | | | | | | |
|---|---|---|---|---|---|---|
| 1 | 2 | 3 | 4 | 5 | 6 | 7 |
|---|---|---|---|---|---|---|

Risk label

| | | | | | | |
|----------|-----|---------------|--------|----------------|------|-----------|
| Very low | Low | Low to medium | Medium | Medium to high | High | Very high |
|----------|-----|---------------|--------|----------------|------|-----------|

The Fund's risk band and risk label are based on an estimation that the number of negative annual returns over any 20 year period would be within the range of 4 to less than 6. Information about the methodology used for calculating the risk level can be obtained by contacting us. This summary is not a complete description of the risks of investing in the Fund.

Consequently, before choosing to invest or reinvest in the Fund, you should read the Fund's PDS and incorporated information, and consider factors such as the likely investment return, the risks of investing and your investment timeframe.

We may change the Fund's investment return objective or investment approach, from time to time, if we consider it to be in the best interests of investors. If we do so, we will advise investors.

In section 5 only, the term 'we' refers to the Responsible Entity.

// You should read the important information about how we invest your money before making a decision. Go to www.ampcapital.com.au/pds/wei/a – select 'Incorporated information' from the PDS information menu, and go to 'Fund features'. The material relating to how we invest your money may change between the time when you read this PDS and the day when you acquire the product.

6. FEES AND COSTS

DID YOU KNOW?

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

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

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

Summary of fees

Overview of fees and costs

Table 1 provides an overview of the costs of acquiring units in the Fund, and the fees and costs charged in relation to your investment. These fees and costs may be deducted from your money, from the returns on your investment or from the assets of the managed investment scheme as a whole. For the Fund, these fees and costs are paid out of the Fund's assets, and are reflected in the unit price. You can use this information to compare the Fund's fees and costs with those of other funds.

Unless otherwise stated, the fees and costs shown in this section are inclusive of Goods and Services Tax (GST) and any applicable stamp duty, less Reduced Input Tax Credits (RITCs) or other input tax credits claimable.

Unless otherwise specified, all dollar amounts are Australian dollars.

Table 1

| TYPE OF FEE OR COST | AMOUNT |
|---|-----------------------------------|
| Fees when your money moves in or out of the managed investment product | |
| Establishment fee | Nil |
| Contribution fee | Nil |
| Withdrawal fee | Nil |
| Exit fee | Nil |
| Management costs¹ | |
| The fees and costs for managing your investment | 0.46% pa of the Fund's net assets |

- See Table 2 for an example of the calculation, and component parts, of the management costs.

Important

Fee amounts shown in this PDS are the fees and costs the Responsible Entity charges platform operators investing through this PDS. If you are an indirect investor, please contact your financial adviser or platform operator for details of the fee amounts relating to your investment in the Fund.

Fees may be payable to your financial adviser, these fees are additional to the fees noted in Table 1 (refer to the Statement of Advice provided by your adviser).

Changes to fees

The Responsible Entity may change the fees noted in this PDS at its discretion and without the consent of platform operators or indirect investors. For example, fees may be increased where increased costs are incurred due to changes to legislation, where increased costs are incurred, if there are significant changes to economic conditions, or if third parties impose or increase processing charges. However, we will give platform operators 30 days' written notice of any intention of the Responsible Entity to increase the existing fees or introduce performance fees or contribution or withdrawal fees.

Example of annual fees and costs

Table 2 gives an example of how the fees and costs in the Fund can affect your investment over a one year period. You should use this table to compare this product with other managed investment products. The fees and costs shown in this table are an example only and are not additional to the fees and costs described in Table 1.

Table 2

| EXAMPLE – ENHANCED INDEX SHARE FUND | | BALANCE OF \$500,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR |
|--------------------------------------|-----------------------------------|---|
| Contribution fees | Nil | For every additional \$5,000 you put in, you will be charged \$0. |
| Plus Management costs ¹ | 0.46% pa of the Fund's net assets | And , for every \$500,000 you have in the Fund you will be charged \$2,300 ² each year. |
| Equals Cost of the Fund ³ | | If you had an investment of \$500,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged a fee of: \$2,300² What it costs you will depend on the fund you choose and the fees you negotiate. |

- Management costs are expressed as a percentage of the Fund's net assets. Management costs are made up of a management fee of 0.46% pa and estimated indirect costs of 0.00% pa. The sum of these figures may differ to the total management costs, due to rounding.
- This cost does not include the management costs charged on the additional \$5,000 investment. The additional management costs would be \$23 if you had invested the \$5,000 for a full 12 months.
- This cost does not include any advice fees paid to your financial adviser.

// You should read the important information about fees and other costs before making a decision. Go to www.ampcapital.com.au/pds/wei/a – select ‘Incorporated information’ from the PDS information menu, and go to ‘Fees and costs’. The material relating to fees and other costs may change between the time when you read this PDS and the day when you acquire the product.

7. HOW MANAGED INVESTMENT SCHEMES ARE TAXED

Investing in a managed investment scheme is likely to have tax consequences for investors. Specifically, managed investment schemes do not pay tax on behalf of investors in the scheme, and investors are assessed for tax on the net income generated by their investment in the scheme.

You are strongly advised to seek professional taxation advice before you invest or deal with your investment, as the taxation treatment of your investment will be specific to your circumstances and to the nature of your investment.

// You should read the important information about taxation before making a decision. Go to www.ampcapital.com.au/pds/wei/a – select ‘Incorporated information’ from the PDS information menu, and go to ‘Taxation’. The material relating to taxation may change between the time when you read this PDS and the day when you acquire the product.

8. HOW TO APPLY

Investing in the Fund

The offer to invest in the Fund is subject to the terms and conditions described in the PDS current at the time of contributing any investment amount. A current PDS can be obtained, free of charge, online at www.ampcapital.com.au or by contacting us.

Platform operators You will need to complete an application form when applying for an initial or additional investment in the Fund. The application form can be obtained, free of charge, by contacting us on 1800 658 404.

Indirect investors Your financial adviser or platform operator can provide you with a current PDS and information about how to apply.

Cooling off rights

Platform operators Cooling off rights do not apply in relation to an investment in the Fund.

Indirect investors Cooling off rights do not apply under this PDS. Your financial adviser or platform operator can provide you with the conditions, if any, that apply to returning your investment within the cooling off period set by the platform operator.

Complaints procedure

Platform operators AMP Capital and the Responsible Entity follow an established procedure to deal with complaints. We are committed to providing you with a high level of service, but sometimes things go wrong. If this happens, we will help you resolve the issue. If you have concerns relating to your investment in the Fund, please contact us by telephone on 1800 658 404 or in writing to AMP Capital Investors Limited, GPO Box 5445, Sydney NSW 2001.

If the complaint is privacy related, please refer to the AMP Privacy Policy for more details, which can be obtained online at www.ampcapital.com.au/common/privacy.

Indirect investors You should contact your financial adviser or platform operator if you have a complaint related to your investment in the Fund. If your issue remains unresolved, you can contact the external dispute resolution scheme of which the platform operator is a member.

CONTACTING AMP CAPITAL

For information about investing with AMP Capital, please contact us.

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