



# Macquarie Investment Funds

## Other Material Information

**20 December 2022**

This document replaces the Other Material Information document dated 23 September 2022

Other than Macquarie Bank Limited ABN 46 008 583 542 ("Macquarie Bank"), any Macquarie Group entity noted in this material is not an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these other Macquarie Group entities do not represent deposits or other liabilities of Macquarie Bank. Macquarie Bank does not guarantee or otherwise provide assurance in respect of the obligations of these other Macquarie Group entities. In addition, (a) the investor is subject to investment risk including possible delays in repayment and loss of income and principal invested and (b) none of Macquarie Bank or any other Macquarie Group entity guarantees any particular rate of return on or the performance of the investment, nor do they guarantee repayment of capital in respect of the investment.

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# 1. General

This Other Material Information Document ("Document") has been prepared to meet the requirements of section 57(1)(b)(ii) of the Financial Markets Conduct Act 2013 ("FMC Act") and clause 52 of Schedule 4 of the Financial Markets Conduct Regulations 2014 ("FMC Regulations"). All legislation referred to in this Document can be viewed at [www.legislation.govt.nz](http://www.legislation.govt.nz).

In this Document, "you" or "your" refers to a person or entity that invests in the Funds through a wrap platform or similar administration and custodial service. Please note section 18 "Investing through administration and custodial services (e.g. wrap platforms)" on page 22 for information on holding units through a wrap platform or similar administration and custodial service. "We", "us", "our" or "the Manager" refers to Macquarie Asset Management Public Investments (NZ) Limited as the manager of the retail investment funds set out in section 2, "Funds" below.

Capitalised terms have the same meaning as in the Macquarie Retail Funds Trust Deed ("Trust Deed"), unless they are otherwise defined in this Document. There is a Glossary of defined terms on page 23. Some terms are defined in the Document itself.

Product Disclosure Statements ("PDSs") for the offer of Units in the Funds are also available. If you are a "retail investor" under the FMC Act you must be given a copy of the relevant PDS before we can accept your application for Units.

## 2. Funds

This Document relates to the offer of Units in the following investment funds ("Funds"):

Fund	Date the Fund started	PDS
Macquarie Ethical Leaders Conservative Fund	6 June 1995	Ethical Leaders Diversified Funds
Macquarie Ethical Leaders Balanced Fund	11 August 2009	Ethical Leaders Diversified Funds
Macquarie Ethical Leaders Growth Fund	6 June 1995	Ethical Leaders Diversified Funds
Macquarie Real Return Opportunities Fund	11 December 2013	Goals Based Funds
Macquarie Income Generator Fund	30 June 2014	Goals Based Funds
Macquarie NZ Cash Fund	1 June 1995	Cash and Fixed Interest Funds
Macquarie NZ Fixed Interest Fund	5 June 1995	Cash and Fixed Interest Funds
Macquarie NZ Short Duration Fund	28 September 2007	Cash and Fixed Interest Funds
Macquarie Global Income Opportunities Fund	11 May 2012	Cash and Fixed Interest Funds
Macquarie NZ Shares Fund	5 June 1995	New Zealand and Australian Shares Funds
Macquarie Australian Shares Fund	17 September 1996	New Zealand and Australian Shares Funds
Macquarie Ethical Leaders NZ Shares Fund	12 December 2012	New Zealand and Australian Shares Funds
Macquarie Global Shares Fund	13 December 1994	Global Shares Funds
Macquarie Core Global Shares Fund	26 November 2007	Global Shares Funds
Macquarie Core Hedged Global Shares Fund	26 November 2007	Global Shares Funds
Macquarie Emerging Markets Shares Fund	1 November 2007	Global Shares Funds
Macquarie Ethical Leaders Global Shares Fund	6 November 2007	Global Shares Funds
Macquarie Global Listed Real Estate Fund	29 November 2007	Property and Infrastructure Funds
Macquarie Global Listed Infrastructure Fund	7 September 2012	Property and Infrastructure Funds
Macquarie NZ Shares Index Fund	1 December 2017	Index Funds
Macquarie Ethical Leaders Hedged Global Fixed Interest Index Fund	1 December 2017	Index Funds
Macquarie All Country Global Shares Index Fund	1 December 2017	Index Funds
Macquarie Australian Property Index Fund	1 June 1995	Index Funds

The Funds are constituted within a registered scheme called the "Macquarie Investment Funds", registered scheme number SCH10307 ("Scheme"). The Scheme is governed by the Trust Deed (as amended and restated as at 1 April 2022) and the Funds are invested in accordance with their statement of investment policy and objectives ("SIPO"). You can get an electronic copy of the Trust Deed and SIPO from the scheme register on the Disclose website [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

# 3. Manager

The current manager of the Funds is Macquarie Asset Management Public Investments (NZ) Limited ("Manager", "we", "us", "our"). This section describes the Manager, what it is and how it fits into the wider Macquarie Group. We have provided notice of our intention to retire as manager and Mercer (N.Z.) Limited ("Mercer") has agreed to acquire the rights to manage the Funds. Mercer is expected to become the manager in March 2023. See the section "Change of manager" below for more information about that change.

## Macquarie Asset Management Public Investments (NZ) Limited

We are the manager of 23 retail investment funds covering major asset classes including equities, fixed interest, infrastructure, property, diversified funds, multi-manager and multi-asset funds. These retail investment funds are the 23 Funds set out in the table above.

In addition to the 23 retail investment funds, we are also the manager of a number of wholesale investment funds.

We were granted a licence to act as the manager of a registered scheme under the FMC Act by the Financial Markets Authority ("FMA") on 20 April 2015. The licence requires us to maintain the same or better standard of capability, governance and compliance as was the case when the FMA assessed our licence application. The licence is subject to the normal conditions imposed under the FMC Act and the FMC Regulations, and the standard conditions imposed by the FMA.

## Parent company

We are a wholly owned subsidiary of Macquarie Asset Management (NZ) Limited ("MAMNZ"), which is ultimately owned by Macquarie Group Limited, a company listed on the ASX.

We and MAMNZ were purchased by Macquarie Asset Management Holdings Pty Limited from AMP Group Holdings Limited with effect from 25 March 2022. Prior to this purchase by Macquarie Asset Management Holdings Pty Limited, we and MAMNZ were part of the AMP Capital business.

## Our functions

We have the following functions as the manager of the Funds:

- offering Units in the Funds,
- issuing Units in the Funds,
- managing the Funds and their investments, and
- administering the Funds and the Scheme.

We delegate these functions to other parties, including MAMNZ, as described in more detail below.

## Our directors

Our directors and their biographies follow. Our directors and their addresses may change from time to time, without notice.

### Rebekah Therese Swan – Wellington, New Zealand

Rebekah is Head of Public Investments – Macquarie Asset Management for MAMNZ and Chair and Director of the Manager. She has over 20 years' experience with MAMNZ and prior to that with AMP Capital, most recently as Managing Director/Head of Clients. Rebekah was also the Environmental, Social and Governance ("ESG") Investment Specialist for New Zealand and the Head of Product. As ESG Investment Specialist she was actively involved with the ESG team at AMP Capital, the industry within New Zealand and is passionate about responsible investment and corporate governance.

As a strong client advocate, Rebekah also manages the relationships with several long-standing clients. In her Head of Product role at AMP Capital, she had the responsibility for bringing new and innovative product solutions to the New Zealand market.

Previously at AMP Capital, Rebekah held the Head of Distribution role and has over 25 years' proven expertise in investment markets, regulatory risk compliance and financial services. This comes from a diverse background and extensive leadership experience, including several years working overseas in the UK and Canada.

Other roles include being Chair of the MAMNZ Ethics Committee. She was also a member Sustainable Finance Forum Technical Working Group, who put together the Roadmap for Action under the Aotearoa Circle and Boutique Investment Group.

Rebekah holds a number of not-for-profit board roles outside of MAMNZ and is a Chartered Member of the Institute of Directors.

### Grant David Hassell - Wellington, New Zealand

Grant is the Chair of MAMNZ.

Grant joined AMP Capital in 1987 as a fixed income analyst, developing the initial risk management and attribution systems, and in 1989 became responsible for managing fixed income portfolios. In 1993, Grant was seconded to the Reserve Bank of New Zealand as Foreign Reserves Portfolio Manager, managing New Zealand's US, German and French fixed income portfolios. He returned to AMP Capital in March 1995 as Fixed Income Portfolio Manager, was a key member in setting the team's fixed income strategy and was appointed as Head of New Zealand Fixed Income in 2006. He has considerable domestic and international experience managing large, fixed income portfolios and is also responsible for AMP Capital's global dealing teams. In May 2015 Grant was appointed as the Managing Director of AMP Capital Investors (New Zealand) Limited and held this position until December 2018 when he became the Global Head of

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Fixed Income.

Grant holds a Bachelor of Commerce and Administration from Victoria University of Wellington.

#### **Michael James Gray – Auckland, New Zealand**

Michael is Head of Investment Strategy (NZ) and a Director of the Manager, Macquarie Asset Management Public Investments (NZ) Limited. He joined AMP Capital as Head of Investment Strategy NZ in 2021. Before joining AMP Capital he founded his own investment consulting firm offering tailored investment and governance services built on high-quality research and broad investment knowledge gained from 26 years of industry experience.

Prior to establishing the consultancy business Michael has had an extensive career in the New Zealand and Australian funds management industry, most recently as Senior Portfolio Manager with Caliber Investments from 2015 to 2020. Prior to this he was an Investment Manager at Suncorp from 2013 to 2015, and Head of Investment Strategy at CommInsure from 2007 to 2013. He has also had portfolio manager roles with ASB Group Investments and JB Were Goldman Sachs.

Michael holds a Bachelor of Commerce (finance), Bachelor of Arts (economics) and Postgraduate Diploma in Commerce (finance) from the University of Otago.

#### **Macquarie Asset Management (NZ) Limited**

Macquarie Asset Management Public Investments (NZ) Limited ("Manager", "we", "us", "our") is a wholly owned subsidiary of Macquarie Asset Management (NZ) Limited ("MAMNZ"). MAMNZ is the parent company of Macquarie's New Zealand operations and owns the Manager and the other New Zealand subsidiaries used to carry on Macquarie's New Zealand business.

#### **Relationship with the Manager**

Almost all the resources the Manager needs to carry out its functions are provided by MAMNZ under a written management agreement ("Management Agreement"). Under the Management Agreement, the Manager effectively outsources its administration, investment and management functions to MAMNZ, and MAMNZ provides resources (including people, operational and financial resource) to the Manager as required to perform those functions. The Management Agreement comprehensively details the functions provided by MAMNZ to the Manager, and the terms on which MAMNZ is engaged.

#### **Other activities**

In addition to its role in respect of the retail investment funds, MAMNZ acts as investment manager for institutional clients such as KiwiSaver schemes, charities, corporates, iwi, insurance companies and councils. These services are provided across numerous asset classes, including cash, New Zealand and global fixed interest, New Zealand, Australian and global shares, property, listed infrastructure and funds of funds.

## **Investment Managers**

We contract out the investment management of the Funds. As at the date of this Document:

- Salt Funds Management Limited is the investment manager of the Macquarie NZ Shares Fund.
- Harbour Asset Management Limited is the investment manager of the Macquarie Ethical Leaders NZ Shares Fund.
- Macquarie Investment Management Global Limited, a company incorporated in Australia, a member of the Macquarie Group Limited, is the investment manager of the Macquarie Global Listed Infrastructure Fund, the Macquarie Global Listed Real Estate Fund and the Macquarie Australian Property Index Fund.
- UBS Asset Management (Australia) Ltd is the investment manager of the Macquarie Ethical Leaders Hedged Global Fixed Interest Index Fund.
- MAMNZ is the investment manager of the remaining Funds under the Management Agreement. In certain cases, MAMNZ will sub-delegate the investment of those Funds to one or more related or external investment managers.

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Further information about the investment management arrangements is set out in the SIPO. The investment managers may change from time to time and without notice to investors. We will update the SIPO, the relevant PDS(s) and this Document to reflect any changes to investment managers where required by law or by our internal processes.

## Administration Managers

Under the Management Agreement, we have contracted administration management of the Funds to MAMNZ. MAMNZ conducts some of the administration management functions itself or in conjunction with other business units of Macquarie Group Limited. The remainder of the Funds' administration management functions are sub-contracted by MAMNZ to BNP Paribas Fund Services Australasia Pty Ltd (trading as BNP Paribas Securities Services). BNP Paribas Fund Services Australasia Pty Ltd is also a custodian of the Funds.

## Change of manager

In September 2022, we and MAMNZ entered into an agreement with Mercer (N.Z.) Limited ("Mercer") under which the management function of the Funds, together with the management function of our wholesale funds, will be transferred to Mercer.

Accordingly, we have given the Supervisor, The New Zealand Guardian Trust Company Limited, notice of our intention to retire as manager of the Funds and the Supervisor has approved the appointment of Mercer as the new manager of the Funds.

The transfer is currently expected to complete, and Mercer to become the new manager of the Funds, in March 2023. Under the agreement, MAMNZ and Macquarie Investment Management Global Limited will continue to act as the underlying investment managers for some of the Funds.

Mercer is part of the Marsh McLennan group of companies. Mercer has been operating in New Zealand since 1957 providing investment, actuarial consulting and administration services to employer-based superannuation and KiwiSaver schemes as well as investment services to the wholesale sector. Mercer is licensed by the FMA to act as manager of retail investment funds

Investors do not have to do anything in relation to the change in manager of the Funds. On becoming the new manager, Mercer will have all the rights, duties and obligations that we currently have to manage the Funds.



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## 4. Supervisor and Custodian

The New Zealand Guardian Trust Company Limited is the supervisor ("Supervisor") of the Funds.

### Functions

The Supervisor has the following functions:

- acting on behalf of investors in relation to us, any matter connected to the Trust Deed or the terms of offer of the Units, any contravention or alleged contravention of our obligations as the issuer of the Units and the manager of the Funds, and any contravention or alleged contravention of the FMC Act by any other person in connection with the Funds,
- supervising the performance by us of our functions as manager of the Funds and our obligations as issuer of the Units (including, compliance with the Trust Deed), and the financial position of us and the Scheme in respect of the Units to ascertain that it is adequate,
- holding the property of the Funds, or ensuring that property is held, in accordance with the FMC Act, and
- performing or exercising any other functions, powers, and duties conferred or imposed on it by the FMC Act, the Financial Markets Supervisors Act 2011 or the Trust Deed.

### Custodian

As at the date of this Document, the Supervisor delegates the function of holding the property of the Funds to BNP Paribas Fund Services Australasia Pty Ltd (trading as BNP Paribas Securities Services) ("Custodian")

As required by the FMC Act, the Supervisor and the Custodian are independent of us.

### Supervisor's directors

As at the date of this Document, the directors of the Supervisor are:

- Robin Albert Flannagan – Auckland, New Zealand
- Bryan David Connor - Auckland, New Zealand

The directors of the Supervisor and their addresses may change from time to time without notice to you. You can contact the directors of the Supervisor at the Supervisor's address.

### Incorporation and parent company

The Supervisor was incorporated under the Companies Act 1955 in New Zealand on 7 September 1982 and was re-registered under the Companies Act 1993 on 22 April 1997. Its origins date back to 1881. The Supervisor was purchased by Hong Kong-based Tricor Group in November 2021.

### Supervisor's licence

The Supervisor has been granted a licence under section 16(1) of the Financial Markets Supervisors Act 2011 to act as a Supervisor in respect of debt securities, investment funds, KiwiSaver schemes, and as a statutory supervisor for participatory securities, for a term expiring 16 March 2023.

The Supervisor's licensed status can be verified on the FMA's website: [www.fma.govt.nz](http://www.fma.govt.nz) by clicking on "Compliance", "Licensed and Reporting Entities" and searching for "The New Zealand Guardian Trust Company Limited" or the Supervisor's website: [www.guardiantrust.co.nz](http://www.guardiantrust.co.nz). If you have any queries about the licence please contact the Supervisor in the first instance.

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## 5. Manager and Supervisor's indemnity

Subject to the limits on permitted indemnities under the FMC Act, we and the Supervisor are indemnified out of the Funds for all losses, costs and expenses incurred by us or the Supervisor in relation to the proper performance of our general duties and our duties to comply with the relevant professional standard of care under the FMC Act in respect of the Funds, the Scheme and this offer. However, we and the Supervisor remain liable for losses, costs and expenses arising from a breach of trust where we or the Supervisor fail to show the degree of care and diligence required unless the holders of Units in all the Funds governed by the Trust Deed pass a Special Resolution releasing us or the Supervisor from such liability (as applicable).

## 6. Auditors and Other Advisers

### **Auditor**

As at the date of this Document, Ernst & Young is the Auditor of the Funds. Ernst & Young is a registered audit firm under section 87 of the Auditor Regulation Act 2011.

### **Other Advisers**

Our solicitors are DLA Piper New Zealand.

The Supervisor's solicitors are Chapman Tripp.

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## 7. Key Terms

The Trust Deed governs the Funds. A summary of the Trust Deed is set out below.

### Supervisor's Covenants

In the Trust Deed, the Supervisor gives certain covenants in favour of the Investors, including that it will:

- retain the Assets of the Funds in safe custody and hold them as trustee for Investors on the terms of the Trust Deed,
- not part with possession of or charge any of the Assets of the Trust, except as provided for under the Trust Deed, and
- use its best endeavours not to incur any Liability for, or in respect of, a Fund if the Liabilities of the Fund would exceed 50% of the Value of the Assets of the Fund.

### Removal and Retirement of the Supervisor

The Supervisor may retire at any time by giving 90 days' notice to us subject to the appointment of a new Supervisor and the transfer to the new Supervisor of the Assets of the Fund. Where the Supervisor retires, we have the power to appoint a new Supervisor. If we fail to do so, the Investors of the relevant Fund or Funds may do so by Special Resolution.

### Our Powers and Obligations

In addition to the statutory functions set out in the section "Our functions" on page 4 above, we have broad discretions in respect of the management of the Funds, including managing the Assets of the Fund, making investment and borrowing decisions, repurchasing or causing the redemption of Units and fixing dates for valuations and distributions.

We are obliged to ensure that the Funds are properly and efficiently operated and that the Assets of the Funds are properly managed and supervised, make any requested information available to the Supervisor, convene Investor meetings and pay money in accordance with the Trust Deed.

The Manager may (with the prior approval of the Supervisor) delegate all or any of the powers, authorities and discretions it can exercise under the Trust Deed. However, this ability to delegate does not affect the Manager's liability for the performance of those functions.

### Powers as a PIE

We have a wide range of discretions to operate each Fund and the Scheme as a whole as a PIE including:

- discretions relating to the calculation of tax,
- adjusting distributions to you or redeeming your Units to

meet your liability for tax, and

- taking all steps necessary to ensure that the Fund or Scheme meets the PIE eligibility requirements including:
  - rejecting applications for Units and transfers of Units if and to the extent necessary to ensure that the Maximum Investor Interests requirement under the Tax Act is not exceeded, or
  - if your Unitholding exceeds the Maximum Investor Interests requirement, selling, redeeming or repurchasing Units.

You will be given notice and an opportunity to remedy a breach of the Maximum Investor Interests requirement (provided there is time to remedy the breach under the relevant tax legislation). The proceeds from any sale, redemption or repurchase carried out by us to remedy such a breach (less any costs and expenses incurred by us in respect of the same) will be paid to you, and neither the Manager nor the Supervisor shall be liable for any loss that you may incur under or in connection with any such sale, redemption or repurchase.

### Provision of information

If we ask you to provide information to enable us to determine whether a Fund continues to meet the PIE eligibility requirements, you shall supply such information within 30 days of our request.

### Removal and Retirement of the Manager

We will cease to be the manager of a Fund if:

- We are removed by written direction of the Supervisor after the Supervisor certifies it is in the best interests of Investors that we are removed,
- We are removed by a Special Resolution of Investors,
- We are substituted by the High Court under the FMC Act,
- We have a receiver appointed or if an order is made or a resolution passed for our liquidation or winding up under relevant law, or
- We retire by giving 90 days' notice to the Supervisor, subject to the appointment of a new manager.

If there is no manager, the Supervisor has the power to appoint a temporary manager subject to the FMA's power to appoint a temporary manager under the FMC Act.

Macquarie Asset Management Public Investments (NZ) Limited is the current manager of the Funds but Mercer (N.Z.) Limited ("Mercer") has agreed to acquire the rights to manage the Funds. Accordingly, we have given the Supervisor notice of our intention to retire as manager and the Supervisor has approved the appointment of Mercer as our replacement. Mercer is expected to become the new manager of the Funds in March 2023.

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See the section "Change of manager" above for more information.

## Separate Funds

Each Fund is a separate and distinct investment fund, with separate Assets and Liabilities, governed by the terms and conditions of the relevant Trust Deed. All investments of a Fund are to be held by the Supervisor as the exclusive property of that Fund, for the exclusive benefit of the Investors of that Fund and no Investor in one Fund shall have any claim on any other Fund or any other Fund governed by the Trust Deed (and vice versa). This means that the assets of one Fund cannot be used to cover the liabilities of another Fund or any other Fund governed by the Trust Deed nor can the assets of any other such Fund be used to cover the liabilities of a Fund.

## Side-pocketing

We may side-pocket certain Assets and Liabilities of a Fund, with the approval of the Supervisor. Side-pocketing is a mechanism that is designed to allow Investors continuing liquidity in a Fund from which redemptions might otherwise need to be suspended or deferred due to liquidity issues with underlying assets. This involves "allocating" the illiquid assets to a separate account and converting a corresponding portion of each Investor's Units into a new class of side-pocketed Units from which redemptions are controlled pending resolution of the liquidity issues. This leaves the Investor's remaining Units unaffected by these liquidity problems. The Manager must give written notice to the Investors of a Fund in relation to which side-pocketing has occurred.

## Borrowing

Under the Trust Deed, we may, and may require the Supervisor to, borrow on behalf of any Fund. Any such borrowing may be secured over all or any part of the Assets of the Fund. We do not currently intend to borrow on behalf of any Fund, unless it is necessary for tax loss or settlement purposes. No borrowing may be made if the total borrowed and then outstanding would, together with all other Liabilities of the Fund, exceed 25% (or such other percentage up to a maximum of 50% as we may agree with the Supervisor) of the Value of the Assets of the Fund.

In addition to limitations on borrowing set out in the Trust Deed, additional limitations on borrowing for a particular Fund may be set out in the SIPO and relevant PDS. For more information on these limitations, please refer to the SIPO and the PDSs.

## Valuation

The Current Value of each Fund is calculated by us by taking the Value of the Assets of the particular Fund and deducting any Liabilities, charges incurred in holding the Assets, any money held in respect of applications not yet accepted (or those which have been rejected) and any money held in respect of cancelled Units.

For Funds, the Current Value of each Fund must be calculated at least once every five Business Days. Our current practice is to calculate the Current Value of each

Fund each Business Day (if practicable to do so). In determining the Value of the Assets of a Fund, the Trust Deed entitles us to rely on the current unit price of any other investment fund into which that Fund invests (as quoted, published or otherwise determined by it (in the case of a Fund) or by the manager of any such other investment fund) as the value of the Fund's investment in that other investment fund.

We may value a Fund's Assets more than once on any Business Day if, in our reasonable opinion, special circumstances exist. In such cases, we are required to certify to the Supervisor that, in our reasonable opinion, special circumstances existed which require or justify more than one valuation of the Assets on the relevant Business Day.

We will ascertain the Current Value of the Fund and the Value of the Assets of each Fund on a consistently applied basis accepted as being appropriate by the Supervisor. We are entitled to alter that basis and the application, provided we first give notice to the Supervisor of the alterations and the Supervisor approves the same.

## Withdrawals

Subject to any suspension rights, we have an obligation to repurchase, or alternatively to ask the Supervisor to redeem, any Units in the Funds in respect of which a Repayment Request is received from you in accordance with the procedures set out in the Trust Deed for the Funds. Under the Trust Deed, payment is required to be made within 60 days of the date on which your Repayment Request is received by us. In normal circumstances, however, payment will be made within 10 Business Days of our receiving a Repayment Request. We calculate the Repayment Price as at the date the Repayment Request is received by us unless the Supervisor gives prior approval for the Repayment Price to be calculated at an earlier date.

## Suspension of withdrawals

We may, in certain circumstances, suspend the obligation to repurchase, or cause the redemption of, Units by issuing a Repayment Suspension Notice (for instance, where we believe, in good faith, that it is not practicable or would be prejudicial to Investors' interests for the Supervisor to realise Assets or borrow to permit redemptions – this could be because of market or Asset conditions or other circumstances). Any such suspension would continue until cancelled by us.

We must cancel a Repayment Suspension Notice within 90 days after the date on which the Repayment Suspension Notice was given, unless the Supervisor agrees otherwise. The Supervisor must not unreasonably withhold its agreement to extend a Repayment Suspension Notice beyond 90 days (but the Supervisor may not agree to a Repayment Suspension Notice applying for more than one year after the date of the notice without the approval of the Investors of the relevant Fund or Funds by Special Resolution).

## Records and Financial Statements

We must keep proper accounting records in respect of the

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Funds. The Supervisor is required to provide us with any information we require in order to keep those records. We will forward the audited Financial Statements to the Supervisor and to every Investor within the required timeframe following the issue of the audited Financial Statements.

## Registers

We are required to keep a register of Investors for each Fund in the form and manner required by the FMC Act. The Register must be kept in New Zealand, and may be kept in electronic form so long as a printout of the Register is available to the Supervisor from time to time. Each Register shall be available for inspection in accordance with the FMC Act.

## Meetings

We may, and will on receipt of a written request from the Supervisor, or a written request from Investors holding at least 5% of the Units of the Fund, convene a meeting of the Investors of that Fund. We must give Investors 15 Business Days' notice of the meeting.

The quorum for meetings is the quorum prescribed by the FMC Regulations which is currently Investors or their proxies present or who have cast postal, email or electronic votes, and who hold Units with a combined value of no less than 25% of the value of the Fund held by those persons who are entitled to vote.

A "Special Resolution" is a resolution approved by Investors holding Units with a combined value of no less than 75% of the value of the Units held by those Investors who are entitled to vote and who vote on the question and includes any resolution relating to a matter that is required by the FMC Act, the FMC Regulations or the Trust Deed to be done by way of Special Resolution.

A meeting of Investors of a Fund can give directions to the Supervisor if those directions are consistent with the Trust Deed and the FMC Act and the directions are given by a Special Resolution passed at that meeting. The Supervisor is not liable for anything done, or omitted to be done, in good faith in giving effect to such a direction. The Supervisor may also, at its discretion, apply to the High Court under the FMC Act for an order in respect of any direction given.

The Supervisor nominates a chairperson to act at every meeting and the chairperson has a casting vote.

## Amendments to the Trust Deed

Subject to the FMC Act and the provisions of the Trust Deed, we may agree with the Supervisor to amend the Trust Deed.

## Winding Up

Upon the winding up of a Fund, the Supervisor must sell all the Assets of the Fund and, after providing for such amount as the Supervisor considers necessary to meet all claims and Liabilities (including fees), shall distribute the balance to Investors in proportion to their holdings of Units at the time of distribution. The amount distributed to you on

winding up may be adjusted to reflect the Fund's PIE Income Tax Liability (as defined in section YA 1 of the Tax Act), if any, on income attributed to Investors. (As indicated below, we have undertaken not to terminate (i.e. wind-up) the Fund until after certain time periods have passed.)

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## Indemnities

If an Investor has made an election to have Qualifying Expenditure treated as expenditure of the Scheme or a Fund for Tax purposes, that investor indemnifies the relevant Fund for any costs, claims or demands made by the Commissioner of Inland Revenue or any other person in respect of or resulting from the treatment of relevant Qualification Expenditure.

Each Investor indemnifies the Supervisor and the Manager if the value of the Investor's Units is not sufficient to meet any liability for Tax payable by the Fund, the Manager or the Supervisor that is attributable to the Investor or is determined by the Supervisor or the Manager to be attributable to the Investor.

## 8. Fund-specific matters

### Income Generator Fund (established 1 April 2014)

As noted in the SIPO, the Income Generator Fund aims to provide a gross fixed monthly income in excess of bank deposit rates, along with a positive return on capital over the long term. Each monthly distribution amount for the Income Generator Fund will be paid to those Investors on the register of Investors as at the close of business on the last Business Day of each month.

#### Annual and interim review of distributions

We review the monthly distribution amount, and may re-set it, on or about 1 April in each year for the following 12 month period. An interim review of the distribution rate will be undertaken on or around 1 October of the same year and, if required, the monthly distribution rate for the subsequent monthly distributions may be re-set. We determine the monthly distribution amount at each such review based on our expectation of the amount of gross income likely to be received by the investment fund over that following 12 month period.

#### Suspension of distributions

We may suspend payment of the monthly distribution amount where we form the view that, due to adverse market or other circumstances, it is in the best interests of Investors generally to do so. In such circumstances, we will provide you and the Supervisor with written notice of such suspension. During the period for which any such suspension is in effect, the distribution amounts that would otherwise have been payable to you during that period will be cancelled and you will not receive, or have any claim, in respect of the cancelled distribution amounts. Instead, those amounts will be retained by the Income Generator Fund and, as such, will be reflected in the price of the Units in the Income Generator Fund. We may lift the suspension at any time by providing you and the Supervisor with written notice that such suspension has been lifted and, if not lifted prior, the suspension will be deemed to have been lifted on the 1 April immediately following the date of the suspension notice.

#### Current distribution determinations

You can find the most recent distribution rate determined by the Manager and the period to which it applies by going to webpage for the Fund on the Macquarie website

<https://www.macquarieim.com/investments/goals-based-solutions/macquarie-income-generator-fund>

or by going to the register entry on the offer register for the Funds on the Disclose website [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/). Historic distribution rates for previous periods are also available on request.

### Real Return Opportunities Fund (established 11 December 2013)

#### Market index

We are exempt from certain market index disclosure requirements in relation to the Real Return Opportunities Fund as a result of the Financial Markets Conduct (Market Index) Exemption Notice 2018. This exemption applies on the basis that there is no appropriate market index and no suitable peer group index or indices for the Real Return Opportunities Fund.

The FMC Regulations require quarterly fund updates to compare a fund's historical performance against an "appropriate market index". This is defined as being a broad based securities index (or indices) that is independently administered (or widely used and widely recognised in financial markets) and that is appropriate in terms of assessing movements in the market(s) for the assets in which the fund invests.

Under the SIPO, the Real Return Opportunities Fund invests almost all its assets into one or more underlying "absolute return" funds. These funds give their investment managers very broad investment discretion to achieve their "absolute return" performance objectives. This means the types of underlying investments ultimately made for the Real Return Opportunities Fund could change significantly from time to time. As a result, there is no "appropriate market index" for the Real Return Opportunities Fund against which its historical returns can be compared in the fund updates.

The same issue arises for other funds with similar investment strategies. The FMA has therefore granted the exemption noted above from the "appropriate market" index requirement. That exemption is conditional on the manager trying to identify a suitable "peer group index" (an index based on the performance of a group of funds that invest in a particular sector or sectors) to use as a substitute for the appropriate market index. We have determined that there is no suitable "peer group index" for the Real Return Opportunities Fund, as the various peer group indices available would not be useful to investors in assessing the fund's performance.

### Ethical Leaders Funds (various establishment dates)

Macquarie Asset Management Limited, MAMNZ's immediate parent company, is a member of the Responsible Investment Association Australasia ("RIAA"). The following Funds are certified under RIAA's Responsible Investment Certification Program:

- Macquarie Ethical Leaders Conservative Fund
- Macquarie Ethical Leaders Balanced Fund
- Macquarie Ethical Leaders Growth Fund

- 
- Macquarie Ethical Leaders NZ Shares Fund
  - Macquarie Ethical Leaders Global Shares Fund

Certification of the Ethical Leaders Funds signifies that each of these Funds have implemented a detailed responsible investment process for all investment decisions, clearly discloses what that process is, has been audited by an external party to verify the investment process, and has met the strict disclosure requirements of the program.

## **RIAA**

RIAA is the industry body representing responsible and ethical investors across Australia and New Zealand. RIAA works to promote a more responsible approach to investment, and to encourage more people to actively choose a responsible and ethical option for their savings and investments, across superannuation, banking, general investments and KiwiSaver schemes in NZ. RIAA supports its members by acting as a hub for critical information for responsible investors through webinars, conferences, events, working groups, research, and policy.

### **RIAA's Responsible Investment Certification Program**

RIAA's Responsible Investment Certification Program is aimed at helping the investors of all kinds navigate towards investment options and financial advice that better match their investment beliefs and personal values. Developed in 2005 as a response to the growing demand for responsible and ethical investments, the Responsible Investment Certification Program provides investors with standardised and consistent information allowing them to compare and contrast the investment options that have been assessed and verified as responsible. The Responsible Investment Certification Program allows investors to access detailed information about how each investment product or financial adviser takes into account ESG (Environmental, Social, Governance) and ethical issues in the investment process.

#### **Where to find more information**

More information about the RIAA and the certification programme is available on its website <http://responsibleinvestment.org/>.

More information about our approach to responsible investing is set out in the SIPO for the Funds available on the scheme register on the Disclose website [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

### **Macquarie Ethical Leaders Hedged Global Fixed Interest Index Fund (established 27 November 2017)**

On 21 June 2021 the benchmark for the Hedged Global Fixed Interest Index Fund changed from the Bloomberg Barclays Global Aggregate Index to the Bloomberg Barclays MSCI Global Aggregate SRI Select ex Fossil Fuels Index, resulting in the Fund being managed to 'responsible investment' criteria.



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## 9. More information about market indices

### Where to find more information

The Funds' returns are measured against various market indices as set out in the SIPO. More information about these market indices can be found at the following web pages:

- S&P/NZX Indices: <http://us.spindices.com/regional-exposure/asia-pacific/new-zealand>
- S&P/ASX Indices: <https://au.spindices.com/regional-exposure/asia-pacific/australia>
- Barclays Capital Indices: <https://index.barcap.com/>
- MSCI Indices: <https://www.msci.com/indexes>
- Bloomberg Indices: <http://www.bloombergindexes.com>
- FTSE EPRA/NAREIT Indices: <http://www.ftse.com/products/indices/epra-nareit>

- Dow Jones Brookfield Global Infrastructure: <https://au.spindices.com/indices/equity/dow-jones-brookfield-global-infrastructure-local-currency-index-usd>

### Disclaimers

Our use of some market indices is subject to terms and conditions of licence agreements entered into with the index provider. These require us to provide certain disclaimers in relation to our use of those market indices. We set out these disclaimers in the Schedule at the end of this Document

## 10. Distributions

As at the date of this Document, the following Funds make income distributions:

- NZ Cash Fund
- NZ Fixed Interest Fund
- NZ Short Duration Fund
- NZ Shares Fund
- Global Income Opportunities Fund
- Income Generator Fund
- Global Listed Real Estate Fund
- Global Listed Infrastructure Fund
- NZ Shares Index Fund
- Ethical Leaders Hedged Global Fixed Interest Index Fund
- All Country Global Shares Index Fund
- Australian Property Index Fund

("Distributing Funds")

Investors may elect to have all (but not part) of a distribution of income reinvested in further units ("Reinvestment Option") and Investors can cancel that election at any time. A buy spread will not be charged on reinvestment. Two weeks' notice of any changes to your election is required for those changes to be effective for a

given distribution. The Reinvestment Option may be varied, withdrawn or cancelled by us at any time, by giving not less than three months' notice to Investors.

We may, in our discretion, satisfy Reinvestment Option elections by purchasing Units and/or by applying to the relevant Distributing Fund for the issue of Units. Such purchases or applications will be made on the distribution date or, if that day is not a Business Day, on the last Business Day before the distribution date. At the time of purchase or application, we must not have any information that is not publicly available that would, or would be likely to, have a material adverse effect on the price of the Units if the information were publicly available.

Your reinvestment in Units under the Reinvestment Option will be rounded down to the nearest whole Unit (and rounding differences will be retained in the relevant Fund on behalf of Investors).

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# 11. Fees and expenses

## Initial Service Fee

The Trust Deed allows us to charge an initial service fee on the issue of any Unit. The amount of this fee is determined by us, there is no limit on the amount we can set and we can charge different fees to different persons or classes or persons. We do not currently charge an initial service fee and have no current intention to do so.

## Buy/Sell Spreads

Buy spreads are added to the Unit price on entry to a Fund, and sell spreads are deducted from the Unit price on exit from a Fund, as described in more detail in the relevant PDS(s). The purpose of buy/sell spreads is to make sure that any transaction costs incurred as a result of an investor entering or leaving a Fund are borne by that investor, and not other investors in that Fund. Under the Trust Deed, we determine the buy/sell spreads based on what we consider to be a fair amount payable having regard to expected transaction costs. We may change the buy/sell spreads from time to time and without notice to investors.

## Management Fee

We are paid a management fee for acting as manager of each Fund. The current management fee is disclosed in the relevant PDS for that Fund. The Trust Deed allows us to change those management fees from time to time and without notice to investors. However, the Trust Deed does not allow us to increase the management fee for a Fund above 2% per annum of the Value of the Assets of the Fund.

We may, in our discretion, charge an Investor or certain classes of Investors lower management fees than as currently disclosed in the PDS(s).

## Termination Fee

On the termination of a Fund, we are entitled to be paid out of the Fund a reasonable fee of such amount as is approved by the Supervisor, based on time spent by us on matters relating to the termination of the Fund. There is no limit on the amount of this fee, apart from the requirement that it be reasonable in the circumstances and be approved by the Supervisor.

## Rebates of Fees

Where a Fund invests into any other investment fund managed by us, MAMNZ or any of our related companies, the fees that would ordinarily be charged on the underlying funds in respect of these investments will generally be waived.

## Waiver of Fees

The Trust Deed provides that we may waive payment of any fees, remuneration or reimbursement due to us by a Fund or the Funds.

## Changes to fees

These fees may be varied, or new fees may be imposed, from time to time in accordance with the Trust Deed.

## Supervisor's Fee

The Supervisor is entitled to be paid, by way of remuneration for its services, a fee out of each of the Funds. The Supervisor's fee is determined on the basis of a scale agreed from time to time between us and the Supervisor. Currently, the Supervisor's fee for each Fund is not to exceed 0.1% per annum of the average daily Value of the Assets of that Fund. There are no other limits on the amount of this fee in respect of each Fund.

In addition, the Supervisor is entitled to receive a fee of such amount as is from time to time agreed between us and the Supervisor for convening and attending meetings of Investors. There is no limit on this fee. The Supervisor is also entitled to be reimbursed for various expenses in accordance with the Trust Deed.

On termination of a Fund, the Supervisor is entitled to be paid from the Fund a reasonable fee of such amount as is approved by us, based on the time spent by the Supervisor on matters relating to the termination of the Fund. There are no limits on the amount of this fee in respect of each Fund, apart from the requirements that it be reasonable in the circumstances and be approved by us.

## Expenses

We and the Supervisor are entitled to reimbursement for all reasonable costs and expenses incurred on behalf of each Fund. These include the costs of preparation of this Document and other documents in relation to the offer of the Units in the Funds, professional advisers' fees, taxes/duties and other administration costs. There is no limit on the amount of reimbursement of expenses to which the Manager and Supervisor are entitled. The payment of these expenses is included in the "fund charges" for which an estimate is provided in the PDS and that will be disclosed in the fund updates and on the register entry on the offer register for the Funds on the Disclose website at [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

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## 12. Basis of estimates for fund charges in PDS

The annual fund charges disclosed in the PDS include estimates for certain fees, including audit, legal and other professional services, and printing and distribution costs. The determination of these fees is based on estimates provided by the scheme's professional service providers and Manager's experience with the Funds. We estimate these fees, as a percentage of the net asset value of each Fund and will disclose these estimates in the PDS.

### **Effect of particular performance fee on administration charges**

Performance fees in non-related underlying funds form part of the administration charges. Estimated administration charges are disclosed in the PDS. Actual administration charges for past periods are reported in fund updates and on the Disclose website at [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

The Core Global Shares Fund and the Emerging Markets Shares Fund currently invests in non-related underlying funds that have performance fee arrangements with their respective investment managers. These provide for a proportion of outperformance to be paid as a performance fee when the underlying funds outperform their benchmarks, but also for a corresponding refund to be received when the underlying funds underperform their benchmarks. For disclosure purposes, we include any performance fee paid in the reported administration charges but do not reduce reported administration charges for any refund received (although investors do get the benefit of any such refund). Due to this arrangement, the actual administration charges reported in fund updates and on the Disclose website may differ materially from the estimated administration charges disclosed in the PDS. The Core Hedged Global Shares Fund and the Global Shares Fund are also affected by this as they invest in the Core Global Shares Fund. This also applies in respect of the Global Shares Fund, which invests in the Emerging Markets Shares Fund.

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# 13. Conflicts of Interest

## General description

Our status as a subsidiary of Macquarie Group Limited and having directors who are senior executives of MAMNZ gives rise to an inherent conflict of interest.

## Funds affected

All the Funds are affected by this inherent conflict of interest.

## How conflict would/could materially influence investment decisions

As a related company of Macquarie Group Limited with directors who are senior executives of MAMNZ:

- we may have an incentive to appoint related companies of Macquarie Group Limited such as MAMNZ to act as investment manager ahead of external, third party investment managers,
- we may have an incentive to influence investment managers to invest in investment funds managed by us or other related companies of Macquarie Group Limited ahead of investment funds managed by third party investment managers, and
- where related company of Macquarie Group Limited such as MAMNZ acts as investment manager, they may have an incentive to invest in investment funds managed by them or otherwise by Macquarie Group Limited ahead of investment funds managed by third party investment managers.

## Steps taken to manage conflicts of interest

The FMC Act imposes statutory controls on conflicts of interest:

- A related party transaction in respect of a Fund may only be done if the details are notified to the Supervisor and we: 1) certify the transaction (or series of transactions) is "permitted" on the basis that it comprises investment into a regulated investment fund in NZ or Australia, or the transaction is on arm's length, or 2) we obtain the Supervisor's consent on the basis that it is in the best interests of investors, or contingent on Special Resolution approval by investors.
- As manager of the Funds, we are subject to various statutory duties in the performance of our duties as manager, including the requirement to act honestly and in the best interests of investors.
- Where we contract out our functions to other parties, we must ensure the persons to whom we contract those functions perform them to the same standard and subject to the same duties and restrictions as if we were performing them ourselves. These include the statutory duties referred to above. We must also monitor the performance of that function.

- Our Funds' investment managers must comply with a professional standard of care i.e. in exercising any powers, or performing any duties as investment manager, they must exercise the care, diligence, and skill that a prudent person engaged in the profession of investment management would exercise in the same circumstances.
- We have in place a process with the Supervisor for identifying, notifying and certifying or obtaining consent for related party transactions as required by the FMC Act.

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## 14. Material contracts

The following is a summary of the contracts that we consider to be material in relation to the Funds.

### Trust Deed

The Funds are constituted within a registered scheme called the "Macquarie Investment Funds" which is governed by the Macquarie Retail Funds Trust Deed ("Trust Deed") (as amended and restated as at 1 April 2022). The Trust Deed is a contract between us and the Supervisor for the benefit of Investors. The key terms of the Trust Deed are set out above in the section "Key Terms" from page 9.

### Deed of Arrangements

We have entered into a supplementary agreement with the Supervisor in relation to the Funds. Amongst other things, this document provides for the delegation of certain functions from the Supervisor to us (and our personnel) and for us to support the Supervisor in its role as supervisor of the Funds, including through the following processes:

- a reporting regime under which we report to the Supervisor on a regular basis,
- regular meetings are held with the Supervisor to discuss any matters arising in relation to the Funds, and

- the Auditor carries out an annual audit of the functions performed by us, with a particular emphasis on the observance of financial controls and procedures.

These arrangements also include an indemnity that is provided by MAMNZ to the Supervisor in respect of our performance of the functions of manager of the Funds.

### Management Agreement

We have entered into a Management Agreement with MAMNZ. Under the Management Agreement, we effectively outsource the administration, investment and management functions for the Funds to MAMNZ, and MAMNZ provides resources (including people, operational and financial resource) to us as required to perform those functions to the standards required by law.

MAMNZ can sub-delegate those functions to other parties. However, where it does so, it must ensure it is satisfied the person it appoints is capable of performing the service at least to the standard required to enable us to meet our obligations under the FMC Act, the conditions of our licence, the Trust Deed, the terms of the Offer of the Units and any relevant Court Order. MAMNZ must also monitor the performance of the function by the sub-delegate and review that sub-delegation at a frequency appropriate to the risk involved.

## 15. Financial Statements and auditor's report

Financial statements for the Funds are available on the scheme register on the Disclose website [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

The Funds all have 31 March balance dates. The Funds' financial statements for the most recent accounting period will be uploaded to the scheme register by 31 July that year.

The Funds' financial statements are audited by a qualified auditor, currently EY. The auditor's audit report on the financial statements will accompany the financial statements uploaded to the scheme register each year. The auditor's report on the most recent financial statements was not qualified in any respect.

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# 16. Risks

These risks are supplemental to the risks disclosed in the PDSs and there are some additional risks disclosed in section 8 "Fund-specific matters" starting on page 12 in relation to certain Funds.

## **Suspension of redemptions**

The Funds allow redemption of Units, subject to certain procedural requirements, including our right under the Trust Deed to delay and/or suspend redemptions. During normal operational circumstances, redemptions can be met out of cash held by the relevant Fund. However, if the value of redemptions significantly outweighs the value of subscriptions, the Fund may not be able to meet Repayment Requests out of cash reserves and will be reliant on selling or redeeming (whichever is relevant) some of the Fund's Assets to enable it to meet the Repayment Requests. These Fund Assets may not be immediately realisable.

## **Valuation risk**

The Funds' Unit prices are based on the latest market information. For securities or stocks that are illiquid or trade infrequently this pricing may not fully reflect the price available to either buyers or sellers. Accordingly, there is a risk that the quoted Unit price may change when these assets are revalued by the market following a transaction.

## **Operational risk**

The Funds may be exposed to operational risks that result from external events or failure of internal processes, people and systems. These risks include technology risk (including business systems failure), human error or failure, fraud, non-compliance with legal and regulatory obligations, counterparty performance under outsourcing arrangements, legal risk, data integrity risk, security risk and external events (including pandemics).

## **Risk of loss of PIE status**

The eligibility requirements to maintain PIE status pose a risk. Although we have mechanisms available to manage compliance with the PIE eligibility requirements, there remains a risk that the Funds or the Scheme could lose PIE status if there is a breach of those requirements and we do not become aware of the breach in time to correct it. This risk, if manifested, may have an adverse effect on the tax position of the relevant Fund, the Scheme and/or you. In particular, distributions made by the Fund to you would be taxable for you (subject to exceptions for returns of subscription amounts) if the Fund lost PIE status. We have mitigated this risk by changes effective 1 April 2022 whereby the funds can now rely on the boutique investor class exception and therefore the Maximum Investor Interest requirement may not apply.

## **Wrong PIR risk**

If you provide a PIR that is lower than the correct PIR you may need to pay any tax shortfall (and any interest and penalties) and depending on whether or not you are a New Zealand resident natural person file a tax return. If you advise a PIR higher than your correct PIR, or you do not provide a PIR and so are subject to the default rate of 28% then any additional tax paid by the Fund on your behalf:

- may reduce your income tax liability for that income year and may give rise to a tax refund, if you are a New Zealand resident natural person (excludes those acting in the capacity of a trustee), or
- be unable to be claimed back.

## **Short-selling**

Some of the underlying entities that the Funds invest into may conduct short-selling. The aim of short-selling is to sell an asset at a high price and buy the asset back at a later time, at a lower price. Consequently, the potential loss to the Fund may be greater than for traditional purchase and sale transactions, as the potential increase in price of the asset sold (and hence the potential loss) is unlimited.

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# 17. Taxation

## Taxation

None of the Supervisor or its nominee companies, the Manager or MAMNZ, any of their respective related companies or directors, or any other person takes responsibility for any taxation liability you may incur as an investor in a Fund. Tax legislation and rates of tax are subject to change and any change could have an impact on the Fund's return and yours. The impact of taxation may vary depending on your individual circumstances. It is important to seek professional taxation advice before you invest, while you are invested or deal with your investment in any way, as the taxation treatment of your investment will be specific to your circumstances and to the nature of your investment.

## Portfolio Investment Entity (PIE)

The Funds are investment options under the Macquarie Investment Funds Scheme. The Macquarie Investment Funds Scheme is a Portfolio Investment Entity (PIE). Each Fund's taxable income is attributed to you in proportion to the number of Units you hold in the Fund. The Fund pays tax on the income attributed to you at your selected PIR. If the tax liability on income attributed to you exceeds your investment in the relevant Fund, some or all of your Units could be redeemed and the proceeds of the redemption paid to the IRD. To the extent this tax liability is not paid by the Fund, you may need to pay the tax directly to the IRD.

## PIR

The rules relating to the taxation of investment income enable investment options within a PIE to calculate their tax using PIRs selected by investors, which can be 28%, 17.5%, 10.5% or 0% subject to satisfying various conditions. In order for the Funds to pay tax on your attributed income at the appropriate rate, you need to ensure that you have supplied the correct PIR and IRD number at all times to the Manager (or if you invest through an administration and/or custodial service, the provider of that service).

A PIR is based on your taxable income (e.g. income from salary, wages and any additional sources of income that you would include in your income tax return) in the two years preceding the current tax year, the income attributed to you from any PIEs in which you invest, including the Funds and your tax residency.

The following PIRs apply:

- **10.5%** for investors who are:

- New Zealand resident individuals who have given us their IRD number and who derived in either of the last two income years<sup>1</sup> preceding the current tax year \$14,000 or less in taxable income (excluding PIE income) and \$48,000 or less in taxable income and PIE income combined, or
  - a New Zealand resident trustee of certain testamentary trusts that elects to have a 10.5% PIR,
- **17.5%** for investors who are:
    - New Zealand resident individuals who do not qualify for the 10.5% PIR but who have provided their IRD number to us and who derived in either of the last two income years preceding the current tax year \$48,000 or less of taxable income (excluding PIE income) and \$70,000 or less in taxable income and PIE income combined, or
    - a New Zealand resident trustee of a trust (except unit trusts and charitable trusts but including superannuation funds) that elects to have a 17.5% PIR,
  - **28%** for non-residents, New Zealand resident individuals who are not eligible for either the 10.5% PIR or the 17.5% PIR and trusts (except unit trusts and charitable trusts but including superannuation funds) that elect to have a 28% PIR, and
  - **0%** for the following entities (if resident in New Zealand):
    - charities, PIEs, companies (including deemed companies such as unit trusts), Proxies, and
    - superannuation funds and trusts that have not elected to have a higher PIR.

If you are eligible for and notify us of a 0% PIR, then the relevant Fund will not have any tax liability in respect of income attributed to you. You must instead include the attributed income in your own tax return and claim any attributed losses as deductions in your own tax return. You will be responsible for payment of tax on the income attributed to you. Tax credits for foreign withholding tax and other types of credits such as imputation credits are attributed to you to be credited against tax payable in your own tax returns.

If you are eligible for and notify us of a PIR which is greater than 0% and:

- a) you are a New Zealand resident natural person (excludes those acting in the capacity of a trustee)

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<sup>1</sup> \* Income year has the meaning given in section YA 1 of the Tax Act and for most investors means the year ending on 31 March.

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your PIE attributed income will be subject to an end of year square up process undertaken by Inland Revenue. Under this process Inland Revenue will:

- determine your correct PIR based on the income information it holds,
  - determine the tax liability on the attributed PIE income based on the correct PIR,
  - adjust the calculated tax liability for credits (includes tax paid),
  - make adjustments to your account resulting in no change, a refund, or tax to pay (plus interest and penalties, if applicable).
- b) are a trustee that elects the 10.5% or 17.5% PIR you may be required to file a tax return which includes PIE attributed income and possibly pay tax on that income at your relevant marginal tax rate (with a credit allowed for tax paid by the Fund on that income). You may also be liable for any penalties or interest which may apply.

If you advise a PIR that is higher than your applicable rate, depending on your circumstances you may:

- be subject to an end of year square up process and its outcomes, refer to the commentary above, or
- will not be able to claim back the excess tax paid and may be required to file a tax return, depending on your circumstances.

If you do not notify us of your PIR, or provide your IRD number, then the default rate of 28% will apply. In the case of joint investors the higher PIR of the joint investors is used. The Commissioner of Inland Revenue can require us to disregard the PIR notified to us by you and apply a PIR notified by the Commissioner.

Each year, we will ask you to reconfirm your PIR. You should review your rate each year to ensure it is correct and notify us of any changes. To determine your PIR, go to "<https://www.ird.govt.nz/roles/portfolio-investment-entities/find-my-prescribed-investor-rate>" or contact your professional tax adviser.

### **Impact of PIE taxation for certain taxpayers**

Investing in the Funds may not be appropriate if you are a non-resident in New Zealand for tax purposes. This is because New Zealand tax will be imposed on income attributed by the Funds to you at 28%, which may be higher than the New Zealand tax rate that applies to income that you may get from other comparable New Zealand investments.

Given that there are circumstances where you may pay more tax in a PIE, rather than other forms of investment, it is important to consult your professional tax advisor to determine whether a PIE is best for you.

### **Hedging taxation treatment**

The financial arrangement rules will apply to foreign currency hedges where the FDR currency hedges method cannot be applied or is not adopted. The FDR foreign currency hedges tax calculation method may or may not be implemented on a fund by fund basis, as appropriate. That method is intended to minimise mismatches in income and expenditure on hedges relating to shares taxed under the FDR method or which are listed on the ASX, and income on those shares.



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## 18. Investing through administration and custodial services (e.g. wrap platforms)

The Funds are offered through certain administration and custodial services. These include "wrap platforms". When you invest through an administration and custodial service you do not hold Units in the Funds directly. Instead, your Units are held in the name of a custodial entity for the wrap platform on your behalf. This means many of the legal rights attaching to those Units are held by that custodial entity rather than by you, and so your ability to exercise those rights is subject to the terms and conditions agreed between you and the provider of the service. You are encouraged to familiarise yourself with those terms and conditions as set out in service provider's marketing and legal documentation.

## 19. No Guarantee

None of the Manager, the Supervisor, any member of Macquarie Group or any other person guarantees the return of capital and/or the repayment of Units to you.

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## 20. Glossary

**"Assets"** means any asset of a Fund (whether tangible or intangible) as more fully defined in the Trust Deed.

**"ASX"** means the Australian Stock Exchange.

**"Current Value"** means the Assets less the Liabilities of the Fund as more fully defined in the Trust Deed. For Unit pricing purposes, it is not necessarily equivalent to the net asset value in the financial statements. For example, differences arise due to the cost of realisation being included in the financial statements and other adjustments that are made for unit pricing purposes.

**"Custodian"** means BNP Paribas Fund Services Australasia Pty Ltd (trading as BNP Paribas Securities Services).

**"Distributing Funds"** means the NZ Cash Fund, NZ Fixed Interest Fund, NZ Short Duration Fund, NZ Shares Fund, Global Income Opportunities Fund, Income Generator Fund, Global Listed Real Estate Fund, Global Listed Infrastructure Fund, NZ Shares Index Fund, Ethical Leaders Hedged Global Fixed Interest Index Fund, All Country Global Shares Index Fund and Australian Property Index Fund.

**"Document"** means this Other Material Information Document which has been prepared to meet the requirements of section 57(1)(b)(ii) of the FMC Act and clause 52 of Schedule 4 of the FMC Regulations.

**"FMA"** means the Financial Markets Authority, the government agency responsible for regulating capital markets and financial services in New Zealand.

**"FMC Act"** means the Financial Markets Conduct Act 2013.

**"FMC Regulations"** means the Financial Markets Conduct Regulations 2014.

**"Funds"** means the investment funds set out in the table on page 3.

**"Liabilities"** means the liabilities of a Fund (eg unpaid administrative costs and expenses) as more fully defined in the Trust Deed.

**"MAMNZ"** means Macquarie Asset Management (NZ) Limited.

**"Management Agreement"** means the agreement between the Manager and MAMNZ pursuant to which the Manager effectively outsources administration and investment management functions to MAMNZ and MAMNZ provides resources (including people, operational and financial resource) to the Manager as required to perform those functions.

**"Manager", "we", "us" and "our"** means Macquarie Asset Management Public Investments (NZ) Limited, the manager of the Funds and the Scheme.

**"Maximum Investor Interest"** means that an investor in an investor class must not hold more than 20% of the total investor interests in the class as defined in the Tax Act.

**"PDS"** means a product disclosure statement under the FMC Act. A PDS is a document containing information about that Fund intended to assist a prudent but non-expert person to decide whether to invest in that Fund. A retail investor must be given a copy of the relevant PDS before investing. The PDSs for the Funds can be obtained from the offer register on the Disclose website [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

**"PIE"** means a portfolio investment entity for the purposes of the Tax Act.

**"PIE income"** means the income attributed to a person by the PIEs in which the person has invested, less any losses attributed to the person by PIEs, but does not include any dividends paid to the person by Listed PIEs (a type of PIE). Dividends from a Listed PIE that are not excluded income under the Tax Act are taxable income.

**"PIR"** means the Prescribed Investor Rate as that term is defined in the Tax Act.

**"Reinvestment Option"** means the election available to investors to have all (but not part) of a distribution of income reinvested in further units in a Distributing Fund.

**"RIAA"** means the Responsible Investment Association Australasia, the industry body representing responsible and ethical investors across Australia and New Zealand.

**"Scheme"** means the Macquarie Investment Funds, a registered scheme under the FMC Act with registered scheme number SCH10307.

**"SIPO"** means the statement of investment policy and objectives for the Scheme. In broad terms, the SIPO is a document setting out the parameters pursuant to which each of the Funds will be invested. The SIPO for the Scheme can be obtained from the scheme register on the Disclose website [www.companiesoffice.govt.nz/disclose/](http://www.companiesoffice.govt.nz/disclose/).

**"Special Resolution"** means a resolution approved by Investors holding Units with a combined value of no less than 75% of the value of the Units held by those Investors who are entitled to vote and who vote on the question and means a resolution relating to a matter that is required by the FMC Act or the FMC Regulations to be done by way of Special Resolution and the Trust Deed to be done by way of Special Resolution.

**"Supervisor"** means The New Zealand Guardian Trust Company Limited, the supervisor of the Funds and the Scheme.

**"Tax Act"** means the Income Tax Act 2007.

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**"Trust Deed"** means the Macquarie Retail Funds Trust Deed (as amended and restated as at 1 April 2022).

**"Unit"** means an undivided interest in the relevant Fund as more fully defined in the Trust Deed.

**"You"** or **"Your"** refers to a person who invests in the Funds through a wrap platform or similar administration and custodial service.

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# Schedule

Disclaimers on the use of the market indices as referred to in section "More information about market indices" on page 14.

For the MSCI indices (including the MSCI World Index, MSCI ACWI 69% Hedged to NZD Index and the MSCI EM (Emerging Markets) Index) the relevant licence agreement requires the use of the following disclaimer:

Source: MSCI. The MSCI data is comprised of a custom index calculated by MSCI for, and as requested by, Macquarie Asset Management (NZ) Limited. The MSCI data is for internal use only and may not be redistributed or used in connection with creation or offering any securities, financial products or indices. Neither MSCI nor any other third party involved in or related to compiling, computing or creating the data ("The MSCI Parties") makes any express or implied warranties or representations with respect to such data (or the results to be obtained by the use thereof), and the MSCI Parties hereby expressly disclaim all warranties or originality, accuracy, completeness or fitness for a particular purpose with respect to such data. Without limiting any of the foregoing, in no event shall any of the MSCI Parties have any liabilities for any direct, indirect, special, punitive, consequential or other damages (including lost profits) even if notified of the possibility of such damages.

For the S&P Dow Jones Indices (including the S&P/NZX Indices, the S&P/ASX Indices and the Dow Jones Brookfield Global Infrastructure indices) the relevant licence agreement requires the use of the following disclaimer:

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**General fund and investment matters**

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